

COMPUTER ASSOCIATES INTERNATIONAL INC

Form 10-Q/A

June 14, 2004

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**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 **June 30, 2003**
- or
- Transition Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
For the transition period ended from _____ to _____

Commission File Number 1-9247

Computer Associates International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-2857434

(I.R.S. Employer Identification Number)

**One Computer Associates Plaza,
Islandia, New York**

(Address of principal executive offices)

11749

(Zip Code)

(631) 342-6000

(Registrant's telephone number, including area code)

Not applicable

(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 .

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

EXPLANATORY NOTE

This 10-Q/A is being filed for the purpose of amending Items 1 and 2 of Part I and Item 6 of Part II of Form 10-Q to reflect adjustments to revenue for the three month period ended June 30, 2003. Refer to footnote A for further details regarding the restatement and certain other balance sheet reclassifications as of June 30, 2003 and March 31, 2003. The financial statements included in this Form 10-Q/A have also been adjusted to reflect the disposition of the

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Company's subsidiary, ACCPAC International, Inc. (ACCPAC) as a discontinued operation for all periods presented.

All information in this Form 10-Q/A is as of June 30, 2003 and does not reflect any subsequent information or events other than the restatement of revenue, certain other balance sheet reclassifications, and the classification of ACCPAC as a discontinued operation. Refer to the Company's Form 10-K for the fiscal year ended March 31, 2004, filed contemporaneously with this Form 10-Q/A, and our other filings with the Securities and Exchange Commission, for an update on the government investigation and other matters.

Except as described above, all other Items of the original filing made on July 23, 2003 are unaffected by the changes described above and have not been repeated in this Amendment.

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APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Title of Class	Shares Outstanding
Common Stock par value \$.10 per share	as of July 21, 2003 578,869,660

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COMPUTER ASSOCIATES INTERNATIONAL, INC. AND SUBSIDIARIES

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Part I. FINANCIAL INFORMATION

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Computer Associates International, Inc.

We have reviewed the accompanying consolidated condensed balance sheet of Computer Associates International, Inc. and subsidiaries as of June 30, 2003, and the related consolidated condensed statements of operations and cash flows for the three month periods ended June 30, 2003 and 2002. These consolidated condensed financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the consolidated condensed financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with standards established by the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Computer Associates International, Inc. and subsidiaries as of March 31, 2003, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated May 9, 2003, we expressed an unqualified opinion on those consolidated financial statements. As discussed in that report, effective April 1, 2002, the Company adopted the provisions of SFAS No. 142, *Goodwill and Other Intangible Assets*. In our opinion, the information set forth in the accompanying consolidated condensed balance sheet as of March 31, 2003, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

As discussed in Note A to the consolidated condensed financial statements, effective April 1, 2003, the Company adopted the fair value method of accounting provisions of Statement of Financial Accounting Standards (SFAS) No. 123, *Accounting for Stock-Based Compensation*, as amended by SFAS No. 148, *Accounting for Stock-Based Compensation- Transition and Disclosure- an amendment of SFAS 123*.

As discussed in Note A to the consolidated condensed financial statements, the Company has restated the consolidated condensed balance sheet at June 30, 2003, and the related consolidated condensed statements of operations and cash flows for the period then ended.

/s/ KPMG LLP

New York, New York
June 7, 2004

Table of Contents**Item 1:****COMPUTER ASSOCIATES INTERNATIONAL, INC. AND SUBSIDIARIES****CONSOLIDATED CONDENSED BALANCE SHEETS**

(unaudited)

(in millions)

	June 30, 2003	March 31, 2003
	<u>(restated)</u>	
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 763	\$ 1,405
Marketable securities	96	91
Trade and installment accounts receivable, net	964	1,079
Deferred income taxes	240	287
Other current assets	92	117
Assets of discontinued operation	64	66
	<u> </u>	<u> </u>
TOTAL CURRENT ASSETS	2,219	3,045
Installment accounts receivable, due after one year, net	1,195	1,299
Property and equipment, net	653	662
Purchased software products, net	1,324	1,416
Goodwill, net	4,401	4,400
Other noncurrent assets, net	429	439
	<u> </u>	<u> </u>
TOTAL ASSETS	<u>\$10,221</u>	<u>\$11,261</u>
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES		
Loans payable and current portion of long-term debt	\$ 2	\$ 828
Deferred subscription revenue (collected) current	935	923
Other current liabilities	997	1,213
Liabilities of discontinued operation	64	65
	<u> </u>	<u> </u>
TOTAL CURRENT LIABILITIES	1,998	3,029
Long-term debt, net of current portion	2,298	2,298
Deferred income taxes	979	1,047
Deferred subscription revenue (collected) noncurrent	216	173
Deferred maintenance revenue	285	324
Other noncurrent liabilities	28	27
	<u> </u>	<u> </u>

TOTAL LIABILITIES	5,804	6,898
Stockholders' equity	4,417	4,363
	<u> </u>	<u> </u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$10,221	\$11,261
	<u> </u>	<u> </u>

See Notes to the Consolidated Condensed Financial Statements.

Table of Contents**COMPUTER ASSOCIATES INTERNATIONAL, INC. AND SUBSIDIARIES****CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS**

(unaudited)

(in millions, except per share amounts)

	June 30,	
	2003	2002
	(restated)	
REVENUE		
Subscription revenue	\$447	\$ 314
Software fees and other	67	86
Maintenance	159	196
Financing fees	54	86
Professional services	59	65
	<hr/>	<hr/>
TOTAL REVENUE	786	747
EXPENSES		
Amortization of capitalized software costs	116	118
Cost of professional services	55	59
Selling, general and administrative	325	371
Product development and enhancements	162	160
Commissions and royalties	52	59
Depreciation and amortization of other intangibles	33	33
	<hr/>	<hr/>
TOTAL EXPENSES BEFORE INTEREST AND TAXES	743	800
Income (loss) from continuing operations before interest and taxes	43	(53)
Interest expense, net	31	45
	<hr/>	<hr/>
Income (loss) from continuing operations before income taxes	12	(98)
Income taxes (benefit)	4	(34)
	<hr/>	<hr/>
INCOME (LOSS) FROM CONTINUING OPERATIONS	8	(64)
Loss from discontinued operation, net of income taxes		(1)
	<hr/>	<hr/>
NET INCOME (LOSS)	\$ 8	\$ (65)
	<hr/>	<hr/>
BASIC EARNINGS (LOSS) PER SHARE		
Income (loss) from continuing operations	\$.01	\$ (.11)
Loss from discontinued operation	.00	.00

	—	—
Net income (loss)	\$.01	\$ (.11)
	—	—
Basic weighted-average shares used in computation	578	578
DILUTED EARNINGS (LOSS) PER SHARE		
Income (loss) from continuing operations	\$.01	\$ (.11)
Loss from discontinued operation	.00	.00
	—	—
Net income (loss)	\$.01	\$ (.11)
	—	—
Diluted weighted-average shares used in computation	580	578

See Notes to the Consolidated Condensed Financial Statements.

Table of Contents**COMPUTER ASSOCIATES INTERNATIONAL, INC. AND SUBSIDIARIES****CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS**(unaudited)
(in millions)

	For the Three Months Ended June 30,	
	2003	2002
	(restated)	
OPERATING ACTIVITIES:		
Net income (loss)	\$ 8	\$ (65)
Loss from discontinued operation, net of tax		1
	<u>8</u>	<u>(64)</u>
Income (loss) from continuing operations	8	(64)
Adjustments to reconcile income (loss) from continuing operations to net cash provided by continuing operating activities:		
Depreciation and amortization	149	151
Provision for deferred income taxes	(32)	(62)
Compensation expense related to stock and pension plans	21	25
Decrease in noncurrent installment accounts receivable, net	101	52
Increase (decrease) in deferred subscription revenue (collected) noncurrent	39	(25)
Decrease in deferred maintenance revenue	(46)	(77)
Decrease in trade and current installment accounts receivable, net	162	360
(Decrease) increase in deferred subscription revenue (collected) current	(13)	20
Gain on sale of assets, net	(18)	
Changes in other operating assets and liabilities, excluding effects of acquisitions and divestitures	(202)	(181)
	<u>169</u>	<u>199</u>
NET CASH PROVIDED BY CONTINUING OPERATING ACTIVITIES	169	199
INVESTING ACTIVITIES:		
Acquisitions of purchased software	(13)	(9)
Settlements of purchase accounting liabilities	(5)	(10)
Purchases of property and equipment, net	(6)	(4)
Proceeds from divestiture of assets	18	12
(Purchases) sales of marketable securities, net	(1)	2
Increase in capitalized software development costs and other	(10)	(10)
	<u>(17)</u>	<u>(19)</u>
NET CASH USED IN CONTINUING INVESTING ACTIVITIES	(17)	(19)
FINANCING ACTIVITIES:		
Debt repayments, net	(826)	(562)
Exercises of common stock options and other	9	9
Purchases of treasury stock	(4)	(16)
	<u>(821)</u>	<u>(569)</u>

NET CASH USED IN CONTINUING FINANCING ACTIVITIES	(821)	(569)
DECREASE IN CASH AND CASH EQUIVALENTS BEFORE EFFECT OF EXCHANGE RATE CHANGES ON CASH	(669)	(389)
Effect of exchange rate changes on cash and cash equivalents	27	24
	<u> </u>	<u> </u>
DECREASE IN CASH AND CASH EQUIVALENTS	(642)	(365)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,405	1,072
	<u> </u>	<u> </u>
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 763	\$ 707
	<u> </u>	<u> </u>

See Notes to the Consolidated Condensed Financial Statements.

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COMPUTER ASSOCIATES INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

JUNE 30, 2003

NOTE A - BASIS OF PRESENTATION

The accompanying unaudited Consolidated Condensed Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal recurring nature. The financial statements included in this Form 10-Q/A have been adjusted to reflect the disposition of the Company's subsidiary, ACCPAC International, Inc. (ACCPAC), as discontinued operations for all periods presented.

Operating results for the three months ended June 30, 2003 are not necessarily indicative of the results that may be expected for the fiscal year ending March 31, 2004. For further information, refer to the Consolidated Condensed Financial Statements and footnotes thereto included in the Annual Report on Form 10-K (Form 10-K) relating to Computer Associates International, Inc. and subsidiaries (the Company) for the fiscal year ended March 31, 2003.

Basis of Revenue Recognition: The Company derives revenue from licensing software products, providing customer technical support and professional services. The Company licenses to customers the right to use its enterprise software products pursuant to software license agreements. Since the Company recognizes subscription revenue from software license agreements evenly on a monthly basis, or ratably, the timing and amount of such revenue recognized during an accounting period is determined by the duration and license agreement value reflected in each software license agreement. Revenue from transactions completed through the Company's distributor, reseller and original equipment manufacturer partners is generally recognized when these partners sell the software products to their customers. This is commonly referred to as the sell-through method. For a detailed description of the Company's revenue recognition policy, refer to Note 1 of Form 10-K for the fiscal year ended March 31, 2003.

Business Model: In October 2000, the Company announced the shift to its existing Business Model (the Business Model) that offers customers greater flexibility to change how they can use and license the Company's software products as their businesses change. Under the Business Model, customers can better manage the duration and dollar value of their software license agreements. The Business Model also permits customers to change their software mix as their business and technology needs change. The Company believes its Business Model improves the predictability of its revenue streams, since the Company recognizes subscription revenue ratably over the life of each software license agreement. Under the Company's prior business model, and as is common practice in the software industry, license fees from license agreements were generally recorded up-front at the time the license agreement was signed and the software was delivered.

Statements of Cash Flows: Cash flows related to the discontinued operating activities of ACCPAC have been segregated on the Consolidated Condensed Statements of Cash Flows. For the three months ended June 30, 2003 and 2002, interest payments were \$60 million and \$80 million, respectively, and income taxes paid were \$137 million and \$73 million, respectively.

Cash Dividends: In May 2003, the Company's Board of Directors declared its regular, semi-annual cash dividend of \$.04 per share. The dividend totaled approximately \$23 million and was paid on July 7, 2003 to stockholders of record on June 19, 2003.

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COMPUTER ASSOCIATES INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
JUNE 30, 2003

Restatement of Revenue: This Form 10-Q/A reflects adjustments to revenue associated with a correction in the method of accounting for subscription revenue associated with Business Model contracts that replaced existing Business Model contracts and other miscellaneous minor adjustments. Previously, the remaining deferred subscription revenue balance associated with the contract that was being replaced was amortized over the term of the original contract. In accordance with SOP 97-2, Software Revenue Recognition, the correct, and revised, method amortizes the remaining deferred subscription revenue balance over the term of the new contract. The adjustments decreased revenue by \$3 million and income taxes by \$1 million for the three month period ended June 30, 2003 and increased deferred subscription revenue by approximately \$2 million at June 30, 2003. The impact of these adjustments are as follows:

	For the Three Months Ended June 30, 2003	
	Previously Reported ⁽¹⁾	Restated
	(in millions, except per share amounts)	
Revenue	\$ 789	\$ 786
Income from continuing operations	10	8
Basic earnings from continuing operations per share	0.02	0.01
Diluted earnings from continuing operations per share	0.02	0.01

⁽¹⁾ Excludes operating results of ACCPAC

Comprehensive Income: Comprehensive income includes unrealized gains on the Company's available-for-sale securities and foreign currency translation adjustments. The components of comprehensive income, net of related tax, for the three month periods ended June 30, 2003 and 2002 are as follows:

	For the Three Months Ended June 30,	
	2003	2002
	(restated)	
	(in millions)	
Net income (loss)	\$ 8	\$ (65)
Unrealized gain on marketable securities, net of tax	2	
Foreign currency translation adjustment	37	88
	\$ 47	\$ 23
Total comprehensive income		

Earnings (Loss) Per Share from Continuing Operations: Basic earnings (loss) per share from continuing operations and diluted loss per share from continuing operations are computed by dividing income (loss) from continuing operations by the weighted-average number of common shares outstanding for the period. Diluted earnings per share from continuing operations is computed by dividing (i) the sum of income from

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continuing operations and the after-tax amount of interest expense recognized in the period associated with Convertible Senior Notes that are dilutive by (ii) the sum of the weighted-average number of common shares outstanding for the period, plus dilutive common share equivalents.

COMPUTER ASSOCIATES INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
JUNE 30, 2003

	For the Three Months Ended June 30,	
	2003	2002
	(restated) (in millions, except per share amounts)	
Income (loss) from continuing operations	\$ 8	\$ (64)
Interest expense associated with the Convertible Senior Notes, net of tax	(1)	(2)
	8	(64)
Numerator in calculation of diluted earnings (loss) per share from continuing operations	8	(64)
Weighted-average shares outstanding and common share equivalents		
Weighted-average common shares outstanding	578	578
Weighted-average Convertible Senior Note shares outstanding		
Weighted-average stock options outstanding, net	2	
	580 ⁽³⁾	578 ⁽⁴⁾
Denominator in calculation of diluted earnings (loss) per share from continuing operations	580 ⁽³⁾	578 ⁽⁴⁾
Diluted earnings (loss) per share from continuing operations	\$.01	\$ (.11)

(1) If for the three month period ended June 30, 2003 the common share equivalents for the 5% Convertible Senior Notes (27 million shares) issued in March 2002 and the 1.625% Convertible Senior Notes (23 million shares) issued in December 2002 (collectively, the Notes) had been dilutive, interest expense, net of tax, related to the Notes would have been added back to the income from continuing operations in order to calculate diluted earnings per share from continuing operations. The related interest expense, net of tax, for the three month period ended June 30, 2003 totaled approximately \$6 million.

(2) If the three month period ended June 30, 2002 had resulted in income from continuing operations and had the common share equivalents for the 5% Convertible Senior Notes been dilutive, interest expense, net of tax,

related to the 5% Convertible Senior Notes would have been added back to the income from continuing operations in order to calculate diluted earnings per share from continuing operations. The related interest expense, net of tax, for the three month period ended June 30, 2002 totaled approximately \$5 million.

- (3) Common share equivalents related to the Notes are not included in the diluted share computation since their effect would be antidilutive. If the three month period ended June 30, 2003 had resulted in dilution, the weighted-average shares outstanding and common share equivalents would have been 630 million.
- (4) Common share equivalents related to the 5% Convertible Senior Notes and stock options are not included in the diluted share computation since their effect would be antidilutive. If the three month period ended June 30, 2002 had resulted in income from continuing operations and had the common share equivalents for the 5% Convertible Senior Notes been dilutive, the weighted-average shares outstanding and common share equivalents would have been 609 million.

Accounting for Stock-Based Compensation: Prior to April 1, 2003, the Company accounted for its stock-based compensation plans under the recognition and measurement provisions of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB No. 25) and related interpretations.

Effective April 1, 2003, the Company has adopted the fair value recognition provisions of SFAS No. 123, *Accounting for Stock-Based Compensation*, as amended by SFAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure* an amendment of FASB Statement No. 123. The Company

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selected the prospective method to transition to the fair value method of measuring stock-based compensation expense.

COMPUTER ASSOCIATES INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
JUNE 30, 2003

Under the prospective method, the Company recognizes compensation expense related to all stock awards granted after March 31, 2003 in the Consolidated Condensed Statements of Operations. The additional compensation expense recorded in the first quarter of fiscal year 2004 had an immaterial impact on net income as well as basic and dilutive earnings per share. The following table illustrates the pro-forma effect on net income (loss) and basic and dilutive earnings (loss) per share as if the fair value method had been applied to all stock-based compensation in each period:

	For the Three Months Ended June 30,	
	2003	2002
	(restated) (in millions, except per share amounts)	
Net income (loss), as reported	\$ 8	\$ (65)
Add:		
Stock-based employee compensation expense included in net income (loss), net of tax		
Less:		
Total stock-based employee compensation expense determined under the fair value based method for all awards, net of tax	(23)	(23)
 Pro forma net loss	 \$ (15)	 \$ (88)
 Basic earnings (loss) per share		
As reported	\$.01	\$ (.11)
Pro forma	(.03)	(.15)
Diluted earnings (loss) per share		
As reported	\$.01	\$ (.11)
Pro forma	(.03)	(.15)

The weighted-average fair value at date of grant for options granted in the first quarter of fiscal year 2004 was \$12.32. The number of options granted in the first quarter of fiscal year 2004 was 151,125. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model. The following weighted-average assumptions were used in determining the fair value of options granted in the first quarter of fiscal year 2004: dividend yield of .35%; expected volatility factor of 67%; risk-free interest rate of 2.2%; and an expected life of 4.5 years, which is lower than the historical expected life, due to a reduction in the average vesting period. The compensation expense and pro forma net loss are not necessarily indicative of amounts to be included in future

periods.

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COMPUTER ASSOCIATES INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
JUNE 30, 2003

Accounts Receivable: Net trade and installment accounts receivable consist of the following:

	June 30, 2003	March 31, 2003
(in millions)		
Current:		
Billed accounts receivable	\$ 552	\$ 809
Unbilled amounts due within the next 12 months Business Model	1,312	1,284
Unbilled amounts due within the next 12 months prior business model	1,004	1,020
Less: Allowance for doubtful accounts	(153)	(159)
Net amounts expected to be collected	2,715	2,954
Less: Unearned revenue current	(1,751)	(1,875)
Net trade and installment accounts receivable current	\$ 964	\$ 1,079
Noncurrent:		
Unbilled amounts due beyond the next 12 months Business Model	\$ 1,264	\$ 1,210
Unbilled amounts due beyond the next 12 months prior business model	1,651	1,807
Less: Allowance for doubtful accounts	(78)	(85)
Net amounts expected to be collected	2,837	2,932
Less: Unearned revenue noncurrent	(1,642)	(1,633)
Net installment accounts receivable noncurrent	\$ 1,195	\$ 1,299

The components of unearned revenue consist of the following:

	June 30, 2003	March 31, 2003
(in millions)		
Current:		
Unamortized discounts	\$ 166	\$ 185

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Unearned maintenance	172	189
Deferred subscription revenue	770	688
Noncurrent deferred subscription revenue (uncollected) associated with unbilled amounts due within the next 12 months	615	780
Unearned professional services	28	33
	<u>1,751</u>	<u>1,875</u>
Noncurrent:		
Unamortized discounts	\$ 219	\$ 250
Unearned maintenance	158	173
Deferred subscription revenue	1,265	1,210
	<u>1,642</u>	<u>1,633</u>

Identified Intangible Assets: In the table below, capitalized software includes both purchased and internally developed software costs; other identified intangible assets includes both customer relationships and trademarks/trade name costs. Internally developed capitalized software costs and other identified intangible asset costs are included in Other noncurrent assets on the Consolidated Condensed Balance

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Sheets. The gross carrying amounts and accumulated amortization for identified intangible assets subject to amortization are as follows:

**COMPUTER ASSOCIATES INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
JUNE 30, 2003**

At June 30, 2003			
	Gross Assets	Accumulated Amortization	Net Assets
	(in millions)		
Capitalized software:			
Purchased	\$4,497	\$3,173	\$1,324
Internally developed	402	267	135
Other	370	146	224
 Total	 \$5,269	 \$3,586	 \$1,683

At March 31, 2003			
	Gross Assets	Accumulated Amortization	Net Assets
	(in millions)		
Capitalized software:			
Purchased	\$4,481	\$3,065	\$1,416
Internally developed	392	257	135
Other	370	136	234
 Total	 \$5,243	 \$3,458	 \$1,785

For the first quarter of fiscal years 2004 and 2003, amortization of capitalized software costs was \$116 million and \$118 million, respectively, and amortization of other identified intangible assets was \$10 million in each period.

Based on the identified intangible assets recorded through June 30, 2003, the annual amortization expense is expected to be as follows:

Year Ended March 31,

	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>
	(in millions)					
Capitalized software:						
Purchased	\$419	\$390	\$365	\$251	\$ 2	\$
Internally developed	40	38	30	22	12	4
Other	42	42	39	23	23	23
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total	\$501	\$470	\$434	\$296	\$37	\$27
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

Reclassifications: Certain prior year balances have been reclassified to conform with the current year's presentation.

Approximately \$72 million of deferred tax assets at March 31, 2003 has been reclassified from Other noncurrent assets to Deferred income taxes on the Consolidated Condensed Balance Sheets to conform to the June 30, 2003 presentation.

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Approximately \$18 million of a noncurrent reserve at March 31, 2003 has been reclassified from Other noncurrent assets to Other current liabilities on the Consolidated Condensed Balance Sheets to conform to the June 30, 2003 presentation.

**COMPUTER ASSOCIATES INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
JUNE 30, 2003**

Approximately \$615 million and \$780 million of noncurrent deferred subscription revenue (uncollected) associated with amounts due from customers within the next 12 months at June 30, 2003 and March 31, 2003, respectively, have been reclassified from unearned revenue noncurrent (a component of net installment accounts receivable noncurrent) to unearned revenue current (a component of net trade and installment accounts receivable current) on the Consolidated Condensed Balance Sheet and within Note A. As a result of this reclassification, the Company reclassified \$231 million and \$291 million of a deferred tax liability at June 30, 2003 and March 31, 2003, respectively, from deferred income taxes current, to deferred income taxes noncurrent, on the Consolidated Balance Sheets.

Upon adoption of SFAS No. 142, assembled workforce no longer met the definition of an identifiable intangible asset. As a result, the noncurrent deferred tax liability of \$35 million at both June 30, 2003 and March 31, 2003 associated with the assembled workforce asset was eliminated through a reduction in the carrying amount of goodwill.

Approximately \$19 million and \$16 million of certain unclaimed funds at June 30, 2003 and March 31, 2003, respectively, have been reclassified from Allowance for doubtful accounts (a component of net trade and installment accounts receivable current) to Other current liabilities on the Consolidated Condensed Balance Sheets. As a result of this reclassification, the Company reclassified \$7 million and \$6 million of deferred income taxes at June 30, 2003 and March 31, 2003, respectively, from deferred income taxes current, to deferred income taxes noncurrent, on the Consolidated Balance Sheets.

Approximately \$9 million and \$14 million of deferred revenue related to the Company's indirect business (distributors, resellers, and VARs) at June 30, 2003 and March 31, 2003, respectively, have been reclassified from Allowance for doubtful accounts to Billed accounts receivable within Note A. As a result of this reclassification, the Company reclassified \$5 million of deferred income taxes at March 31, 2003, from deferred income taxes current, to deferred income taxes noncurrent, on the Consolidated Balance Sheets.

Approximately \$8 million of certain international pension liabilities at both June 30, 2003 and March 31, 2003 has been reclassified from Other current liabilities to Other noncurrent liabilities on the Consolidated Condensed Balance Sheets.

NOTE B ACQUISITIONS AND DIVESTITURES

In December 2003, the Company entered into a definitive agreement to sell its 90 percent ownership of ACCPAC to The Sage Group, plc. (Sage) based on a \$110 million aggregate cash price for all the outstanding equity interests of ACCPAC including options and change of control payments for certain ACCPAC officers and managers. ACCPAC specializes in accounting, customer relationship management, human resources, warehouse management, manufacturing, electronic data interchange, and point-of-sale software for small and medium-sized businesses. The sale of ACCPAC was completed in the fourth quarter of fiscal year 2004. Pursuant to SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, the assets and liabilities of ACCPAC are recorded at their carrying values and have been classified as a discontinued operation held for sale on the Consolidated Condensed Balance Sheets. Approximately 600 employees were transferred to Sage as part of the transaction. The sale completes the

Company's multi-year effort to exit the business applications market. For the three month period ended June 30, 2003, ACCPAC generated total revenue of \$24 million and net income of \$0. For the three month period ended June 30, 2002, ACCPAC generated total revenue of \$18 million, and a net loss of \$1 million.

In October 2002, the Company completed the divestiture of its banking products group, the remaining product group of interBiz, to a third party. Proceeds from the divestiture totaled approximately \$8 million, which was received in the quarter ended December 31, 2002. Prior to the divestiture, the banking products

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group generated approximately \$5 million of revenue and \$3 million of direct expenses for the first three months of fiscal year 2003. As part of the transaction, net billed and unbilled accounts receivable and net deferred subscription revenue were reduced by approximately \$12 million and \$18 million, respectively. Approximately 80 employees were transferred to the acquirer as part of this transaction.

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The Company acquired PLATINUM *technology* International, *inc.* and Sterling Software, Inc. in May 1999 and March 2000, respectively. The Company also acquired several smaller businesses prior to fiscal year 2000. The Company has not completed any acquisitions since March 2000 that would have generated additional acquisition-related liabilities. Accrued acquisition related costs and changes in these accruals were as follows:

	Duplicate Facilities & Other Costs	Employee Costs
	(in millions)	
Balance at March 31, 2002:	\$ 135	\$ 34
Settlements	(43)	(10)
Adjustments	(18)	(1)
	\$ 74	\$ 23
Balance at March 31, 2003:	\$ 74	\$ 23
Settlements	(3)	(2)
	\$ 71	\$ 21
Balance at June 30, 2003:	\$ 71	\$ 21

The duplicate facilities and other costs relate to operating leases which expire at various times through 2010, negotiated buyouts of operating lease commitments and other contractual liabilities. The employee costs consist of involuntary termination benefits. The adjustments, which reduced the corresponding liability and related goodwill asset accounts, were recorded when obligations were settled at amounts less than originally estimated. The remaining liability balances are included in Other current liabilities on the Consolidated Condensed Balance Sheets.

NOTE C NEW ACCOUNTING PRONOUNCEMENTS

In August 2001, the FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations. SFAS No. 143 requires, among other things, that entities record the fair value of a liability for an asset retirement obligation in the period in which it is incurred. This pronouncement was effective for the Company beginning April 1, 2003. The adoption of this pronouncement did not have a material impact on the Company's financial statements.

In November 2002, the EITF reached a consensus on Issue No. 00-21, Revenue Arrangements with Multiple Deliverables. Issue 00-21 provides guidance on how to account for arrangements that involve the delivery or performance of multiple products, services and/or rights to use assets. The provisions of Issue 00-21 will apply to revenue arrangements entered into in fiscal periods beginning after June 15, 2003 that are not within the scope of higher level accounting literature, including SOP 97-2. The adoption of Issue 00-21 should not have a material impact on the Company's financial statements.

In January 2003, the FASB issued Interpretation No. 46, Consolidation of Variable Interest Entities. Interpretation No. 46 clarifies the application of Accounting Research Bulletin No. 51 and applies immediately to any variable interest entities created after January 31, 2003 and to variable interest entities in which an interest is obtained after that date. This Interpretation is applicable to the Company in the quarter

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ending September 30, 2003, for interests acquired in variable interest entities prior to February 1, 2003. This Interpretation requires variable interest entities to be consolidated if the equity investment at risk is not sufficient to permit an entity to finance its activities without support from other parties or the equity investors lack specified characteristics. The adoption of this Interpretation did not have a material impact on the Company's financial statements.

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In April 2003, the FASB issued SFAS No. 149, Amendment of SFAS No. 133 on Derivative Instruments and Hedging Activities. SFAS No. 149 amends and clarifies accounting for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under SFAS No. 133. In particular, this Statement clarifies under what circumstances a contract with an initial net investment meets the characteristic of a derivative. It also clarifies when a derivative contains a financing component that warrants special reporting in the statement of cash flows. SFAS No. 149 is generally effective for contracts entered into or modified after June 30, 2003 and is not expected to have an impact on the Company's financial statements.

In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity. SFAS No. 150 establishes standards for how a company classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify certain financial instruments as a liability (or as an asset in some circumstances). SFAS No. 150 is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. The adoption of SFAS No. 150 did not have an impact on the Company's financial statements.

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Item 2:

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
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This Form 10-Q/A contains certain forward-looking statements and information relating to the Company that are based on the beliefs and assumptions made by management as well as information currently available to management. When used in this document, the words anticipate, believe, estimate, expect, and similar expressions, are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties, and assumptions, some of which are described below in the section Risks and Uncertainties. Should one or more of these risks or uncertainties occur, or should our assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, or expected. We do not intend to update these forward-looking statements except as may be required by law.

FIRST QUARTER UPDATE

Beginning this quarter we have adopted the fair value based recognition provisions of SFAS No. 123,

Accounting for Stock-Based Compensation, as amended by SFAS No. 148, for all stock-based compensation granted after March 31, 2003. Under the fair value based method, the computed value of granting stock-based compensation is recognized over the vesting period based on the fair value at the date of grant. Compensation expense recorded in the Consolidated Condensed Statements of Operations as a result of our adoption of the fair value based method of recording stock-based compensation using the prospective method of transition was immaterial in the first quarter of fiscal year 2004. Refer to

Accounting for Stock-Based Compensation in Note A to the Consolidated Condensed Financial Statements for additional information.

We achieved profitability of \$.01 per diluted share in the first quarter of fiscal year 2004, the first such quarter since adopting our Business Model in October 2000.

We received approximately \$18 million in net proceeds related to the sale of certain fixed assets, most of which were fully depreciated, which resulted in a pre-tax net gain of \$15 million. The net gain was recorded in Selling, General and Administrative on the Consolidated Condensed Statements of Operations.

Our pre-sales technical and post-sales professional services organizations were combined in April 2003 to form the CA Technology Services organization.

In connection with the reorganization of the U.S. channel sales organization and the combination of the pre and post sales technical organizations in April 2003, approximately 450 positions worldwide were eliminated and we recorded a \$15 million pre-tax expense related to severance and other termination benefits, the majority of which was paid in the first quarter of fiscal year 2004. This expense was recorded in Selling, General and Administrative on the Consolidated Condensed Statements of Operations.

We repaid approximately \$826 million in debt using existing cash balances.

In April 2003, we introduced new and enhanced Unicenter® products designed to help companies succeed in their on-demand computing initiatives. The goal of on-demand computing is to allow companies to

better use their current IT resources to meet their changing business priorities.

Gary J. Fernandes, former EDS Vice Chairman, was elected to our Board of Directors in May 2003.

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CONDITION AND RESULTS OF OPERATIONS****PERFORMANCE INDICATORS**

The following is a summary of some of the quantitative performance indicators (as defined below) that may be used to assess our financial results and condition on a continuing operating basis:

	For the Quarter Ended June 30,			Percent Change
	2003	2002	Change	
	(restated)			
	(dollars in millions)			
Subscription revenue	\$ 447	\$ 314	\$ 133	42%
Total revenue	786	747	39	5%
Subscription revenue as a percent of total revenue	57%	42%		36%
New deferred subscription revenue	\$ 387	\$ 322	\$ 65	20%
Weighted-average license agreement duration in years	2.85	2.75	.10	4%
Cash from continuing operations	\$ 169	\$ 199	\$ (30)	(15%)
Income (loss) from continuing operations, net of tax	8	(64)	72	NM
	June 30,	March 31,		
	2003	2003	Change	Percent Change
Total debt	\$2,300	\$3,126	\$(826)	(26%)

NM not meaningful

Definitions of performance indicators are as follows:

Subscription Revenue Subscription revenue is the ratable revenue recognized in a period from amounts previously recorded as deferred subscription revenue. Subscription revenue also includes revenue earned from monthly licenses. The larger the ratio of subscription revenue to total revenue, the more predictable our revenue streams become. If weighted-average life is held constant, a change in subscription revenue will correlate with a change in deferred subscription revenue. Therefore, since we expect an increase in deferred subscription revenue for the remainder of fiscal year 2004, we also expect subscription revenue to continue to increase for that period.

Total Revenue Total revenue is the sum of all revenue line items. Although subscription revenue continues to increase, certain other revenue line items in our Consolidated Condensed Statements of Operations are decreasing. As we noted in our previous filings, these decreases were generally expected. We expected decreases in Maintenance and Financing fees, as described in further detail below. Software fees and other and Professional services decreased as well. For a more complete description of the reasons for changes in each revenue item, refer to the Results of Operations section.

New Deferred Subscription Revenue New deferred subscription revenue represents the total undiscounted incremental value (license agreement value) of all new software licenses sold in the current period by our direct sales force. New deferred subscription revenue excludes the value associated with maintenance only agreements as well as professional service arrangements. New deferred subscription revenue is what we expect to collect from our customers. This amount is recorded into subscription revenue evenly on a monthly basis over the applicable software license term. These license agreements represent binding payment commitments from customers over periods generally up to three years.

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We have structured our Business Model so that the contribution to revenue from new deferred subscription revenue applicable to any single license agreement is relatively small, since revenue is recognized on a monthly basis over the applicable license agreement term. We believe this allows us to balance the importance of recording new deferred subscription revenue from any single transaction with the importance of seeking to enter into transactions on acceptable business terms.

Weighted-Average License Agreement Duration in Years The weighted-average license agreement duration in years represents the sum of the duration of all software licenses executed during a period, weighted by each individual software license's contract value. We believe license agreement durations averaging approximately three years, which is lower than the historical duration of our contracts, increase the value customers receive from our software licenses by giving them the flexibility to vary their software mix as their needs change. We also believe this flexibility improves our customer relationships and encourages us to be more accountable to each of our customers, which in turn may lead to increased future sales opportunities.

Cash From Continuing Operations Cash from operations shown on our Consolidated Condensed Statements of Cash Flows represents the excess of cash collected from billings to our customers over cash paid for expenses to run our business. This amount represents what is available to pay for equipment, technology, and other investing activities, to repay debt, pay dividends, buy back stock, or for other financing purposes. We believe this is an important performance indicator since cash generation over the long term is essential to maintaining a healthy business and providing funds to help fuel growth. We believe generating consistent cash from operations is an indication that we are achieving a high level of customer satisfaction with our products and are appropriately managing our expenses. Cash paid for income taxes for the quarter ended June 30, 2003 increased \$64 million from the prior year comparable quarter. Cash paid for interest for the quarter ended June 30, 2003 decreased \$20 million from the prior year comparable quarter.

Income (Loss) from Continuing Operations, Net of Tax Under our Business Model, revenue is generally deferred and recognized evenly on a monthly basis, whereas under the prior business model, license revenue was generally recognized up-front. However, costs continue to be recorded as expenses as they are incurred. As a result, until this quarter, we have experienced net losses in each quarter since the transition to our Business Model. Included in this quarter's income from continuing operations is a \$15 million pre-tax gain on the sale of certain fixed assets. Also included in this quarter's income from continuing operations is a \$15 million pre-tax expense related to severance and other termination benefits in connection with the reorganization of the U.S. channel sales organization and the combination of the pre and post sales technical organizations.

Total Debt Total debt includes the current and long term portions of our debt obligations. We have made a strategic decision to reduce our overall debt level and have achieved our current fiscal year objective of an \$826 million reduction during the first quarter of fiscal year 2004.

Refer to the discussion of our Results of Operations, Liquidity and Capital Resources, and Risk Factors herein and the Notes to the Consolidated Condensed Financial Statements for further description of the items discussed in this section.

RESULTS OF OPERATIONS

This Form 10-Q/A reflects adjustments to revenue associated with a correction in the method of accounting for subscription revenue associated with Business Model contracts that replaced existing Business Model contracts and other miscellaneous minor adjustments. Previously, the remaining deferred subscription revenue balance associated with the contract that was being replaced was amortized over the term of the original contract. In accordance with SOP 97-2, Software Revenue Recognition, the correct, and revised, method amortizes the remaining deferred subscription revenue balance over the term of the new contract. The adjustments decreased revenue by \$3 million and income taxes by \$1 million for the three month period ended June 30, 2003 and increased deferred subscription revenue by approximately \$2 million at June 30, 2003.

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The following table presents the percentage of total revenue and the percentage of period over period dollar change for the line items in our Consolidated Condensed Statements of Operations for the three months ended June 30, 2003 and 2002. These comparisons of financial results are not necessarily indicative of future results.

	For the Three Months Ended June 30,		
	Percentage of Total Revenue		Percentage of Dollar Change
	2003	2002	2003/ 2002
	(restated)		
Revenue			
Subscription revenue	57%	42%	42%
Software fees and other	9%	12%	(22%)
Maintenance	20%	26%	(19%)
Financing fees	7%	12%	(37%)
Professional services	8%	9%	(9%)
Total revenue	100%	100%	5%
Expenses			
Amortization of capitalized software costs	15%	16%	(2%)
Cost of professional services	7%	8%	(7%)
Selling, general and administrative	41%	50%	(12%)
Product development and enhancements	21%	21%	1%
Commissions and royalties	7%	8%	(12%)
Depreciation and amortization of other intangibles	4%	4%	0%
Total operating expenses	95%	107%	(7%)
Interest expense, net	4%	6%	(31%)

NM Not Meaningful

Note: amounts may not add due to rounding

Revenue:

Total Revenue

Total revenue for the quarter ended June 30, 2003 increased \$39 million, or 5%, from the prior year comparable quarter to \$786 million. This increase was primarily due to the transition to our Business Model that began in the third quarter of fiscal year 2001. This transition resulted in an increase in subscription revenue from the prior year

comparable period, partially offset by an expected decrease in maintenance and financing fees, as described below. Professional services and software fees and other revenue decreased for the first quarter as described below. In addition, there was a positive impact to revenue of \$39 million compared to the prior fiscal year quarter due to fluctuations in foreign currency exchange rates, primarily associated with the strengthening of both the Euro and the British Pound versus the U.S. dollar. This foreign exchange rate impact was partially

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offset by the impact of the sale of our banking products group in October 2002, which had contributed \$5 million of revenue in the first quarter of fiscal year 2003. Cautious capital spending by many of our existing and potential customers associated with weak conditions in the overall economy and the IT industry adversely impacted revenue in the first quarter of fiscal year 2004.

Subscription Revenue

Subscription revenue for the quarter ended June 30, 2003 increased \$133 million, or 42%, from the comparable prior year quarter to \$447 million. Subscription revenue represents the ratable portion of revenue recognized during the quarter on software license agreements executed under our Business Model. The increase is primarily due to the transition to our Business Model in the third quarter of fiscal year 2001. The three month period ended June 30, 2003 included subscription revenue earned from licenses that were completed during the past 12 months, which did not contribute to the prior fiscal quarter's revenue. For the quarters ended June 30, 2003 and 2002, we added new deferred subscription revenue of \$387 million and \$322 million, respectively. The approximate duration of licenses executed under our Business Model in the quarters ended June 30, 2003 and 2002 had a weighted-average of 2.85 years and 2.75 years, respectively. Annualized deferred subscription revenue represents the total value of all new software license agreements signed during a period divided by the weighted-average duration of all such license agreements recorded during the same period. Annualized deferred subscription revenue increased approximately \$19 million, or 16%, for the quarter ended June 30, 2003 over the comparable prior year quarter to \$136 million.

Software Fees and Other

Software fees and other primarily consists of royalties and revenue related to distribution and original equipment manufacturer (OEM) partners. Revenue related to distribution partners and OEM's is sometimes referred to as our indirect or channel business. Such revenue decreased during the first quarter by \$19 million, or 22%, from the comparable prior year quarter to \$67 million. The decrease was primarily due to a difficult economic and competitive environment and associated pricing pressures as well as our focus on the reorganization of our channel business. The quantification of the impact each of these factors had on the decrease in software fees and other revenue is not readily determinable.

Maintenance

As expected, maintenance revenue for the quarter ended June 30, 2003 decreased \$37 million, or 19%, to \$159 million from the quarter ended June 30, 2002. This decrease in maintenance revenue is attributable to additional license agreements signed under our Business Model, where maintenance revenue, bundled along with license revenue, is reported in Subscription revenue on the Consolidated Condensed Statements of Operations. The combined maintenance and license revenue on these types of license agreements is recognized on a monthly basis ratably over the term of the agreement. The decrease is partially offset by new maintenance revenue earned from customers who elect optional maintenance at the expiration of their non-term-based license agreements. The quantification of the impact each of these factors had on the decrease in maintenance revenue is not readily determinable.

Financing Fees

Financing fees result from the discounting to present value of product sales with extended payment terms under our prior business model, which required up-front revenue recognition. This discount initially reduced the related installment accounts receivable, and was referred to as unamortized discounts. The related unamortized discount is amortized over the life of the applicable license agreement and is reported as financing fees. Under our Business Model, additional unamortized discounts are no longer recorded, since we no longer recognize the present value of license revenue when license agreements are signed. As expected, for the quarter ended June 30, 2003, these fees decreased \$32 million, or 37%, from the comparable prior year quarter to \$54 million.

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Professional Services

Professional services revenue for the quarter ended June 30, 2003 decreased \$6 million, or 9%, from the prior year comparable quarter to \$59 million as a result of the weak spending environment that affected the IT service sector in general, which we expect to continue for the remainder of fiscal year 2004. The decrease was also a result of our shift in focus to professional services engagements that are centered around our products. Quantification of the impact that each of these factors had on the decrease in professional services revenue is not readily determinable.

Total Revenue by Geography

The following table presents the amount of revenue earned from the North American and international geographic regions and corresponding percentage changes for the three month periods ended June 30, 2003 and 2002. These comparisons of financial results are not necessarily indicative of future results.

	Three Months Ended June 30,		
	(dollars in millions)		
	2003	2002	Change
	(restated)		
North American	\$461	\$473	(3%)
International	325	274	19%
	<hr/>	<hr/>	
	\$786	\$747	5%
	<hr/>	<hr/>	

The increase in international revenue in the first quarter of fiscal year 2004 as compared to the first quarter of fiscal year 2003 was primarily attributable to an improvement in our business in Europe and a \$39 million positive impact due to fluctuations in foreign currency exchange rates, primarily associated with the strengthening of both the Euro and the British Pound versus the U.S. dollar.

Price changes did not have a material impact on the first quarter of fiscal year 2004 or on the comparable period of fiscal year 2003. Barring any significant, unforeseen economic, industry, or Company changes, we believe international revenue will continue to account for approximately 35% to 40% of total revenue for fiscal year 2004.

Costs and Expenses:

Amortization of Capitalized Software Costs

Amortization of capitalized software costs consists of the amortization of both purchased software and capitalized internally generated software development costs. Internally generated capitalized software costs are related to new products and significant enhancements to existing software products that have reached the technological feasibility stage. Amortization of capitalized software costs for the quarter ended June 30, 2003 decreased \$2 million, or 2%, from the comparable prior year quarter to \$116 million. This decrease was due primarily to certain purchased software assets becoming fully amortized.

Cost of Professional Services

Cost of professional services consists primarily of the personnel-related costs associated with providing professional services and training to customers. Cost of professional services for the quarter ended June 30, 2003 decreased \$4 million, or 7%, from the comparable prior year quarter to \$55 million. This decrease was due primarily to a reduction in professional service engagements and related personnel costs.

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Selling, General and Administrative (SG&A)

SG&A expenses for the three month period ended June 30, 2003 decreased \$46 million, or 12%, from the comparable prior year quarter to \$325 million. The decrease was partially attributable to lower bad debt expense of \$31 million as a result of a declining installment accounts receivable balance related to the prior business model. Our continued emphasis on overall cost control measures also contributed to the SG&A decrease in the first quarter of fiscal year 2004. During the first quarter of fiscal year 2004 we recorded a \$15 million pre-tax net gain on the sale of certain fixed assets. In addition, we recorded a \$15 million pre-tax expense for severance and other termination benefits in connection with the reorganization of the U.S. channel sales organization and the creation of CA Technology Services in April 2003.

Product Development and Enhancements

For the three month period ended June 30, 2003, product development and enhancement expenditures, also referred to as research and development, increased \$2 million, or 1%, from the comparable prior year quarter to \$162 million. In addition, as a percentage of operating expenses, net research and development expenditures increased to approximately 22% in the current fiscal year quarter from approximately 20% in the prior fiscal year comparable quarter. This increase resulted from our continued focus on and investment in product development and enhancements for emerging technologies such as wireless, web services and on-demand computing, as well as a broadening of our enterprise product offerings, while other operating expenses declined.

Commissions and Royalties

Commissions and royalties for the first quarter of fiscal year 2004 decreased \$7 million, or 12%, from the comparable prior year quarter to \$52 million. This decrease was primarily due to a \$3 million reduction in royalties to third parties as we continue to invest internally on product development and enhancements.

Depreciation and Amortization of Other Intangibles

Depreciation and amortization of other intangible assets for the first quarter of fiscal year 2004 totaled \$33 million and remained consistent with the prior fiscal year first quarter.

Net Interest Expense

Net interest expense for the first quarter of fiscal year 2004 decreased \$14 million, or 31%, as compared to the prior fiscal year first quarter to \$31 million. Of the change, \$10 million was due to the decrease in average debt outstanding and \$4 million was due to the decrease in the weighted-average interest rate.

Operating Margins:

For the first quarter of fiscal year 2004, our pre-tax income from continuing operations was \$12 million as compared to a pre-tax loss from continuing operations of \$98 million in the prior year comparable quarter. The achievement of pre-tax income from continuing operations in the quarter ended June 30, 2003 was related to an increase in revenue of \$39 million and a reduction in expenses of \$71 million as described in the Results of Operations section above.

Our effective tax rate (benefit) from continuing operations was 33% and 35% for the quarters ended June 30, 2003 and 2002, respectively.

OUTLOOK *(as originally reported)*

This outlook for the remainder of fiscal year 2004 contains certain forward looking statements and information relating to us that are based on the beliefs and assumptions made by management, as well as information currently available to management. Should business conditions change or should our assumptions prove incorrect, actual results may vary materially from those described below. We do not intend to update these forward looking statements except as may be required by law.

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The outlook for the overall economy and the IT environment continues to be difficult to predict. The outlook for our full fiscal year 2004 results is largely based on the assumption that there will be limited to modest improvement in the current economic and IT environments. We also believe that customers will continue to be cautious with their technology purchases.

Our outlook for the second quarter of fiscal year 2004 is to generate revenue in the range of \$805 million to \$825 million and diluted earnings per share in the range of \$.01 to \$.03.

Our outlook for the full fiscal year 2004 is to generate revenue in the range of \$3.275 billion to \$3.425 billion and diluted earnings per share in the range of \$.07 to \$.12.

LIQUIDITY AND CAPITAL RESOURCES

Cash, cash equivalents and marketable securities totaled \$859 million at June 30, 2003, a decrease of \$637 million from the March 31, 2003 balance of \$1.496 billion. We used cash on hand and cash from continuing operations to repay approximately \$826 million in outstanding debt during the quarter ended June 30, 2003. Additionally, we purchased approximately \$4 million in treasury stock in the quarter ended June 30, 2003. Cash generated from continuing operations for the quarters ended June 30, 2003 and 2002 was \$169 million and \$199 million, respectively. Cash paid for income taxes for the quarter ended June 30, 2003 increased \$64 million from the prior year comparable quarter. Cash paid for interest for the quarter ended June 30, 2003 decreased \$20 million from the prior year comparable quarter.

As of June 30, 2003 and March 31, 2003, our debt arrangements consisted of the following:

	June 30, 2003		March 31, 2003	
	Maximum Available	Outstanding Balance	Maximum Available	Outstanding Balance
Debt Arrangements: (in millions)				
1999 Revolving Credit Facility	\$	\$	\$400	\$ 350
2002 Revolving Credit Facility	460		440	
Commercial Paper	400		400	
6.770% Senior Notes due April 2003				64
6.250% Senior Notes due April 2003				412
6.375% Senior Notes due April 2005		825		825
5.000% Convertible Senior Notes due March 2007		660		660
6.500% Senior Notes due April 2008		350		350
1.625% Convertible Senior Notes due December 2009		460		460
International line of credit	5		3	
Other		5		5

Total	\$ 2,300	\$ 3,126
	<u> </u>	<u> </u>

1999 Revolving Credit Facility

The four-year revolving credit facility (the 1999 Revolving Credit Facility), which existed at March 31, 2003, expired on May 30, 2003. During the first quarter of fiscal year 2004, we fully repaid the \$350 million balance that was drawn under the 1999 Revolving Credit Facility at March 31, 2003. The interest rate on the 1999 Revolving Credit Facility was determined based on a ratings grid, which applied a margin to the prevailing London InterBank Offered Rate (LIBOR).

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2002 Revolving Credit Facility

On December 31, 2002, we entered into an unsecured, bank revolving credit facility (the 2002 Revolving Credit Facility). The maximum amount that may be outstanding at any time under the 2002 Revolving Credit Facility is \$460 million. The 2002 Revolving Credit Facility expires January 31, 2005, and no amount was drawn as of June 30, 2003. The interest rates on the 2002 Revolving Credit Facility are determined based on a ratings grid, which applies a margin to the prevailing LIBOR. We capitalized the initial transaction fees associated with the 2002 Revolving Credit Facility, which totaled approximately \$6 million. We are amortizing these fees over the term of the 2002 Revolving Credit Facility in Interest expense, net on the Consolidated Condensed Statements of Operations.

Commercial Paper

As of June 30, 2003, there were no borrowings outstanding under our \$400 million commercial paper (CP) program. We expect any future outstanding borrowings under the CP program will be supported by cash and marketable securities on hand and undrawn amounts available under the 2002 Revolving Credit Facility.

Fiscal Year 1997 Senior Notes

In fiscal year 1997, \$320 million of unsecured 6.77% Senior Notes were issued in a private transaction pursuant to an exemption from registration under the Securities Act of 1933. The 6.77% Senior Notes called for annual repayments of \$64 million each April, commencing in April 1999 with final payment in April 2003. The \$64 million balance of the 6.77% Senior Notes was repaid in April 2003.

Fiscal Year 1999 Senior Notes

In fiscal year 1999, we issued \$1.750 billion of unsecured Senior Notes in a transaction pursuant to Rule 144A under the Securities Act of 1933 (Rule 144A). Amounts borrowed, rates, and maturities for each issue were \$575 million at 6.25% due April 15, 2003, \$825 million at 6.375% due April 15, 2005, and \$350 million at 6.5% due April 15, 2008. During the first quarter of fiscal year 2004, we repaid the \$412 million remaining balance of the 6.25% Senior Notes. As of June 30, 2003, \$825 million and \$350 million of our 6.375% and 6.5% Senior Notes, respectively, remained outstanding.

5% Convertible Senior Notes

In fiscal year 2002, we issued \$660 million of unsecured 5% Convertible Senior Notes (5% Notes), due March 15, 2007, in a transaction pursuant to Rule 144A. The 5% Notes are senior unsecured indebtedness and rank equally with all existing senior unsecured indebtedness. Concurrent with the issuance of the 5% Notes, we entered into call spread repurchase option transactions to partially mitigate potential dilution from conversion of the 5% Notes. For further information, refer to Note 6 of the Consolidated Financial Statements of our Annual Report on Form 10-K for the fiscal year ended March 31, 2003.

1.625% Convertible Senior Notes

In fiscal year 2003, we issued \$460 million of unsecured 1.625% Convertible Senior Notes (1.625% Notes), due December 15, 2009, in a transaction pursuant to Rule 144A. The 1.625% Notes are senior unsecured indebtedness and rank equally with all existing senior unsecured indebtedness. Concurrent with the issuance of the 1.625% Notes, we entered into call spread repurchase option transactions to partially mitigate potential dilution from conversion of the 1.625% Notes. For further information, refer to Note 6 of the Consolidated Financial Statements of our Annual Report on Form 10-K for the fiscal year ended March 31, 2003.

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International Line of Credit

An unsecured and uncommitted multi-currency line of credit is available to meet short-term working capital needs for subsidiaries operating outside the United States. This line totals \$5 million, and no amount was drawn under this credit line as of June 30, 2003.

Other Matters

During the first quarter of fiscal year 2004, we received approximately \$18 million in proceeds related to the sale of certain fixed assets, most of which were fully depreciated, which resulted in a \$15 million pre-tax net gain. The net gain was recorded in Selling, general and administrative on the Consolidated Condensed Statements of Operations.

Our senior unsecured notes and bank credit facilities are rated BBB+ and Baa2 by Standard & Poor's and Moody's Investors Service, respectively. Our CP program is rated A-2 by Standard & Poor's and P-2 from Moody's. Peak borrowings under all debt facilities during the first quarter of fiscal year 2004 totaled approximately \$3.126 billion, with a weighted-average interest rate of 4.90%.

As of June 30, 2003, the cumulative number of shares purchased under our various open market common stock repurchase programs since fiscal year 1991 was 178 million, including less than 1 million shares purchased in the first quarter of fiscal year 2004. The remaining number of shares authorized for repurchase is approximately 22 million.

Capital resource requirements as of June 30, 2003 consisted of lease obligations for office space, equipment, mortgage or loan obligations, and amounts due as a result of product and company acquisitions.

It is expected that existing cash, cash equivalents, marketable securities, the availability of borrowings under existing and renewable credit lines, and cash expected to be provided from operations will be sufficient to meet ongoing cash requirements. We expect our long-standing history of providing extended payment terms to our customers to continue.

CRITICAL ACCOUNTING POLICIES AND BUSINESS PRACTICES

Note 1 of the Consolidated Financial Statements included in our Form 10-K for the fiscal year ended March 31, 2003 contains a summary of the significant accounting policies that we use. Many of these accounting policies involve complex situations and require a high degree of judgment, either in the application and interpretation of existing accounting literature or in the development of estimates that impact our financial statements. The following items are the critical accounting policies and business practices that are important to the portrayal of our financial condition and results of operations.

Basis of Revenue Recognition

We generate revenue from the following primary sources: (1) licensing software products, (2) providing customer technical support (also referred to as maintenance), and (3) providing professional services, such as consulting and education.

We recognize revenue pursuant to the requirements of Statement of Position 97-2 Software Revenue Recognition, (SOP 97-2) issued by the American Institute of Certified Public Accountants as amended by SOP 98-9 Modification of SOP 97-2, Software Revenue Recognition, With Respect to Certain Transactions. While these statements substantially govern the basis for software licensing revenue recognition, we believe that we exercise appropriate judgment in applying criteria set forth in these SOPs.

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In accordance with SOP 97-2, we begin to recognize revenue from the licensing of our software products when all of the following criteria are met: (1) we have entered into a legally binding agreement with a customer; (2) we deliver the products; (3) license agreement terms are deemed fixed or determinable and free of contingencies or uncertainties that may alter the agreement such that it may not be complete and final; and (4) collection is probable. After these criteria are met, the Company recognizes revenue evenly on a monthly basis over the term of the license.

Beginning in October 2000, we began entering into software license agreements that include flexible contractual provisions that, among other things, allow customers to receive unspecified future software products for no additional fee. These agreements generally combine the right to use the software product with maintenance for the term of the agreement. Under these agreements, and pursuant to SOP 97-2, we are required to recognize revenue ratably on a monthly basis over the term of the license agreement beginning upon completion of the four SOP 97-2 recognition criteria noted above. Prior to October 2000, our license agreements did not include flexible contractual provisions consistent with post October 2000 license agreements. Thus, once all four of the above noted revenue recognition criteria were met, software license fees were recognized as revenue up-front and the maintenance fees were deferred and subsequently recognized as revenue over the term of the license.

Our software licenses generally do not include acceptance provisions. An acceptance provision generally allows a customer to test the software for a defined period of time before the customer commits to licensing the software. If a license agreement includes an acceptance provision, we do not record deferred subscription revenue or recognize revenue until the earlier of the receipt of a written customer acceptance or, if not notified by the customer to cancel the license agreement, the expiration of the acceptance period.

Maintenance revenue is derived from two primary sources: (1) combined license and maintenance agreements recorded under our prior business model and (2) standalone maintenance agreements recorded under both our prior business model and our current Business Model.

Under our prior business model, maintenance and license fees were generally combined into a single license agreement. The maintenance portion, which was generally optional to the customer, was deferred and amortized into revenue over the initial license agreement term. Many of these license agreements have not reached the end of their initial terms and, therefore, continue to generate maintenance revenue through amortization. This amortization is recorded in Maintenance on the Consolidated Condensed Statements of Operations. This maintenance deferral was determined using its fair value based on annual, fixed maintenance renewal rates stated in the agreement. Since we no longer record license agreements under our prior business model, the amount of maintenance deferred as well as the amount of maintenance revenue recognized from such agreements will continue to decrease. For license agreements entered into under our current Business Model, maintenance and license fees continue to be combined; however, the maintenance is no longer optional on an annual basis but rather is inclusive and committed for the entire term. We recognize such combined fees in Subscription revenue on the Consolidated Condensed Statements of Operations.

Under both our prior business model and our current Business Model, we record standalone maintenance revenue earned from customers who elect optional maintenance for their non-term-based license agreements. Maintenance revenue from such renewals is recognized over the term of the renewal agreement and is recorded in Maintenance on the Consolidated Condensed Statements of Operations.

Revenue recognition from professional service arrangements begins when all four of the SOP 97-2 revenue recognition criteria as discussed above are met and as the services are performed. If it is not probable that a project will be completed or the payment will be received, revenue is deferred until the uncertainty is removed.

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Revenue from sales to distributors, resellers, and VARs is generally recognized when all four of the SOP 97-2 revenue recognition criteria noted above are met and when these entities sell the software products to their customers. This is commonly referred to as the sell-through method.

We have an established business practice of offering installment payment options to customers and have a history of successfully collecting primarily all amounts due under such agreements. We assess the probability of collection based on a number of factors, including past transaction history with the customer and the credit-worthiness of the customer. If, in our judgment, collection of a fee is not probable, we will not record deferred subscription revenue or recognize revenue until the uncertainty is removed, which is generally upon receipt of cash.

Our standard licensing agreements include a product warranty provision for all products. Such warranties are accounted for in accordance with SFAS No. 5, Accounting for Contingencies. The likelihood that we would be required to make refunds to customers under such provisions is considered remote.

Under the terms of substantially all of our license agreements, we have agreed to indemnify customers for costs and damages arising from claims against such customers based on, among other things, allegations that our software product infringes the intellectual property rights of a third party. In most cases, in the event of an infringement claim, we retain the right to (i) procure for the customer the right to continue using the software product; (ii) replace or modify the software product to eliminate the infringement while providing substantially equivalent functionality; or (iii) if neither (i) nor (ii) can be reasonably achieved, we may terminate the license agreement and refund to the customer a pro-rata portion of the fees paid. The indemnification usually is limited to the amount paid by the customer. Such indemnification provisions are accounted for in accordance with SFAS No. 5. The likelihood that we would be required to make refunds to customers under such provisions is considered to be remote.

Accounts Receivable

As detailed in the table included in Note A to the Consolidated Condensed Financial Statements at June 30, 2003, net trade and installment accounts receivable, after accounting for unearned revenue and the allowance for doubtful accounts, was \$2.159 billion.

The allowance for doubtful accounts is a valuation account used to reserve for potential impairment of accounts receivable on the balance sheet. It reflects an accounting estimate of unidentified losses in the accounts receivable portfolio resulting from the expectations of not collecting all of these amounts in full. The valuation allowance relates to two components of receivables: (a) specifically identified receivables that are evaluated individually for impairment; and (b) all other receivables.

A specific receivable is reviewed for impairment when, based on current information and events, we do not expect to collect fully amounts due according to the contractual terms of the receivable agreement. Factors considered in assessing collectibility include a customer's extended delinquency, requests for restructuring, and filing for bankruptcy. A specific allowance is provided based on the difference between the carrying value of the receivable and the amounts estimated to be collected.

We review the adequacy of the general allowance for doubtful accounts attributable to the remaining pool of accounts receivable by performing various analytical procedures and considering our history of collections of long-term

software agreements, as well as the overall economic environment. A 10% change in the estimated default rate used to calculate the general allowance for doubtful accounts would have an approximate \$8 million effect on the balance of the allowance for doubtful accounts as of June 30, 2003.

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We expect the allowance for doubtful accounts to continue to decline as net installment accounts receivable under the prior business model are billed and collected. Under our Business Model, amounts due from customers are offset by deferred subscription revenue (unearned revenue) related to these amounts, resulting in little or no net installment accounts receivable carrying value on the balance sheet. Therefore, less of an allowance for doubtful accounts is required. Our allowance for doubtful accounts as a percentage of accounts receivable, net of unearned revenue, for fiscal year 2003 and for the first quarter of fiscal year 2004 has approximated 10.5%.

Deferred Tax Assets

When we prepare our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. We record this amount as a provision for our taxes in accordance with SFAS No. 109, Accounting for Income Taxes. This process requires us to estimate our actual current tax liability in each jurisdiction, estimate differences resulting from differing treatment of items for financial statement purposes versus tax return purposes (known as temporary differences), which result in deferred tax assets and liabilities, and assess the likelihood that our deferred tax assets will be recovered from future taxable income. If we believe that recovery is not likely, we establish a valuation allowance. We have recognized, as a deferred tax asset, a portion of the tax benefits connected with losses related to operations that are expected to result in a future tax benefit. This recognition assumes we will be able to generate sufficient future taxable income so that the carryforward of these losses will be realized. The factors that we consider in assessing the likelihood of realization include the forecast of future taxable income and available tax planning strategies that could be implemented to realize the deferred tax assets. Deferred tax assets are primarily a result of acquisition expenses, such as duplicate facility costs, employee severance and other costs, foreign net operating losses (NOLs), and the recognition of subscription revenue pursuant to our Business Model. The NOLs generally expire between 2004 and 2014. Future results may vary from these estimates. At this time it is not practicable to determine if we will need to increase the valuation allowance or if such future valuations will have a material impact on our financial statements.

Goodwill, Capitalized Software Products, and Other Intangible Assets

SFAS No. 142 requires an impairment-only approach to accounting for goodwill. As a result of various acquisitions completed under the purchase method, goodwill constitutes a significant portion of our total assets. The SFAS No. 142 goodwill impairment model is a two-step process for annual impairment testing of goodwill, which is performed once annually, absent indicators of impairment. We have elected to perform our annual analysis during the fourth quarter of our fiscal year. No indicators of impairment were identified during the first quarter of fiscal year 2004.

The carrying value of capitalized software products, both purchased software and internally developed software, and other intangible assets, are reviewed on a regular basis for the existence of internal and external facts or circumstances that may suggest impairment. Such facts and circumstances considered include an assessment of the net realizable value for capitalized software products and the future recoverability of cost for other intangible assets as of the balance sheet date. It is not possible for us to predict the likelihood of any possible future impairments or, if such an impairment were to occur, the magnitude thereof.

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Accounting for Stock-Based Compensation

Prior to April 1, 2003, we accounted for our stock-based compensation plans under the recognition and measurement provisions of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB No. 25) and related interpretations. Effective April 1, 2003, we have adopted the fair value recognition provisions of SFAS No. 123, *Accounting for Stock-Based Compensation*, as amended by SFAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure* an amendment of FASB Statement No. 123. We now recognize compensation expense related to all option awards granted after March 31, 2003 in *Selling, General and Administrative* on the Consolidated Condensed Statements of Operations.

We have historically used the Black-Scholes option-pricing model to determine the fair value of each option grant. The Black-Scholes model includes assumptions regarding dividend yields, expected volatility, expected lives, and risk-free interest rates. These assumptions reflect our best estimates, but these items involve uncertainties based on market conditions generally outside of our control. As a result, if other assumptions had been used in the current period, stock-based compensation expense could have been materially impacted. Furthermore, if management uses different assumptions in future periods, stock-based compensation expense could be materially impacted in future years.

RISK FACTORS

Current and potential stockholders should consider carefully the risk factors described below. Any of these factors, or others, many of which are beyond our control, could negatively affect our revenue, profitability, and cash flow in the future.

Operating results and revenue are subject to fluctuations caused by many factors.

Quarterly and annual results of operations are affected by a number of factors, including those listed below, which in turn could adversely affect our revenue, profitability, and cash flow in the future.

Demand for products and services;

Length of sales cycle;

Customer implementation of our products;

Magnitude of price and product competition;

Introduction of new hardware;

General economic conditions in countries in which customers do a substantial amount of business;

Customer budgets for hardware and software;

Ability to develop and introduce new or enhanced versions of our products;

Changes in foreign currency exchange rates;

Ability to control costs;

The size of licensing transactions;

Reorganizations of the sales and technical services forces;

Litigation, government investigations, and settlement of litigation;

Ability to retain and attract qualified personnel; and

Reaction of customers to our Business Model.

Any of the foregoing factors, among others, may cause our operating expenses to be disproportionately high or cause our revenue and operating results to fluctuate. As a consequence, our business, financial condition, operating results, and cash flow could be adversely affected.

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The success of our international operations is subject to many factors.

International revenue has historically represented a significant percentage of our total worldwide revenue. Continued success in selling our products outside of the United States will depend on a variety of factors, including:

Reorganizations of the sales and technical services forces;

Fluctuations in foreign exchange currency rates;

Staffing key managerial positions;

General economic conditions in foreign countries;

Political instability; and

Trade restrictions such as tariffs, duties, or other controls affecting foreign operations.

Increases in tariffs, the imposition of trade restrictions, or other factors could adversely affect our business, financial condition, operating results, and cash flow.

Certain software is licensed from third parties.

Some of our products contain software licensed from third parties. Some of these licenses may not be available to us in the future on terms that are acceptable or allow our products to remain competitive. The loss of these licenses or the ability to maintain any of them on commercially acceptable terms could delay development of future products or enhancement of existing products. This could adversely affect our business, financial condition, operating results, and cash flow.

Our products must remain compatible with ever-changing operating environments.

IBM, HP, Sun Microsystems, and Microsoft are the largest suppliers of systems and computing software and, in most cases, are the manufacturers of the computer hardware systems used by most of our customers. Historically, these operating system developers have modified or introduced new operating systems, systems software, and computer hardware. Such new products could in the future incorporate features that perform functions currently performed by our products or could require substantial modification of our products to maintain compatibility with these companies hardware or software. Although we have to date been able to adapt our products and our business to changes introduced by hardware manufacturers and system software developers, there can be no assurance that we will be able to do so in the future. Failure to adapt our products in a timely manner to such changes or customer decisions to forego the use of our products in favor of those with comparable functionality contained either in the hardware or operating system could have a material adverse effect on our business, financial condition, operating results, and cash flow.

We have a significant amount of debt.

As of June 30, 2003, we had approximately \$2.3 billion of debt outstanding, consisting of unsecured fixed-rate senior note obligations, convertible senior notes, and unsecured multi-currency credit facilities. We expect that existing cash, cash equivalents, marketable securities, cash provided from operations, and our bank credit facilities will be sufficient to meet ongoing cash requirements. Failure to generate sufficient cash as our debt becomes due or to renew credit lines prior to their expiration may adversely affect our business, financial condition, operating results, and cash flow.

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The computer software business is highly competitive.

The market in which we compete is marked by rapid and substantial technological change, the steady emergence of new companies and products, evolving industry standards, and changing customer needs. We compete with many established companies in the markets we serve, and some of these companies may have substantially greater financial, marketing and technological resources, larger distribution capabilities, earlier access to customers, and greater opportunity to address customers' various information technology requirements than us. We also compete with many smaller, less established companies that may be able to focus more effectively on specific product segments or markets. Historically, we have competed primarily on the basis of our products' features and performance. As product pricing becomes a more important criterion for our customers, we may experience increased competition from certain, low-price competitors. To remain competitive, we must develop new products and continue to enhance existing products. We may be unsuccessful in our ability to develop new releases or new products that meet the needs of our customers in light of competitive alternatives available in the market. In addition, the introduction of new products or versions of existing products may not meet with customer acceptance or may be delayed. Our inability to bring new products and enhancements to existing products to the market in a timely manner or the failure for these products to achieve market acceptance could have a material adverse effect on our business, financial condition, operating results, and cash flow.

Customers are still adapting to our Business Model.

Our Business Model affords customers greater flexibility in licensing transactions. For example, under our Business Model, we offer software licenses on a month-to-month or other short-term basis in order to allow customers the opportunity to try our software products without committing to a multi-year license obligation. Transactions such as these increase the risk that customers will not fully implement our software and will not enter into a long-term relationship with us. This effect could be diminished if customers elect cost certainty by committing to longer license agreement periods. Additionally, customer preference for payment (upfront, annual or monthly installments) could impact the amount of cash generated from operations in any period. This could adversely affect our business, financial condition, operating results, and cash flow.

Failure to protect our intellectual property rights would weaken our competitive position.

Our future success is dependent upon our proprietary technology. We protect our proprietary information through the use of patent, copyright, trademark, trade secret laws, confidentiality procedures, and contractual provisions. Notwithstanding our efforts to protect our proprietary rights, policing unauthorized use or copying of our proprietary information is difficult. Unauthorized use or copying occurs from time to time and litigation to enforce intellectual property rights could result in significant costs and diversion of resources. Moreover, the laws of some foreign jurisdictions do not afford the same degree of protection to our proprietary rights as do the laws of the United States. For example, shrink-wrap or click-on licenses may be unenforceable in whole or in part in some jurisdictions in which we operate. In addition, patents we have obtained may be circumvented, challenged, invalidated, or designed around by other companies. Our inability to adequately protect our intellectual property for these or other reasons could adversely affect our business, financial condition, operating results, and cash flow.

Changes to compensation of our sales organization.

We update our compensation plan for the sales organization annually. These plans are intended to align with our Business Model objectives of providing customer flexibility and satisfaction. The compensation plan may encourage behavior not anticipated or intended as it is implemented, which could adversely affect our business, financial condition, operating results, and cash flow.

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We may become dependent upon large transactions.

We have historically been dependent upon large-dollar enterprise transactions with individual customers. As a result of the flexibility afforded by our Business Model, we anticipate that there will be fewer of these transactions in the future. There can be no assurances, however, that we will not be reliant on large-dollar enterprise transactions in the future, and the failure to close such transactions could adversely affect our business, financial conditions, operating results, and cash flow.

Growth depends upon successful integration of acquisitions.

Our growth strategy is based upon internal development of technology, selective acquisitions, and integration of such acquisitions into ongoing operations. Implementation of this growth strategy may result in strains on our management team, internal systems, and financial resources. Difficulties encountered in successfully integrating acquired companies and products may adversely affect our business, financial condition, operating results, and cash flow.

Our credit ratings could be downgraded.

Moody's Investors Service, Standard & Poor's, or any other credit rating agency may downgrade our credit ratings in the future. If our credit ratings are downgraded, we could be required to, among other things, pay additional interest under our credit agreements or other debt. Any such downgrades could also affect our ability to obtain additional financing in the future and will affect the terms of any such financing.

We could be subject to fines, penalties, or other sanctions as a result of a joint inquiry by the SEC and U.S. Attorney's Office.

As previously reported, we have been cooperating with an ongoing joint inquiry being conducted by the staff of the Northeast Regional Office of the Securities and Exchange Commission and the United States Attorney's Office for the Eastern District of New York concerning certain of our accounting practices. See Part II, Item 1 – Legal Proceedings of the Form 10-Q filed with the Securities and Exchange Commission on July 23, 2003 (the Original Filing) for additional information. Although we are unable at this point to predict the scope or outcome of this inquiry, it is possible that it could result in the institution of administrative, civil injunctive or criminal proceedings, the imposition of fines and penalties, suspensions or disbarments from government contracts, and/or other remedies and sanctions. The conduct of these proceedings could negatively impact our stock price. In addition, we expect to continue to incur expenses associated with responding to these agencies, regardless of the outcome, and the efforts and attention of our management team may be diverted from normal business operations.

Customer decisions are influenced by general economic conditions.

Our products are designed to improve the productivity and efficiency of our customers' information processing resources. In a recessionary environment, our products are often a reasonable economic alternative for customers faced with the prospect of incurring expenditures to increase their existing information processing resources. However, a general slowdown in the world economy or a particular region could cause customers to delay or forgo decisions to license new products or upgrades to their existing environments and this could adversely affect our business, financial condition, operating results, and cash flow.

Third-party microcode could impact product development.

We anticipate ongoing use of microcode or firmware provided by hardware manufacturers. Microcode and firmware are essentially software programs in hardware form and are therefore less flexible than other types of software. We believe that such continued use will not have a significant impact on our operations and that our products will remain compatible with any changes to such code. However, there can be no assurance that future technological developments involving such microcode will not have an adverse impact on our business, financial condition, operating results, and cash flow.

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The software business is marked by easy entry and large, entrenched businesses.

Many companies with whom we compete, including IBM, Sun Microsystems, HP, and other large computer manufacturers, have substantial resources, a larger installed base of customers in any particular market niche, as well as the ability to develop and market software programs similar to and competitive with the products offered by us. Additionally, these producers can bundle hardware, software, and services together, which is a disadvantage for us since we do not provide hardware and have far fewer services offerings. Competitive products are also offered by numerous independent software companies that specialize in specific aspects of the highly fragmented software industry. Some, like Microsoft, Oracle, and SAP, are the leading developers and vendors in their specialized markets. In addition, new companies enter the market on a frequent and regular basis, offering products that compete with those offered by us. Increased competition also results from consolidation of existing companies within the industry. Additionally, many customers historically have developed their own products that compete with those offered by us. Competition from any of these sources can result in price reductions, or displacement of our products, which could have a material adverse effect on our business, financial condition, operating results, and cash flow.

Future product development is dependent upon access to third-party operating systems.

In the past, licensees using proprietary operating systems were furnished with source code, which makes the operating system generally understandable to programmers, and object code, which directly controls the hardware and other technical documentation. Since the availability of source code facilitated the development of systems and applications software, which must interface with the operating systems, independent software vendors such as us were able to develop and market compatible software. Microsoft, IBM, and other vendors have a policy of restricting the use or availability of the source code for some of their operating systems. To date, this policy has not had a material effect on us. Some companies, however, may adopt more restrictive policies in the future or impose unfavorable terms and conditions for such access. These restrictions may, in the future, result in higher research and development costs for us in connection with the enhancement and modification of our existing products and the development of new products. Although we do not expect that such restrictions will have this adverse effect, there can be no assurances that such restrictions or other restrictions will not have a material adverse effect on our business, financial condition, operating results, and cash flow.

The markets for some or all of our key product areas may not grow.

We have identified six product areas: enterprise management; security; storage; portal and business intelligence; application life cycle management; and data management and application development. Some or all of these areas may not grow, may decline in growth, or customers may decline or forgo use of products in some or all of these product areas. This is particularly true in newly emerging areas, such as portal and business intelligence. A decline in these product areas could result in decreased demand for our products, which would adversely impact our business, financial condition, operating results, and cash flow.

Third parties could claim that our products infringe their intellectual property rights.

From time to time we receive notices from third parties claiming infringement of various forms of their intellectual property. Investigation of these claims, whether with or without merit, can be expensive and could affect development, marketing, or shipment of our products. As the number of software patents issued increases, it is likely

that additional claims, with or without merit, will be asserted. Defending against such claims is time consuming and could result in significant litigation expense or settlement with unfavorable terms that could adversely affect our business, financial condition, operating results, and cash flow.

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Fluctuations in foreign currencies could result in transaction losses.

Most of the revenue and expenses of our foreign subsidiaries are denominated in local currencies. Due to the substantial volatility of currency exchange rates, it is not possible to predict the effect of exchange rate fluctuations on our future operating results. Given the relatively long sales cycle that is typical for many of our products, foreign currency fluctuations could result in substantial changes in the foreign currency impact on these transactions. Additionally, deterioration of the exchange rate of foreign currencies against the U.S. dollar can affect our ability to increase our revenue within those markets, all of which may adversely impact our business, financial condition, operating results, and cash flow.

Acts of terrorism or war may adversely affect our business.

Acts of terrorism, acts of war, and other unforeseen events may cause damage or disruption to our properties, business, employees, suppliers, distributors, resellers, and customers, which could have an adverse effect on our business, financial condition, operating results, and cash flow. Such events may also result in an economic slowdown in the United States or elsewhere, which could adversely affect our business, financial condition, operating results, and cash flow.

Our stock price may continue to be volatile.

Our stock price is subject to significant fluctuations in response to variations in quarterly operating results, the gain or loss of significant license agreements, changes in earnings estimates by analysts, announcements of technological innovations or new products by us or our competitors, changes in domestic and international economic and business conditions, general conditions in the software and computer industries, and other events or factors. In addition, the stock market in general has experienced extreme price and volume fluctuations that have affected the market price of many companies in industries that are similar or related to those in which we operate and that have been unrelated to the operating performance of these companies. These market fluctuations have in the past adversely affected and may continue to adversely affect the market price of our common stock.

Potential European Union tariffs or United States Congressional action in connection with the extraterritorial income case could adversely affect our business.

The World Trade Organization (WTO) recently authorized sanctions against the United States for operating the extraterritorial income regime. This regime relates to a provision in the United States Tax Code providing tax incentives on products manufactured in the United States and exported for sale. The WTO has ruled the regime to be an illegal export subsidy and has now authorized the European Union (EU) to impose tariffs on certain United States-made products imported into the EU. EU officials have indicated that they will not raise tariffs provided that the United States shows substantial progress and a commitment to act within the next year. We cannot be certain, however, what impact the potential EU tariffs could have on the software industry or the economy in general. Additionally, we cannot be certain that any legislation replacing the extraterritorial income regime will continue to provide us with the level of tax incentives received under the existing regime. We currently save approximately \$12 million per year in United States federal income tax under the current extraterritorial income regime.

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PART II. OTHER INFORMATION

Item 6: Exhibits and Reports on Form 8-K

(a) Exhibits:

15.1 Accountants acknowledgement letter

31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K:

The Registrant furnished a Report on Form 8-K dated May 14, 2003 to report an event under Item 12.

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.

COMPUTER ASSOCIATES INTERNATIONAL, INC.

Dated: June 14, 2004

By: /s/ Kenneth D. Cron

Kenneth D. Cron
Interim Chief Executive Officer

Dated: June 14, 2004

By: /s/ Jeff Clarke

Jeff Clarke
Chief Operating Officer and
Chief Financial Officer

Dated: June 14, 2004

By: /s/ Douglas E. Robinson

Douglas E. Robinson
Senior Vice President and Controller
Principal Accounting Officer