AMERICAN SAFETY INSURANCE GROUP LTD
Form 10-Q
August 14, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2003

Commission File Number 1-14795

AMERICAN SAFETY INSURANCE HOLDINGS, LTD.

(Exact name of Registrant as specified in its charter)

Bermuda
(State or other jurisdiction of incorporation)

44 Church Street
P.O. Box HM2064
Hamilton HM HX, Bermuda
(Address, zip code of principal executive offices)

(441) 296-8560
(Registrant's telephone number, including area code)

Indicate by check mark whether 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 Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No___

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

The aggregate number of shares outstanding of Registrant s common stock, $.01 par value, on August 11, 2003 was 4,749,266.

AMERICAN SAFETY INSURANCE HOLDINGS, LTD.

FORM 10-Q

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

American Safety Insurance Holdings, Ltd. and Subsidiaries
Consolidated Balance Sheets

	December 31, 2002	(U
Assets		
Investments:		
Fixed maturity securities available for sale, at fair value	$ 85,850,658	$
Investment in real estate	41,050,921	
Short-term investments	18,565,871	
Total investments	145,467,450	
Cash and cash equivalents	22,158,730	
Restricted cash	7,516,845	
Accrued investment income	1,751,417	
Notes receivable - other	6,324,716	
Premiums receivable	19,218,941	
Receivable for securities sold	-	
Ceded unearned premium	22,612,159	
Reinsurance recoverable	117,547,623	
Funds on deposit	485,956	
Income tax recoverable	345,882	
Deferred income taxes	7,405,586	
Deferred policy acquisition costs	7,683,458	
Property, plant and equipment	2,117,096	
Prepaid items	1,920,054	
Intangible assets	1,466,629	
Other assets	1,059,796	
Total assets	$ 365,082,338	$
Liabilities and Shareholders' Equity		
Liabilities:		
Unpaid losses and loss adjustment expenses	$ 160,628,579	$
Unearned premiums	69,805,945	
Reinsurance on paid losses and loss adjustment expenses	4,290,250	
Ceded premiums payable	8,141,181	
Due to affiliate	1,284,097	
Escrow deposits	14,808,528	
Accounts payable and accrued expenses	13,458,995	
Funds held	4,570,428	

Dividend payable	570,113
Loan payable	22,182,273
Trust preferred payable	-
Collateral held	1,315,686
Deferred revenue	1,574,414
Total liabilities	302,630,489

	December 31, 2002	
Shareholders' equity:		
Preferred stock, $0.01 par value; authorized 5,000,000 shares; no shares issued and outstanding	-	
Common stock, $0.01 par value; authorized 15,000,000 shares; issued and outstanding at December 31, 2002 and June 30, 2003, 6,352,077 shares	63,520	
Additional paid-in capital	35,601,246	
Retained earnings	33,629,557	
Accumulated other comprehensive income, net	2,884,989	
Treasury stock, 1,612,189 shares at December 31, 2002, and June 30, 2003, at cost	(9,727,463)	
	62,451,849	
Total shareholders' equity		
Total liabilities and shareholders' equity	$ 365,082,338	$
	===========	

See accompanying notes to consolidated financial statements (unaudited).

American Safety Insurance Holdings, Ltd. and Subsidiaries
Consolidated Statements of Earnings
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2002	2003	2002	2
Revenues:				
Direct premiums earned	$ 27,940,967	$ 34,828,284	$57,798,874	$67,
Assumed premiums earned:				
Affiliate	3,553,857	1,875,349	6,541,476	3,
Nonaffiliates	1,635,335	4,879,073	2,883,607	11,
Total assumed premiums earned	5,189,192	6,754,422	9,425,083	14,
Ceded premiums earned:				
Affiliate	787,385	1,150,966	1,527,437	2,
Nonaffiliates	17,772,163	17,685,601	37,248,942	35,
Total ceded premiums earned	18,559,548	18,836,567	38,776,379	38,
Net premiums earned	14,570,611	22,746,139	28,447,578	44,
Net investment income	899,318	1,144,822	1,874,875	2,
Brokerage commission income	37,514	-	102,640	
Management fees from affiliate	75,754	244,249	493,181	
Net realized gains (losses)	(547,949)	2,888,968	(465,702)	3,
Real estate income	14,896,921	17,167,373	33,935,661	22,
Other income	36,703	16,879	88,510	
Total revenues	29,968,872	44,208,430	64,476,743	72,

Expenses:				
Losses and loss adjustment expenses incurred	8,561,371	13,883,281	17,530,512	25,
Acquisition expenses	2,308,560	4,278,628	4,684,587	8,
Payroll and related expenses	2,202,352	2,099,339	4,304,100	4,
Real estate expenses	12,459,152	16,714,993	29,154,480	22,
Other expenses	1,559,663	1,754,587	2,695,252	4,
Expense due to rescission	142,844	60,953	353,592	
Total expenses	27,233,942	38,791,781	58,722,523	65,
Earnings before income taxes	2,734,930	5,416,649	5,754,220	6,
Income taxes	881,534	1,602,733	1,855,293	1,
Net earnings	$1,853,396	$ 3,813,916	$3,898,927	$5,
Net earnings per share:				
Basic	$ 0.39	$ 0.80	$ 0.83	
Diluted	$ 0.38	$ 0.79	$ 0.80	
Common shares used in computing earnings per share:				
Basic	4,743,803	4,739,888	4,724,263	4,
Diluted	4,882,899	4,814,216	4,875,679	4,

See accompanying notes to consolidated financial statements (unaudited).

American Safety Insurance Holdings, Ltd. and Subsidiaries
Consolidated Statements of Cash Flow
(Unaudited)

	Six Mont June 2002
Cash flow from operating activities:	
Net earnings	$3,898,927
Adjustments to reconcile net earnings to net cash provided by operating activities:	
Realized (gains) losses on sale of investments	465,702
Depreciation expense	119,983
Amortization (deferral) of deferred acquisition costs, net	736,013
Accretion of discount	157,415
Change in:	
Accrued investment and interest income	(93,205)
Premiums receivable	5,163,959
Reinsurance recoverable and ceded unearned premiums	(20,660,310)
Funds held by reinsured	604,162
Due from affiliate	(1,708,477)
Funds on deposit	(20,502)
Income taxes	970,332
Unpaid losses and loss adjustment expenses	17,169,084
Unearned premiums	6,012,524

Ceded premiums payable	(3,028,604)
Due to affiliate	599,353
Accounts payable and accrued expenses	(2,524,305)
Collateral held	488,230
Prepaid items	(204,665)
Deferred revenue	1,018,462
Other, net	(2,805,670)
Net cash provided by operating activities	6,358,408
Cash flow from investing activities:	
Purchases of fixed maturities	(36,189,600)
Proceeds from maturity and redemption of fixed maturities	184,139
Proceeds from sale of fixed maturities	26,502,526
Proceeds from sale of equity investments	103,550
Decrease (increase) in investment in real estate	5,419,084
Decrease (increase) in short-term investments	9,550,281
Repayment in notes receivable - other	98,131
Purchase of fixed assets, net	(204,953)
Net cash provided by (used in) investing activities	5,463,158
Cash flow from financing activities:	
Purchase of treasury stock	(111,741)
Proceeds from issuance of common stock	360,494
Proceeds from (repayment of) loan payable	(5,191,990)
Repayment of escrow deposits	(1,950,795)
Withdrawals from restricted cash	302,417
Proceeds from trust preferred offering	-
Dividends paid	(1,132,349)
Net cash (used in) provided by financing activities	(7,723,964)
Net increase in cash and cash equivalents	4,097,602
Cash and cash equivalents at beginning of period	1,302,842
Cash and cash equivalents at end of period	$ 5,400,444

See accompanying notes to consolidated financial statements (unaudited).

American Safety Insurance Holdings, Ltd. and Subsidiaries
Consolidated Statements of Comprehensive Earnings>
(Unaudited)

	Three Months Ended June 30, 2002	2003	
Net earnings	$ 1,853,396	$ 3,813,916	$ 3,
Other comprehensive earnings (loss) before income taxes:			
Unrealized gains (losses) on securities available for sale,	385,811	2,348,132	(
Unrealized (losses) on hedging transaction	-	(100,958)	
Reclassification adjustment for realized gains (losses) included in net earnings	(547,949)	2,888,968	(

Total other comprehensive earnings (loss) before taxes	1,933,760	(641,794)	
Income tax expense (benefit) related to items of other comprehensive income	445,678	(361,059)	
Other comprehensive earnings (loss) net of income taxes	1,488,082	(280,735)	
Total comprehensive earnings	$ 3,341,478	$ 3,533,181	$4,

See accompanying notes to consolidated financial statements (unaudited).

American Safety Insurance Holdings, Ltd. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

Note 1 - Basis of Presentation

The accompanying unaudited interim consolidated financial statements of American Safety Insurance Holdings, Ltd. (American Safety) and its subsidiaries (collectively, the Company) are prepared in accordance with accounting principles generally accepted in the United States of America and, in the opinion of management, reflect all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation of the interim period presented. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates, based on the best information available, in recording transactions resulting from business operations. The balance sheet amounts that involve a greater extent of accounting estimates and actuarial determinations subject to future changes are the Company s liabilities for unpaid losses and loss adjustment expenses. As additional information becomes available (or actual amounts are determinable), the recorded estimates may be revised and reflected in operating results. While management believes that the liability for unpaid losses and loss adjustment expenses is adequate to cover the ultimate liability, such estimates may be more or less than the amounts actually paid when claims are settled.

The results of operations for the three months and six months ended June 30, 2003 may not be indicative of the results that may be expected for the full year ending December 31, 2003. These unaudited interim consolidated financial statements and notes should be read in conjunction with the financial statements and notes included in the audited consolidated financial statements of American Safety and its subsidiaries for the year ended December 31, 2002.

The unaudited interim consolidated financial statements include the accounts of American Safety and each of its subsidiaries. All significant intercompany balances have been eliminated. Certain items from prior periods have been reclassified to conform with the 2003 presentation.

Note 2 - Accounting Pronouncements

During the second quarter, the FASB issued the Statement of Financial Accounting Standards ("SFAS") No. 149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities, and SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity. These pronouncements do not have a material effect on our financial statements.

In January 2003, the FASB issued Interpretation No. 46, Consolidation of Variable Interest Entities. This interpretation addresses consolidation and disclosure issues associated with variable interest entities. The requirements of the interpretation are not expected to have a material impact on our financial position or results of operations.

Note 3 - Nature of Operations

The following is a description of certain risks facing the Company:

Legal/Regulatory Risk is the risk that changes in the legal or regulatory environment in which an insurer operates will create additional expenses not anticipated by the insurer in pricing its products beyond those recorded in the financial statements. Regulatory initiatives designed to reduce insurer profits or otherwise affecting the industry in which the Company operates, new legal theories or insurance company insolvencies through guaranty fund assessments, may create costs for the Company beyond those recorded in the financial statements. The Company attempts to mitigate this risk by writing insurance business in several states, thereby spreading this risk over a large geographic area.

Potential Risk of United States Taxation of Bermuda Operations. Under current Bermuda law, American Safety is not required to pay any taxes in Bermuda on either income or capital gains. American Safety has received an undertaking from the Minister of Finance in Bermuda that will exempt American Safety from taxation until the year 2016 in the event of any such taxes being imposed. The Company, exclusive of its United States subsidiaries, does not consider itself to be engaged in a trade or business in the United States and accordingly does not expect to be subject to direct United States income taxation. The Company s U.S. subsidiaries are subject to taxation in the United States.

Whether a foreign corporation is engaged in a United States trade or business or is carrying on an insurance business in the United States depends upon the level of activities conducted in the United States. If the activities of a foreign company are continuous, regular, and considerable, the foreign company will be deemed to be engaged in a United States trade or business. Due to the fact that American Safety will continue to maintain an office in Bermuda and American Safety and its Bermuda insurance subsidiary s business is reinsuring contracts via treaty reinsurance agreements, which are all signed outside of the United States, American Safety does not consider itself to be engaged in a trade or business in the United States and, accordingly, does not expect to be subject to United States income taxes. This position is consistent with the position taken by various other entities that have the same operational structure as American Safety.

However, because the Internal Revenue Code of 1986, as amended, the Treasury Regulations and court decisions do not definitively identify activities that constitute being engaged in a United States trade or business, and because of the factual nature of the determination, there can be no assurance that the Internal Revenue Service will not contend that American Safety or its Bermuda insurance subsidiary are engaged in a United States trade or business. In general, if American Safety or its Bermuda insurance subsidiary are considered to be engaged in a United States trade or business, it would be subject to (i) United States Federal income tax on its taxable income that is effectively connected with a United States trade or business at graduated rates and (ii) the 30 percent branch profits tax on its effectively connected earnings and profits deemed repatriated from the United States.

Credit Risk is the risk that issuers of securities owned by the Company or secured notes receivable will default or that other parties, including reinsurers that have obligations to the insurer,

will not pay or perform. The Company attempts to mitigate this risk by adhering to a conservative investment strategy, by obtaining sufficient collateral for secured note obligations and by maintaining sound reinsurance, credit and collection policies.

Interest Rate Risk is the risk that interest rates will change and cause a decrease in the value of an insurer s investments. The Company attempts to mitigate this risk by attempting to match the maturities of its assets with the expected payouts of its liabilities.

Note 4 - Investments

The amortized cost and estimated fair values of investments at December 31, 2002 and June 30, 2003 are as follows:

	Amortized cost	Gross unrealized gains	Gross unrealize losses
December 31, 2002:			
Securities available for sale:			
Fixed maturities:			
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	$36,361,353	$1,451,538	$ 569
Corporate securities	34,791,767	2,006,419	60,538
Mortgage-backed securities	10,945,048	359,776	4,136
Total fixed maturities	$82,098,168	$3,817,733	$ 65,243
	==========	=========	=========
June 30, 2003:			
Securities available for sale:			
Fixed maturities:			
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	$41,846,346	$2,205,196	$ 32,508
Corporate securities	26,375,641	1,640,843	74,017
Obligations of states and political subdivisions	5,204,949	16,049	44,617
Mortgage-backed securities	13,072,178	26,048	93,107
Total fixed maturities	$86,499,114	$3,888,136	$244,249
	==========	=========	=======

Note 5 - Segment Information

The Company initially segregates its business into the following segments: Real Estate and Insurance Operations. The Insurance Operations segment is further classified into three reportable segments: Environmental Specialty, Excess and Surplus Lines, and Program Business.

Real estate consists of the Harbour Village project in Ponce Inlet, Florida, as discussed in Note 7. In our Insurance Operations segment, Environmental Specialty writes insurance coverages

for the environmental remediation industry. Excess and Surplus Lines provides commercial casualty insurance coverages, generally in the area of construction and products liability. Program Business facilitates the offering of insurance to homogeneous niche groups of risks.

The Company measures the Real Estate and Insurance Operations segments using net income, total assets and total equity. The reportable Insurance Operations segments are measured by net premiums earned, incurred losses and loss adjustment expenses and acquisition expenses. Assets are not allocated to the reportable Insurance Operations segments. The following table presents key financial data by segment for the six months ended June 30, 2002 and June 30, 2003 (in thousands):

June 30, 2002	Real Estate	Insurance Environmental	E&S	Programs	Other
Net premiums earned	-	4,819	14,196	4,361	5,072
Losses and loss adjustment expenses	-	1,893	7,749	2,869	5,020
Acquisition expenses	-	1,087	3,295	(885)	1,187
Underwriting profit/(loss)	-	1,839	3,152	2,377	(1,135)
Income tax/(benefit)	2,049		(14)		
Net earnings/(loss)	2,882		1,599		
Assets	42,802		268,790		
Equity	14,051		49,401		

June 30, 2003	Real Estate	Insurance Environmental	E&S	Programs	Other	
Net premiums earned	-	6,689	23,920	10,390	3,039	
Losses and loss adjustment expenses	-	3,011	13,433	6,786	2,747	
Acquisition expenses	-	1,868	5,175	863	530	
Underwriting profit/(loss)	-	1,810	5,312	2,741	(238)	
Income tax/(benefit)	(105)		765			
Net earnings/(loss)	(174)		3,225			1
Assets	59,068		356,865			
Equity	13,196		54,595			

Additionally the Company conducts business in the following insurance geographic segments: United States and Bermuda. Significant differences exist in the regulatory environment in each country. Those differences include laws regarding the types of investments, capital requirements, solvency monitoring, pricing, corporate taxation, etc. The following provides key measurable information about the insurance geographic segments for the six months ended June 30, 2002 and June 30, 2003 (in thousands):

June 30, 2002	United States	Bermuda
Income tax	(14)	-
Net earnings	(89)	1,688
Assets	228,343	40,447
Equity	32,206	17,195

June 30, 2003	United States	Bermuda
Income tax	765	-
Net earnings	1,577	1,648
Assets	298,676	58,189
Equity	35,608	18,987

The Company has changed its segment reporting to coincide with the strategic direction of the Company and the management reporting. Historically the Company has reviewed information segmented between real estate and geographical insurance operations as disclosed in our historical filings. The division of real estate, U.S. insurance and Bermuda insurance was the breakdown that met the definition of operation segments as defined in FAS #131 Paragraph 10 as this was the level of segmentation reviewed by management. As a by-product of a change in CEO s last year, our management team changed the strategic direction of the Company to focus on certain lines of business.

As a result, our management reporting was modified to reflect a more stream-lined segment reporting structure. Prior period segment information has been restated to conform to the current segment structure.

Note 6 - Shareholder Matters

As of June 30, 2003, the Company repurchased 1,612,189 shares of its stock at a total price of $9,727,463 in open market transactions pursuant to its share repurchase program since inception.

Note 7 - Investment in Real Estate

The Company s investment in the development of the Harbour Village Golf and Yacht Club (Harbour Village) project is comprised of 173 acres of property in Ponce Inlet, Florida (the Property) that was acquired through foreclosure on April 13, 1999. At the date of foreclosure, the Company evaluated the carrying value of its investment in real estate by comparing the fair value of the foreclosed collateral to the book value of the underlying loan and accrued interest. As the book value of the loan and accrued interest was less than the fair value of the collateral, no loss was recognized on foreclosure and the basis of real estate was recorded in accordance with EITF Abstract 98-11, which included the recognition of $5.8 million in a deferred tax asset.

As of December 31, 2002 and June 30, 2003, the investment in real estate for the Harbour Village project is as follows (in thousands):

	December 31, 2002	June 30, 2003
Land	$2,437	$2,221
Capitalized overhead, interest and taxes	3,021	3,026
Work in process	35,593	41,697
Total	$41,051	$46,944
	======	======

During the quarter ended June 30, 2003, the Company closed 67 condominium units and 5 boat slips at Harbour Village and for the quarter ended June 30, 2002, the Company closed 49 condominium units and 20 boat slips. The Company recognizes revenue when title to each individual unit or boat slip passes to the purchaser. When title passes, the Company uses a percentage of completion method, based on actual costs to total estimated costs (including allocated common costs) to recognize revenue. The difference between total sales price and the revenue recognized is set up as deferred revenue and will be recognized as the additional costs of each building are incurred.

Note 8 - Income Taxes

Total income tax expense for the six months ended June 30, 2002 and 2003 were allocated as follows:

	Six Months End June 30,
	2002
Tax expense attributable to:	
Income from continuing operations	$ 1,855,293
Change in unrealized (loss) on hedging transaction	-
Change in unrealized gains (losses) on securities available for sale	48,150
Total	$1,903,443
	=========

U.S. Federal and state income tax expense (benefit) from continuing operations consists of the following components:

	Current	Deferred	T
June 30, 2002	511,037	1,344,256	1,8
June 30, 2003	3,494,933	(1,897,675)	1,5

The state income tax expense (benefit) aggregated $450,001 and $(4,129) for the six months ended June 30, 2002 and 2003, respectively.

Income tax expense (benefit) for the periods ended June 30, 2002 and 2003 differed from the amount computed by applying the U.S. Federal income tax rate of 34% to earnings before Federal income taxes as a result of the following:

	June 30, 2002	2003
Expected income tax expense	$1,956,435	$2,254,7
Foreign earned income not subject to U.S. taxation	(410,220)	(615,6
State taxes and other	$ 309,078	$ (41,7
	$1,855,293	$1,597,2
	=========	=======

Deferred income taxes are based upon temporary differences between the financial statement and tax bases of assets and liabilities. The following deferred taxes are recorded:

	December 31, 2002	June 3 2003
Deferred tax assets:		
Loss reserve discounting	$3,196,291	$3,974,5
Unearned premium reserves	2,301,174	2,341,4
Difference between tax and GAAP basis of Harbour Village project.	4,057,362	2,499,7
Difference between tax and GAAP method of Harbour Village Project	-	1,901,3
Warranty reserve	1,022,173	1,012,9
Gross deferred tax assets	$10,577,000	$11,730,0
Deferred tax liabilities:		
Deferred acquisition costs	1,718,506	1,381,9
Unrealized gain on securities	852,800	589,9
Difference between tax and GAAP method of Harbour Village Project	408,073	
Other	192,035	192,0
Gross Deferred tax liabilities	3,171,414	2,163,8
Net deferred tax asset	$7,405,586	$9,566,1
	=========	=======

Note 9 - Notes Receivable

The Company ceases the accrual of interest on loans when any payment is past due. Additionally, the Company assesses loan impairment by comparing the carrying value of such loan, including accrued but unpaid interest at the valuation date to the fair value of collateral held with respect to such loan. Any shortage of fair value over carrying value is first recognized by reversing interest income recognized for the year of impairment and then recognizing any further loss against the allowance for loan losses. Cash receipts on impaired notes receivable are applied to reduce the principal amount of such notes until the principal has been recovered and are recognized as interest income, thereafter.

As of June 30, 2003, notes receivable consisted of two notes which are secured by real and personal property and various corporate and personal guarantees. These notes are currently in default and the Company has filed suit against the borrowers and the guarantors of the indebtednesses.

The recorded investment in notes receivable, which meet the definition of impaired loans at December 31, 2002 and June 30, 2003 were $6,324,716 and $5,364,765, respectively. The weighted average recorded investment in impaired notes receivable as of December 31, 2002 and June 30, 2003 were $7,723,853 and $5,844,741, respectively. No interest income was recognized on impaired notes receivable during the three and six months ended June 30, 2002 and June 30, 2003. During the quarter ended June 30, 2003, the Company received $454,951 in payments on these impaired notes receivable. During the year ended June 30, 2003, the Company received $959,951 in payments on these impaired notes.

Note 10 - Goodwill and Intangibles

The Company adopted SFAS 142 on January 1, 2002. Under SFAS 142, goodwill and indefinite-lived intangible assets are no longer amortized but are reviewed annually (or more frequently if impairment indicators arise) for impairment. Separable intangible assets that are not deemed to have an indefinite life will continue to be amortized over their useful lives (but with no maximum life).

Goodwill and Intangibles (in Thousands)	December 31, 2002	June 30, 2003
Goodwill	-	-
Indefinite-lived Intangibles		$1,467
Indefinite-lived Intangibles	$1,467	$1,467
Other Amortizable Intangibles	-	-
Total Goodwill and Intangibles	$1,467	$1,467
	=====	=====

In accordance with the disclosure requirements of SFAS 142 there were no effects of goodwill on the net earnings for the six months ended June 30, 2002 and 2003.

Note 11 - Commitments and Contingencies

During the fourth quarter of 2001, one of the Company's former reinsurers, Berkley Insurance Company, disputed its obligations under several reinsurance treaties entered into during the "soft reinsurance market" that existed in 1998 and 1999. Berkley is a subsidiary of W.R. Berkley Corp. (NYSE:BER). As a result of adverse loss experience to the reinsurer from certain lines of business, Berkley has stopped reimbursing the Company for amounts due under such treaties and requested that the Company retroactively consider taking a greater portion of the losses than is required under the treaties or, alternatively, to rescind and reform portions of certain treaties. The Company instituted arbitration proceedings against the reinsurer and the arbitration hearing commenced May 19, 2003. During the first week of the arbitration, the Company settled its reinsurance recoverables dispute with Berkley. As part of the settlement, Berkley agreed to reimburse American Safety Insurance for all paid losses outstanding as of December 31, 2002, and continue to make payments under reinsurance treaties in the ordinary course of business. In consideration, American Safety Insurance agreed to modify the terms of a reinsurance treaty and to certain other conditions, including the release of Berkley from its other claims in the arbitration. The settlement is governed by a confidentiality undertaking between the parties.

-13-

As a result of the settlement with Berkley, net earnings after tax increased $142,000 for the three months ended June 30, 2003, and for the six months ended June 30, 2003, net earnings decreased $260,000. The earnings effect for both the three months and six months were affected by the reversal of the prior $1.1 million accrual from December 2002.

Note 12 - Employee Stock Options

At June 30, 2003, the Company had an employee stock options plan. The Company applied the recognition and measurement principles of APB Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations in accounting for the plan. No compensation expense is reflected in net earnings as all options granted under our stock option plan have an exercise price equal to the market value of the underlying common stock on the date of grant. The options in the plan vest evenly over a three year period. The following table illustrates the effect on net earnings and earnings per share, assuming we had applied the fair value recognition provisions of SFAS No. 123, Accounting for Stock-Based Compensation.

	Three Months Ending June 30,		Six Mo J
	2002	2003	2002
	(In thousands, except per share amounts		
Net earnings:			
As reported	$ 1,853	$ 3,814	$ 3,899
Effect of stock options	120	119	286
Pro forma net earnings	$ 1,733	$ 3,695	$3,613
	======	======	=====
Net earnings per share			
Basic - as reported	$ 0.39	$ 0.80	$ 0.83
Basic - pro forma	$ 0.37	$ 0.78	$ 0.76

-14-

	Three Months Ending June 30,		Six Mo J
	2002	2003	2002
Diluted - as reported	$ 0.38	$ 0.79	$ 0.80
Diluted - pro forma	$ 0.36	$ 0.78	$ 0.75

The above diluted earnings per share calculation excludes 373,500 options that are anti-dilutive for the three months and six months ended June 30, 2003. There were no anti-dilutive options for the three months and six months ended June 30, 2002.

Note 13 - Trust Preferred Payable

The Company issued an $8.0 million variable rate trust preferred security with a maturity in 30 years during the second quarter of 2003 to support the growth of its insurance business, to repay short-term debt and for general corporate purposes. This security requires interest payments on a quarterly basis calculated at a floating rate of LIBOR

+ 4.2%. The securities can be redeemed by the Company commencing in five years. This debt obligation exposes the Company to variability in interest payments due to changes in interest rates.

Management entered into an interest rate swap to manage fluctuations in interest expense resulting from interest rate risk. Under the interest rate swap, the Company receives variable interest payments and makes fixed interest rate payments, thereby creating fixed rate long term debt. The overall effective fixed rate expense as a result of this hedge is 7.1% over the first five years of the obligation. Interest expense for the six months ended June 30, 2003 includes no gains or losses from the interest rate swap. Changes in fair value of the interest rate swap designated as a hedging instrument of the variability of cash flow associated with a floating rate, long-term debt obligation is reported in accumulated other comprehensive income.

-15-

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

General

American Safety Insurance Holdings, Ltd. (the Company or American Safety) is a specialty insurance holding company organized under the laws of Bermuda which, through its subsidiaries, develops, underwrites, manages and markets primary casualty insurance and reinsurance programs in the alternative insurance market in all 50 states for environmental remediation, contracting and other specialty risks. The Company is also the owner/developer of the Harbour Village Golf & Yacht Club (Harbour Village), a residential condominium, marina, par 3 golf course and beach club project in Ponce Inlet, Florida. Unless the context indicates otherwise, all references to the Company or American Safety refer to American Safety Insurance Holdings, Ltd. and its subsidiaries.

The following table sets forth the Company's consolidated revenues:

-16-

	Three Months Ended June 30,		Six Months Ended June 30,	
	2002	2003	2002	2003
			(Dollars in thousands)	
Net Premiums earned:				
Reinsurance:				
General liability	3,451	1,621	6,494	3,408
Program Business	-	57	-	96
	-	--	-	--
Total reinsurance	3,451	1,678	6,494	3,504
Primary insurance:				
Commercial Line	251	-	793	-
Workers' compensation	2,059	1,407	4,361	2,770
Surety	246	105	652	268
General liability	7,291	16,316	13,791	30,340
Program business	1,272	3,240	2,356	7,156
Total primary insurance	11,119	21,068	21,953	40,534

Total net premiums earned	14,570	22,746	28,447	44,038
General liability	7,291	16,316	13,791	30,340
Program business	1,272	3,240	2,356	7,156
Total primary insurance	11,119	21,068	21,953	40,534
Total net premiums earned	14,570	22,746	28,447	44,038
Net investment income	899	1,145	1,875	2,259
Commission and fee income				
Brokerage commission income	38	-	103	-
Management fees from affiliate	76	244	493	522
Total commission and fee income	114	244	596	522
Net realized gains (losses)	(548)	2,889	(466)	3,040
Real estate income	14,897	17,167	33,936	22,597
Other income	37	17	89	31
Total Revenues	$29,969	$44,208	$64,477	$72,487

-17-

The following table sets forth the components of the Company s GAAP combined ratio for the periods indicated:

	Three months ended June 30,		Six months ended June 30,	
	2002	2003	2002	2003
Insurance operations:				
Loss and loss adjustment expense ratio	58.8%	61.0%	61.6%	59.0%
Expense ratio	23.7	25.6	22.9	27.0
Combined ratio	82.5%	86.6%	84.5%	86.0%

Quarter Ended June 30, 2003 Compared to Quarter Ended June 30, 2002

Net Premiums Earned. Net premiums earned increased 56.1% to $22.7 million in the quarter ended June 30, 2003 from $14.6 million in the quarter ended June 30, 2002. The principal factors accounting for the increase were a $7.2 million increase in general liability premiums, and a $2.0 million increase in program business premiums. Net premiums earned for workers compensation, commercial lines, and surety decreased 40.8% to $1.5 million from $2.6 million, which is consistent with the Company s strategy to focus on its more profitable lines of insurance business.

Net Investment Income. Net investment income increased to $1.1 million in the quarter ended June 30, 2003 from $899,000 in the quarter ended June 30, 2002 due to higher levels of invested assets generated from positive cash flows from operations. The average pre-tax yield on investments was 4.4% in the quarter ended June 30, 2002 and 3.9% in the quarter ended June 30, 2003. The average after-tax yield on investments was 3.5% in the quarter ended June 30, 2002 and 3.2% in the quarter ended June 30, 2003.

Brokerage Commission Income and Management Fees. Income from insurance brokerage operations and management fees increased 114.0% from $114,000 in the quarter ended June 30, 2002 to $244,000 in the quarter ended June 30, 2003. This increase in management feesis the result of increased costs allocated to the Company s non-subsidiary risk retention group affiliate.

Net Realized Gains (Losses). Net realized gains (losses) increased from a net loss of $548,000 in the quarter ended June 30, 2002 to a net gain of $2.9 million for the quarter ended June 30, 2003 due to the sale of bonds in the Company s investment portfolio. The Company and its professional investment advisors determined it was prudent for the Company to realize these gains as a result of the current interest rate environment, and also to increase the statutory surplus of its insurance companies.

Real Estate Income. Real estate income at the Harbour Village project increased 15.2% to $17.1 million in the quarter ended June 30, 2003 from $14.9 million in the quarter ended June 30, 2002. This income was realized from the closing of 67 condominium units and 5 boat slips in the quarter ended June 30, 2003 as compared to the closing of 49 condominium units and 20 boat slips in the quarter ended June 30, 2002. See Exhibit 99 included in this Report for further information regarding Harbour Village.

Losses and Loss Adjustment Expenses. Losses and loss adjustment expenses increased 62.2% from $8.6 million in the quarter ended June 30, 2002 to $13.9 million in the quarter ended June 30, 2003 due to increases in earned premiums. The loss ratio increased to 61% in the quarter ended June 30, 2003 from 59% in the quarter ended June 30, 2002 as a result of a change to a reinsurance treaty pursuant to to the settlement of a reinsurance recoverables dispute.

Acquisition Expenses. Policy acquisition expenses increased to $4.3 million for the quarter ended June 30, 2003 from $2.3 million for the quarter ended June 30, 2002, as a result of increased earned premiums. Premium tax expense has decreased to $485,000 from $1.1 million due to lower volumes of direct premiums which are subject to premium taxes.

Payroll and Other Expenses. Payroll and other expenses increased 2.4% from $3.8 million in the quarter ended June 30, 2002 to $3.9 million in the quarter ended June 30, 2003 due to higher legal expenses associated with the arbitration proceedings with Berkley Insurance Company.

Real Estate Expenses. Real estate expenses associated with Harbour Village increased from $12.5 million in the quarter ended June 30, 2002 to $16.7 million in the quarter ended June 30, 2003. Of the $16.7 million of costs recognized during the quarter ended June 30, 2003, $15.5 million were previously capitalized variable costs related to the sale of condominium units and boat slips, and the remaining $1.3 million were fixed costs of the project, which includes advertising and other administration costs. Of the $12.5 million of costs recognized during the quarter ended June 30, 2002, $11.6 million was previously capitalized variable costs related to the sale of condominium units and boat slips and the remaining $850,000 were fixed costs of the project, which includes advertising and other administration costs. See Exhibit 99 included in this Report for further information regarding Harbour Village.

Expense Due to Rescission. Expense due to rescission litigation was $61,000 for the quarter ended June 30, 2003 as compared to $143,000 for the quarter ended June 30, 2002. All of these expenses were litigation related.

Income Taxes. Federal and state income taxes increased to $1.6 million in the quarter ended June 30, 2003 from $882,000 in the quarter ended June 30, 2002 due to higher levels of income in the Company s U.S. insurance and real estate operations. Taxes also increased due to higher realized gains on investments.

Net Earnings. Net earnings after tax increased 105.8% to $3.8 million for the quarter ended June 30, 2003 from $1.9 million for the quarter ended June 30, 2002, which is detailed as follows:

	Quarter Ended June 30, 2002	Quarter Ended June 30, 2003
Insurance Operations	$ 994	$ 1,602
Real Estate Operations	1,419	283
Other, including realized gains (losses).	(560)	1,929
Net Earnings	$ 1,853	$ 3,814
	=====	=====

Six Months Ended June 30, 2003 Compared to Six Months ended June 30, 2002

Net Premiums Earned. Net premiums earned increased 54.8% to $44.0 million in the six months ended June 30, 2003 from $28.4 million in the six months ended June 30, 2002. The principal factors accounting for the increase were a $13.5 million increase in general liability premiums, and a $4.8 million increase in program business premiums. Net premiums earned for workers compensation, commercial lines, and surety decreased 91.1% to $3.0 million from $5.8 million, which is consistent with the Company s strategy to focus on its more profitable lines of insurance business.

Net Investment Income. Net investment income increased to $2.3 million in the six months ended June 30, 2003 from $1.9 million in the six months ended June 30, 2002 due to higher levels of invested assets generated from positive cash flows from operations. The average pre-tax yield on investments was 4.5% in the six months ended June 30, 2002 and 4.2% in the six months ended June 30, 2003. The average after-tax yield on investments was 3.3% in the six months ended June 30, 2002 and 3.2% in the six months ended June 30, 2003.

Brokerage Commission Income and Management Fees. Income from insurance brokerage operations and management fees decreased 12.4% from $596,000 in the six months ended June 30, 2002 to $522,000 in the six months ended June 30, 2003. This decrease is the result of lower brokerage income generated by the Company.

Net Realized Gains (Losses). Net realized gains (losses) increased from a net loss of $466,000 in the six months ended June 30, 2002 to a net gain of $3.0 million for the six months ended June 30, 2003 due to the sale of bonds in the Company s investment portfolio. The Company and its professional investment advisers determined it was prudent for the Company to realize these gains as a result of the current interest rate environment, and also to increase the statutory surplus of its insurance companies.

Real Estate Income. Real estate income at the Harbour Village project decreased 33.4% to $22.6 million in the six months ended June 30, 2003 from $33.9 million in the six months ended June 30, 2002. This income was realized from the closing of 77 condominium units and 12 boat slips in the six months ended June 30, 2003 as compared to the closing of 115 condominium units and 55 boat slips in the six months ended June 30, 2002. See Exhibit 99 included in this Report for further information regarding Harbour Village.

Losses and Loss Adjustment Expenses. Losses and loss adjustment expenses increased 48.2% from $17.5 million in the six months ended June 30, 2002 to $26.0 million in the six months ended June 30, 2003 due to increases in earned premiums. The loss ratio decreased to 59% in the six months ended June 30, 2003 from 62% in the six months ended June 30, 2002, as a result of decreased earned premium in commercial lines, surety, and workers compensation lines of business.

Acquisition Expenses. Policy acquisition expenses increased to $8.4 million for the six months ended June 30, 2003 from $4.7 million for the six months ended June 30, 2002, as a result of increased earned premiums. Premium tax expense has decreased to $300,000 from $1.7 million due to lower volumes of direct premiums which are subject to premium taxes.

Payroll and Other Expenses. Payroll and other expenses increased 20.3% from $7.0 million in the six months ended June 30, 2002 to $8.4 million in the six months ended June 30, 2003 due to legal expenses associated with the arbitration proceedings with Berkley Insurance Company.

Real Estate Expenses. Real estate expenses associated with Harbour Village decreased from $29.2 million in the six months ended June 30, 2002 to $22.9 million in the six months ended June 30, 2003. Of the $22.9 million of costs recognized during the six months ended June 30, 2003, $20.6 million were previously capitalized variable costs related to the sale of condominium units and boat slips, and the remaining $2.3 million were fixed costs of the project, which includes advertising and other administration costs. Of the $29.2 million of costs recognized during the six months ended June 30, 2002, $27.5 million was previously capitalized variable costs related to the sale of condominium units and boat slips and the remaining $1.7 million were fixed costs of the project, which includes advertising and other administration costs. See Exhibit 99 included in this Report for further information regarding Harbour Village.

Expense Due to Rescission. Expense due to rescission litigation was $145,000 for the six months ended June 30, 2003 as compared to $354,000 for the six months ended June 30, 2002. All of these expenses were litigation related.

Income Taxes. Federal and state income taxes decreased to $1.6 million in the six months ended June 30, 2003 from $1.9 million in the six months ended June 30, 2002 due to lower levels of income in the Company s U.S. insurance and real estate operations

Net Earnings. Net earnings after tax increased 29.1% to $5.0 million for the six months ended June 30, 2003 from $3.9 million for the six months ended June 30, 2002.

The Company's net earnings are detailed as follows (in thousands):

	Six Months Ended June 30, 2002	Six Months Ended June 30, 2003
Insurance Operations	$ 1,599	$ 3,225
Real Estate Operations	2,882	(174)
Other, including realized gains (losses).	(582)	1,983
Net Earnings	$ 3,899	$ 5,034
	=====	=====

Liquidity and Capital Resources

The Company historically has met its cash requirements and financed its growth principally through cash flows generated from operations. During the past decade, the Company has operated in a soft market cycle which was characterized by excess insurance capacity and declining insurance premium rates; however, commencing in fiscal year 2000 the Company has operated in a hardening market with increased insurance premium rates for workers compensation and excess and surplus lines. The Company s primary sources of cash flow are proceeds from the sale or maturity of invested assets, premiums written, investment income, income from real estate development sales,

commission income, management fees and reinsurance recoverables from reinsurers. The Company s short-term cash requirements are primarily for claims payments, reinsurance premiums, commissions, salaries, employee benefits, real estate development expenses, other operating expenses, and the purchase of investment securities, which have historically been satisfied from operating cash flows. Due to the uncertainty regarding settlement of unpaid claims, the long-term liquidity requirements of the Company may vary, and the Company has attempted to structure its investment portfolio to take into account the historical payout patterns. The Company also purchases reinsurance to mitigate the effect of large claims and to help stabilize demands on its liquidity. Management believes that the Company s current cash flows are sufficient for the short-term needs of its insurance business and the Company s invested assets are sufficient for the long-term needs of its insurance business.

On a consolidated basis, net cash provided from operations was $6.4 million for the six months ended June 30, 2002 and $31.9 million for the six months ended June 30, 2003. The positive cash flows for said periods were primarily attributable to net premiums written, net earnings and real estate sales. Since workers compensation and general liability claims may be paid over an extended period of time, the Company has established loss reserves for such lines of business. The assets supporting the Company s reserves continue to earn investment income until claims payments are made. During the quarter ended June 30, 2003, the Company received $2.7 million from Berkley Insurance Company, which represented payment under reinsurance treaties. The balance of amounts due from Berkley of $13.4 million was received in July 2003, and is not reflected in the cash flow during the second quarter.

Total assets increased from $365.1 million at December 31, 2002 to $416.0 million at June 30, 2003 primarily due to increases in invested assets, cash and reinsurance recoverables. Cash, invested assets, receivables for securities and notes receivable increased from $174.0 million at December 31, 2002 to $214.3 million at June 30, 2003, as a result of increases in fixed maturities, cash, receivables for securities and real estate investments.

American Safety is an insurance holding company whose principal assets are its investment portfolio and its investment in the capital stock of its subsidiaries. American Safety s ability to pay dividends to its shareholders will depend, to a significant degree, on the ability of the Company s subsidiaries to generate earnings from which to pay dividends to American Safety. The jurisdictions in which American Safety and its insurance and reinsurance subsidiaries are domiciled place limitations on the amount of dividends or other distributions payable by insurance companies in order to protect the solvency of insurers.

During the quarter, the Company issued a 30 year trust preferred obligation in the amount of $8.0 million. This obligation bears interest at LIBOR + 4.2% and is payable on a quarterly basis, and can be called solely at the Company s option in five years. The Company also entered into a hedge agreement which sets the interest rate at 7.1% for the first five years.

The Company, through its subsidiary, American Safety Holdings Corp., has a loan facility of $5.0 million, which bears interest at LIBOR plus 2.5%. Currently the Company is paying $375,000 of principal each month plus interest. The outstanding amount of this loan at June 30, 2003 is $1.8 million and should be paid off by the end of 2003.

-22-

Management has planned that Harbour Village will be developed in three Phases with projected completion in 2005. Through June 30, 2003, the Company had outstanding borrowings of $21.5 million from an initial $37 million development and construction loan facility. The estimated completion cost for the remainder of the Harbour Village project is approximately $43.4 million. No assurance can be given, however, as to either future sales activities of the condominium units or the impact of local and national economic conditions on our marketing efforts for the development of the Harbour Village project.

Management believes that the bank credit facility, together with anticipated cash flows from marketing and sales operations, will meet the liquidity needs for the construction and development of the Harbour Village project. There can be no assurance, however, that the amounts available from the Company s sources of liquidity, exclusive of the bank credit facility for the project, will be sufficient or available to meet the Company s future capital needs for the project. See Exhibit 99 for further information regarding Harbour Village.

Income Taxes

American Safety is incorporated under the laws of Bermuda and, under current Bermuda law, is not obligated to pay any taxes in Bermuda based upon income or capital gains. American Safety has received an undertaking from the Minister of Finance in Bermuda pursuant to the provisions of The Exempted Undertakings Tax Protection Act 1966, which exempts American Safety and its shareholders, other than shareholders ordinarily resident in Bermuda, from any Bermuda taxes computed on profits, income or any capital asset, gain or appreciation, or any tax in the nature of estate, duty or inheritance until March 28, 2016. The Company, exclusive of its United States subsidiaries, does not consider itself to be engaged in a trade or business in the United States and accordingly does not expect to be subject to direct United States income taxation. The Company s U.S. subsidiaries are subject to taxation in the United States.

Impact of Inflation

Property and casualty insurance premiums are established before the amounts of losses and loss adjustment expenses are known and therefore before the extent by which inflation may affect such expenses is known. Consequently, the Company attempts, in establishing its premiums, to anticipate the potential impact of inflation. However, for competitive and regulatory reasons, the Company may be limited in raising its premiums consistent with anticipated inflation, in which event the Company, rather than its insureds, would absorb inflation costs. Inflation also affects the rate of investment return on the Company s investment portfolio with a corresponding effect on the Company s investment income.

Combined Ratio

The combined ratio of an insurance company measures only the underwriting results of insurance operations and not the profitability of the overall company. The Company s reported combined ratio for its insurance operations may not provide an accurate indication of the Company s overall profitability from insurance and reinsurance programs due to the exclusion of fee and commission income and expenses generated in related management and agency subsidiaries. Depending on the Company s mix of business going forward, the combined ratio may fluctuate from time to time and may not reflect the overall profitability of the Company's insurance and reinsurance programs.

Reserves

Certain of the Company s insurance policies and reinsurance assumed, including general and pollution liability policies covering environmental remediation, excess and surplus, and workers compensation risks, may be subject to claims brought years after an incident has occurred or the policy period has ended. The Company is required to maintain reserves to cover its estimated liability for losses and loss adjustment expenses with respect to reported and unreported claims incurred. The Company engages an independent internationally recognized actuarial consulting firm to provide reserve studies, rate studies, and opinions. Reserves are estimates at a given time, which are established from actuarial and statistical projections by the Company of the ultimate settlement and administration costs of claims occurring on or prior to such time, including claims that have not yet been reported to the insurer. The establishment of appropriate loss reserves is an inherently uncertain process, and there can be no assurance that the ultimate payments will not materially exceed the Company s reserves.

Forward Looking Statements

This Report contains forward-looking statements within the meaning of United States' securities laws which are intended to be covered by the safe harbors created thereby. Such statements include the Company's estimations of future insurance claims and losses, and the Company's expectations with respect to the outcome of the Principal Management acquisition rescission litigation, and the future profitability and value of the Harbour Village real estate project, as reflected in the Company's consolidated financial statements and Exhibit 99 to this Report. In addition, all statements, other than statements of historical facts, included or incorporated by reference in this Report that address activities, events or developments that the Company expects or anticipates will or may occur in the future constitute forward-looking statements.

Forward-looking statements involve risks and uncertainties which may cause actual results to differ materially, and are subject to change based on various insurance industry factors, including, without limitation, competitive conditions in the insurance industry, levels of new and renewal insurance business, unpredictable developments in loss trends, adequacy and changes in loss reserves, timing or collectibility of reinsurance receivables, market acceptance of new coverages and enhancements, changes in reinsurance costs and availability, potential adverse decisions in litigation and arbitration proceedings, and changes in levels of general business activity and economic conditions. With respect to the development of the Harbour Village project, such forward-looking statements involve risks and uncertainties which may cause actual results to differ materially, and are subject to change based on various real estate development industry factors, including competitive housing conditions in the local market area, risks inherent in real estate development and new construction, increases in construction costs, construction delays, weather, zoning, litigation, changes in interest rates and the availability of mortgage financing for prospective purchasers of condominium units and boat slips, and changes in local and national levels of general business activity and economic conditions. An adverse outcome of the Principal Management acquisition rescission litigation would have a material adverse effect on the financial condition of the Company. See discussion in Part II, Item 1 of this Report as to this material matter.

-24-

Although the Company believes that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could over time prove to be inaccurate and therefore, there can be no assurance that the forward-looking statements included in this Report will themselves prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved. The Company expressly disclaims any obligation to update any forward- looking statements except as required by law.

Item 3. Quantitative and Qualitative Disclosures About Market Risks.

The Company's market risk has not changed materially since December 31, 2002.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this Report, concluded that, as of such date, the Company's disclosure controls and procedures were adequate and effective to ensure that material information relating to the Company (including consolidated subsidiaries) would be made known to them.

Changes in Internal Control

There were no significant changes in the Company's internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that could significantly affect the Company's disclosure controls and procedures subsequent to the date of such evaluation, nor were there any significant deficiencies or material weaknesses in the Company's internal control over financial reporting.

-25-

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

The Company, through its subsidiaries, is routinely a party to pending or threatened litigation in the normal course of or related to its business. Based upon information presently available, in view of legal and other defenses available to the Company s subsidiaries, management does not believe that any pending or threatened litigation or disputes will have any material adverse effect on the Company s financial condition or results of operations except for the following matters.

Principal Management, Inc. et al. In January 2000, the Company acquired (i) the stock of L&W Holdings, Inc. and its wholly-owned subsidiary, RCA Syndicate #1, Ltd., an Illinois licensed insurer operating on the INEX (formerly the Illinois Insurance Exchange), (ii) the stock of Principal Management, Inc., an insurance program development and management company headquartered in Okemos, Michigan, and in a related transaction, the Company also acquired (iii) the stock of Pegasus Insurance, a Cayman Islands licensed insurer. The transactions were structured as stock acquisitions, with the purchase price payable by the Company consisting of $3,500,000 plus 200,000 American Safety common shares and earnout provisions for up to an additional 254,000 American Safety common shares over a five-year period. Of the purchase price, $1,000,000 of cash and 109,086 shares of stock are held by the Company in escrow to secure the obligations of the sellers.

When RCA Syndicate #1, Ltd. filed its 1999 Annual Statement with the Illinois Department of Insurance in March 2000, the Company first became aware that there had been a material adverse change in the business affairs and financial condition of the acquired companies from that represented by the sellers. The Company launched an investigation which disclosed that the insurance claims experience of the acquired companies had been misrepresented and that incurred losses from insurance claims were significantly in excess of the amounts reported in their claims records and their financial statements. As a result, the Company then made written demand upon the selling shareholders of the acquired companies for rescission of the acquisitions, including a return of the purchase price paid for the companies. The Company filed a lawsuit in April 2000 in the United States District Court for the Northern District of Georgia for damages and, alternatively, to rescind the acquisitions based upon the sellers breach of the representations and warranties made concerning the business affairs and financial condition of the acquired companies. The sellers misrepresentations as to the business affairs and financial condition of the acquired companies, and the under-reserving for claims, relate only to the operations of the acquired companies. The sellers/defendants filed several motions for summary judgment opposing the Company s rescission claims. In September 2002, the Court entered an order granting the defendants motions for summary judgment . However, the Court did not rule that the representations and warranties of the defendants in the definitive agreements were correct. The Court also granted the Company s motions for summary judgment on various counterclaims. The Company filed a motion for reconsideration with respect to the Court s order which the Court denied in November 2002. In August 2003, the Company filed a motion requesting the Court certify its previous order granting the defendants motion for summary judgment as final so that the Company can appeal the adverse rulings. If the motion is not granted or the Circuit Court of Appeals does not agree to hear the appeal (before a trial), the remaining issues on the case will be set for trial. Thereafter, the Company will have the right to appeal all adverse rulings in the case.

Berkley Insurance Company. During the fourth quarter of 2001, one of the Company s former reinsurers, Berkley Insurance Company, disputed its obligations under several reinsurance treaties entered into during the soft reinsurance market that existed in 1998 and 1999. Berkley is a subsidiary of W.R. Berkley Corp. (NYSE:BER). As a result of adverse loss experience to the reinsurer from certain lines of business, Berkley has stopped reimbursing the Company for amounts due under such treaties and requested that the Company retroactively consider taking a greater portion of the losses than is required under the treaties or, alternatively, to rescind and reform portions of certain treaties. The Company instituted arbitration proceedings against the reinsurer and the arbitration hearing commenced May 19, 2003. During the first week of the arbitration, the Company settled its reinsurance recoverables dispute with Berkley. As part of the settlement, Berkley agreed to reimburse the Company for all paid losses outstanding as of December 31, 2002, and continue to make payments under reinsurance treaties in the ordinary course of business. In consideration, the Company agreed to modify the terms of a reinsurance treaty and to certain other conditions, including the release of Berkley from its other claims in the arbitration. The settlement is governed by confidentiality undertaken between the parties.

Harbour Village Zoning. On March 2, 2002, the Town of Ponce Inlet filed a petition for declaratory relief in the Circuit Court of Volusia County, Florida seeking clarification that the Company could not construct a building higher than 35 feet on its beachfront parcels in the last phase of the Harbour Village project, although the Town had permitted 30 other buildings in the Town over 35 feet in height, including 10 at the Harbour Village project. The Company s position was that the Town s 1984 ordinance and subsequent development agreements permitted it to construct a beachfront building of up to 70 feet in height in the Harbour Village project. On March 17, 2003, the Court found that a 1983 Town charter amendment limited all buildings in the Town of Ponce Inlet to 35 feet and accordingly ruled that all ordinances and development agreements of the Town adopted since the 1983 charter amendment were beyond the scope of the Town s authority (i.e., ultra vires).

The Company immediately filed a motion for rehearing and upon rehearing on April 11, 2003, the Court vacated its original ruling and issued a new ruling which limited construction of a building no higher than 35 feet on the beachfront parcels. In connection with the rehearing, the Company and the Town of Ponce Inlet agreed to settle pending disputes as to the Company s development plan for the last phase of Harbour Village project and to release all claims against each other. Under the settlement, the Company would (i) continue construction of the 7 story buildings in the Links phase (containing 376 units), (ii) build not more than a 3 story building with condominium units or a beach club on the beachfront parcels, (iii) reduce the Fisherman s Harbour building to a 2 or 3 story commercial center rather than a mixed use 7 story building (planned for 70 units), and (iv) make other accommodations including the payment of $500,000 to the Town.

These changes in the Company s development plans would reduce the size of the Harbour Village project from 809 to 676 condominium units. As a result, the Company has reallocated the common and land costs of the Harbour Village project over such reduced number of condominium units.

-27-

Item 2. Changes in Securities and Use of Proceeds.

Not applicable.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders.

The Company s Annual General Meeting of Shareholders was held on June 20, 2003 in Southampton, Bermuda. Proxies for the Annual General Meeting were solicited by the Board of Directors pursuant to applicable Bermuda law. The Company s shareholders elected Cody W. Birdwell and Thomas W. Mueller as directors to serve three year terms expiring at the Annual General Meeting of Shareholders in 2006. The votes for the directors totaled 4,095,495 and 87,812 votes withheld authority to elect the directors. The Company s shareholders elected Lawrence I. Geneen as a director to serve a two year term expiring at the Annual General Meeting of Shareholders in 2005. The votes for the director totaled 4,094,380 shares and 88,927 votes withheld authority to elect the director. The Company s shareholders approved changing the Company s corporate name to American Safety Insurance Holdings, Ltd. The votes approving Company s corporate name change totaled 4,174,732, with 5,115 votes against and 3,406 votes withheld voting on the resolution. The Company s shareholders approved two amendments to the Directors Stock Award Plan. The votes for the amendments totaled 3,095,828, votes against the amendments totaled 1,082,913, and 4,566 votes withheld voting on the amendments. In addition, the Company s shareholders ratified the reappointment of KPMG LLP as the independent public accountants for the Company s fiscal year ending December 31, 2003. The votes for reappointment totaled 4,158,187, with 21,760 votes against and 3,360 votes abstaining.

Item 5. Other Information.

None.

Item 6. Exhibits and Reports on Form 8-K.

(a) The following exhibits are filed as part of this Repobrt:

Exhibit No.	Description
10.5(b)	First Amendment to the 1998 Director Stock Award Plan
11	Computation of Earnings Per Share
31.1	Certification Pursuant to § 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification Pursuant to § 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification Pursuant to § 302 of the Sarbanes-Oxley Act of 2002
32.2	Certification Pursuant to § 302 of the Sarbanes-Oxley Act of 2002
)	
99	Harbour Village Development Status

b. Reports on Form 8-K.

On June 5, 2003, the Company filed a report on Form 8-K that its wholly owned subsidiary, American Safety Holdings Corp., had completed an $8 million private placement of trust preferred securities, whose payments are guaranteed by the Company. The net proceeds of the offering are to be used to support the growth of the Company s insurance business, to repay short term debt and for general corporate purposes. The Company filed an amendment to the Form 8-K to include an exhibit which was inadvertently omitted.

On June 30, 2003, the Company filed a report on Form 8-K regarding the approval by its shareholders to change the Company s corporate name to American Safety Insurance Holdings, Ltd. at its Annual General Meeting of Shareholders held June 20, 2003.

On July 7, 2003, the Company filed a report on Form 8-K regarding the settlement of its reinsurance recoverables dispute with Berkley Insurance Company during arbitration. As part of the settlement, Berkley Insurance Company agreed to reimburse the Company for all paid losses outstanding as of December 31, 2002, and continue to make payments under reinsurance treaties in the ordinary course of business. In consideration, the Company agreed to modify the terms of a reinsurance treaty and to certain other conditions, including the release of Berkley Insurance Company from its other claims in the arbitration. The settlement is governed by confidentiality undertaken between the parties.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 14th day of August 2003.

American Safety Insurance Holdings, Ltd.

By: /s/ Stephen R. Crim
Stephen R. Crim
President and Chief Executive Officer

By: /s/ Steven B. Mathis
Steven B. Mathis
Chief Financial Officer
(Principal Financial Officer)

Exhibit 10.5(b)

FIRST AMENDMENT TO THE
AMERICAN SAFETY INSURANCE HOLDINGS, LTD.
1998 DIRECTOR STOCK AWARD PLAN

This First Amendment is made effective as of June 20, 2003 by American Safety Insurance Holdings, Ltd. (the "Company").

The Company maintains a 1998 Director Stock Award Plan (the Plan) which is hereby amended pursuant to Section 14 of the Plan following action by the Board of Directors and approval by the shareholders of the Company as follows:

All references in the Plan to American Safety Insurance Group, Ltd. shall be changed to American Safety Insurance Holdings, Ltd. as the Company has changed its corporate name.

The first sentence of Section 4(a) of the Plan is hereby amended by deleting the words grant of $5,000 and substituting in lieu thereof the words grant of $15,000.

The first sentence of Section 4(c) of the Plan is hereby amended by deleting the words 30,000 Common Shares and substituting in lieu thereof the words 100,000 Common Shares .

Except as specifically amended hereby, the Plan shall remain in full force and effect.

IN WITNESS WHEREOF, the Company has caused this First Amendment to the Plan to be executed as of the day and year first above written.

American Safety Insurance Holdings, Ltd.

By: /s/ Stephen R. Crim
Chief Executive Officer and President

Exhibit 11
American Safety Insurance Holdings, Ltd. and subsidiaries
Computation of Earnings Per Share

	Three Months Ended		Six Mon
	June 30, 2002	June 30, 2003	June 30, 2002
Basic:			
Earnings available to common shareholders........................	$1,853,396	$ 3,813,916	$ 3,898,927
Weighted average common shares outstanding.........................	4,743,803	4,739,888	4,724,263
Basic earnings per common shares ...	$ .39	$ .80	$ .83
Diluted:			
Earnings available to common shareholders..........................	$1,853,396	$3,813,916	$3,898,927
Weighted average common shares outstanding...........................	4,743,803	4,739,888	4,724,263
Weighted average common shares equivalents associated with options....	139,096	74,328	151,416
Total weighted average common shares................................	4,882,899	4,814,216	4,875,679
Diluted earnings per common shares..............................	$ .38	$ .79	$ .80

Exhibit 31.1

Certification Pursuant to § 302 of the Sarbanes-Oxley Act of 2002

I, Stephen R. Crim, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American Safety Insurance Holdings, Ltd.;

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

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

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

   a. designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;

   b. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and

   c. designed in this Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

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

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: August 14, 2003

/s/ Stephen R. Crim
Stephen R. Crim
Chief Executive Officer
American Safety Insurance Holdings,

Exhibit 31.2

Certification Pursuant to § 302 of the Sarbanes-Oxley Act of 2002

I, Steven B. Mathis, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American Safety Insurance Holdings, Ltd.;

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

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

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

    a. designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;

    b. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and

    c. designed in this Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

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

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: August 14, 2003

/s/ Steven B. Mathis
Steven B. Mathis
Chief Financial Officer
American Safety Insurance Holdings,

Exhibit 32.1

Certification Pursuant to & Begin Table Head -->

	Three months ended December 31, 2004	Three months ended December 31, 2003	Six Months ended December 31, 2004	Six Months ended December 31, 2003
Net income	$96,145	$253,030	$190,302	$339,898
Other comprehensive income (loss):				
Foreign currency translation adjustment (net of income tax effect of $2,300, $802, $2,767 and $79, respectively)	3,833	1,336	4,611	131
Comprehensive income	$99,978	$254,366	$194,913	$340,029

8. EARNINGS PER SHARE

In accordance with Statement of Financial Accounting Standard No. 128, Earnings per Share, the following table sets forth the computation of basic and diluted earnings per share (in thousands except per share amounts):

	Three Months Ended December 31, 2004	Three Months Ended December 31, 2003	Six Months Ended December 31, 2004	Six Months Ended December 31, 2003
Numerator:				
Numerator for earnings per share (basic) - Income available to common stockholders	$ 96,145	$ 253,030	$ 190,302	$ 339,838
Effect of dilutive securities:				
Interest on 3.5% convertible debt, net of income tax		2,055		4,109
Numerator for diluted earnings per share - Income available to common stockholders	$ 96,145	$ 255,085	$ 190,302	$ 343,947
Denominator:				
Weighted average shares outstanding (basic)	128,619	131,001	128,283	132,087
Effect of dilutive securities:				
3.5% convertible debt		7,298		7,298
Stock options	3,314	3,581	3,218	3,504
Total potential common shares	3,314	10,879	3,218	10,802
Denominator for earnings per share assuming dilution	131,933	141,880	131,501	142,889
Earnings per share (basic)	$ 0.75	$ 1.93	$ 1.48	$ 2.57

Earnings per share assuming dilution	$	0.73	$	1.80	$	1.45	$	2.41

Table of Contents

AFFILIATED COMPUTER SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

9. SEGMENT INFORMATION

During fiscal year 2004, as the result of the sale of the majority of our Federal business, we combined our State and Local Government and Federal segments into our Government segment. Prior period reporting has been restated to conform to the new segment reporting.

The following is a summary of certain financial information by reportable segment (in thousands):

	Government	Commercial	Corporate	Consolidated
Three months ended December 31, 2004				
Revenues (a)	$ 542,543	$ 484,743	$	$ 1,027,286
Operating expenses (excluding depreciation and amortization)	424,586	379,503	12,687	816,776
Depreciation and amortization	20,487	34,623	476	55,586
Operating income	$ 97,470	$ 70,617	$ (13,163)	$ 154,924
Three months ended December 31, 2003				
Revenues (a)	$ 600,611	$ 397,268	$	$ 997,879
Operating expenses (excluding depreciation and amortization)	516,149	308,678	12,201	837,028
Gain on sale of business	(284,346)			(284,346)
Depreciation and amortization	17,199	24,492	525	42,216
Operating income	$ 351,609	$ 64,098	$ (12,726)	$ 402,981
Six months ended December 31, 2004				
Revenues (a)	$ 1,094,062	$ 979,406	$	$ 2,073,468
Operating expenses (excluding depreciation and amortization)	864,546	764,272	24,780	1,653,598
Depreciation and amortization	39,962	68,951	992	109,905
Operating income	$ 189,554	$ 146,183	$ (25,772)	$ 309,965
Six months ended December 31, 2003				
Revenues (a)	$ 1,297,394	$ 737,120	$	$ 2,034,514
Operating expenses (excluding depreciation and amortization)	1,091,795	571,428	25,100	1,688,323
Gain on sale of business	(284,346)			(284,346)
Depreciation and amortization	35,590	46,941	1,096	83,627

Operating income	$ 454,355	$ 118,751	$ (26,196)	$ 546,910

(a) Revenues in our Government segment include revenues from operations divested during fiscal year 2004 of $67.7 million for the three months ended December 31, 2003, and $0.6 million and $245.2 million for the six months ended December 31, 2004 and 2003, respectively. Revenues in our Commercial segment include revenues from operations divested during fiscal year 2004 of $1.8 million and $6.9 million for the three and six months ended December 31, 2003, respectively.

AFFILIATED COMPUTER SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

10. COMMITMENTS AND CONTINGENCIES

One of our subsidiaries, ACS Defense, LLC, and several other government contractors received a grand jury document subpoena issued by the U.S. District Court for the District of Massachusetts in October 2002. The subpoena was issued in connection with an inquiry being conducted by the Antitrust Division of the U.S. Department of Justice (DOJ). The inquiry concerns certain IDIQ (Indefinite Delivery Indefinite Quantity) procurements and their related task orders, which occurred in the late 1990s at Hanscom Air Force Base in Massachusetts. Our revenue from the contracts that we believe to be the focus of the DOJ s inquiry was approximately $17.2 million for the fiscal year ended June 30, 2004, representing approximately 0.4% of our revenue for fiscal year 2004. In February 2004, we sold the contracts associated with the Hanscom Air Force Base relationship to ManTech International Corporation; however, we have agreed to indemnify ManTech with respect to this DOJ investigation. We understand that the DOJ is continuing its investigation, but we have no information as to when the DOJ will conclude this process. We have cooperated with the DOJ in producing documents in response to the subpoena, and our internal investigation and review of this matter through outside legal counsel will continue through the conclusion of the DOJ investigatory process. We are unable to express an opinion as to the likely outcome of this matter at this time.

Another of our subsidiaries, ACS State & Local Solutions, Inc. (ACS SLS), and a teaming partner of this subsidiary, Tier Technologies, Inc. (Tier), received a grand jury document subpoena issued by the U.S. District Court for the Southern District of New York in May 2003. The subpoena was issued in connection with an inquiry being conducted by the Antitrust Division of the DOJ. The inquiry concerns the teaming arrangements between ACS SLS and Tier on child support payment processing contracts awarded to ACS SLS, and Tier as a subcontractor to ACS SLS, in New York, Illinois and Ohio. Effective June 30, 2004, Tier was no longer a subcontractor to us in Ohio. Our revenue from the contracts for which Tier was a subcontractor was approximately $67 million in fiscal year 2004 and approximately $18.6 million for the six months ended December 31, 2004, representing approximately 1.6% and 0.9% of our fiscal year 2004 and the first six months of fiscal year 2005 revenues, respectively. Our teaming arrangement also contemplated the California child support payment processing request for proposals, which was issued in late 2003; however, we did not enter into a teaming agreement with Tier for the California request for proposals. Based on Tier s filings with the Securities and Exchange Commission, we understand that on November 20, 2003 the DOJ granted conditional amnesty to Tier in connection with this inquiry pursuant to the DOJ s Corporate Leniency Policy. The policy provides that the DOJ will not bring any criminal charges against Tier as long as it continues to fully cooperate in the inquiry (and makes restitution payments if it is determined that parties were injured as a result of impermissible anticompetitive conduct). We understand that the DOJ is continuing its investigation, but we have no information as to when the DOJ will conclude this process. We have cooperated with the DOJ in producing documents in response to the subpoena, and our internal investigation and review of this matter through outside legal counsel will continue through the conclusion of the DOJ investigatory process. We are unable to express an opinion as to the likely outcome of this matter at this time.

On January 30, 2004, the Florida Agency for Workforce Innovation s (AWI) Office of Inspector General (OIG) issued a report that reviewed 13 Florida workforce regions, including Dade and Monroe counties, and noted concerns related to the accuracy of customer case records maintained by our local staff. Our total revenue generated from the Florida workforce services amounts to approximately 1% of our total fiscal year 2004 revenue. In March 2004, we filed our response to the OIG report. On May 20, 2004, at a meeting of the Workforce Florida, Inc. (WFI) Board of Directors which was attended by representatives of ACS SLS, which is our subsidiary performing these services, a representative of WFI, which is the principal workforce policy organization for the State of Florida and oversees and monitors the administration of the State s workforce policy as well as the programs and services carried out by regional workforce boards and AWI, indicated that WFI did not see a systemic problem with the performance of these workforce services by ACS SLS and that it considered the issue closed. There were also certain contract billing issues that arose during the course of our performance of our workforce contract in Dade County, Florida, which ended in June 2003. However, during the first quarter of fiscal year 2005, we settled all financial issues with Dade County with respect to our workforce contract with that county and the settlement is fully reflected in our results of operations for the first quarter of fiscal year 2005. We were also advised in February 2004 that the SEC is conducting an informal investigation into the matters covered by the OIG s report. On March 22, 2004, ACS SLS received a grand jury document subpoena issued by the U.S. District Court for the Southern District of Florida. The subpoena was issued in connection with an inquiry being conducted by the DOJ and the Inspector General s Office of the U.S. Department of Labor (DOL) into the subsidiary s workforce contracts in Dade and Monroe counties in Florida, which also expired in June 2003, and which were included in the OIG s report. On August 25, 2004, ACS SLS received a grand jury document subpoena issued by the U.S. District Court for the Middle District of Florida in connection with an inquiry being conducted by the DOJ and the Inspector General s Office of the DOL. The subpoena relates to a workforce contract in Pinellas County in Florida for the period from January 1999 to the contract s expiration in March 2001, which was prior to our acquisition of this business from Lockheed Martin Corporation in August 2001. Further, we settled a civil lawsuit with Pinellas County in December 2003 with respect to claims related to services rendered to Pinellas County by

10

AFFILIATED COMPUTER SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Lockheed Martin Corporation prior to our acquisition of ACS SLS (those claims having been transferred with ACS SLS as part of the acquisition), and the settlement resulted in Pinellas County paying ACS SLS an additional $600,000. We are continuing our internal investigation of these matters through outside legal counsel and we are continuing to cooperate with the DOJ, the SEC and DOL to produce documents in connection with their investigations. At this stage of these investigations, we are unable to express an opinion as to their likely outcome. We anticipate that we may receive additional subpoenas for information in other Florida Workforce regions as a result of the AWI report issued in January 2004.

Certain contracts, primarily in our Government segment, require us to provide a surety bond or a letter of credit as a guarantee of performance. As of December 31, 2004, $288.2 million of outstanding surety bonds and $84.7 million of our outstanding letters of credit secure our performance of contractual obligations with our clients. In general, we would only be liable for the amount of these guarantees in the event of default in the performance of our obligations under each contract, the probability of which we believe is remote. In addition, we had approximately $12.5 million of letters of credit which secure our casualty insurance programs. We believe that we have sufficient capacity in the surety markets and liquidity from our cash flow and our Credit Facility to respond to future requests for proposals.

We are obligated to make certain contingent payments to former shareholders of acquired entities upon satisfaction of certain contractual criteria. As of December 31, 2004, the maximum aggregate amount of the outstanding contingent obligations is approximately $87.1 million. Upon satisfaction of the specified contractual criteria, any such payment would result primarily in a corresponding increase in goodwill. During the first six months of fiscal year 2005, we paid $0.4 million and accrued an additional $4 million, which was paid in January 2005, related to these obligations.

We have indemnified Lockheed Martin Corporation against certain specified claims from certain pre-sale litigation, investigations, government audits and other issues related to the sale of the majority of our Federal business to Lockheed Martin Corporation in fiscal year 2004. Our maximum exposure under these indemnifications is $85 million; however, we believe the actual exposure to be significantly less. As of December 31, 2004, other accrued liabilities includes a reserve for these claims in an amount we believe to be adequate at this time.

Our Education Services business, which is included in our Commercial segment, performs third party student loan servicing in the Federal Family Education Loan program (FFEL) on behalf of various financial institutions. We service these loans for investors under an outsourcing arrangement and do not acquire any servicing rights that are transferable by us to a third party. At December 31, 2004, we serviced a FFEL portfolio of approximately 1.6 million loans with an outstanding principal balance of approximately $20 billion. Some servicing agreements contain provisions that, under certain circumstances, require us to purchase the loans from the investor if the loan guaranty has been permanently terminated as a result of a loan default caused by our servicing error. If defaults caused by us are cured during an initial period, any obligation we may have to purchase these loans expires. Loans that we purchase may be subsequently cured, the guaranty reinstated and then we repackage the loans for sale to third parties. We evaluate our exposure under our purchase obligations on defaulted loans and establish a reserve for potential losses, or default liability reserve, through a charge to the provision for loss on defaulted loans purchased. The reserve is evaluated periodically and adjusted based upon management s analysis of the historical performance of the defaulted loans. As of December 31, 2004, other accrued liabilities includes a reserve for these claims in an amount we believe to be adequate at this time.

In June 2004, the Mississippi Department of Environmental Quality (MDEQ) issued a Notice of Violation to ACS Image Solutions, Inc., one of our subsidiaries, that alleged noncompliance with the Clean Water Act and the Federal

Resource Conservation and Recovery Act. On September 20, 2004, we agreed to settle this matter with the MDEQ for $150,000. We have closed the specific operation whose activities resulted in this notice.

In April 2004, we were awarded a contract by the North Carolina Department of Health and Human Services (DHHS) to replace and operate the North Carolina Medicaid Management Information System (NCMMIS). Prior to DHHS award of the contract, our proposal was reviewed and approved by the State of North Carolina s Information Technology Services group and the Federal Center for Medicare and Medicaid Services. Two competitors protested the contract award. In considering the protests, DHHS again reviewed our proposal and determined that our technical solutions did, in fact, comply with all technical requirements and denied protests on June 3, 2004. Electronic Data Systems (EDS) protested the denial. On January 12, 2005, an administrative law judge made a non-binding recommendation to sustain EDS protest of the contract between us and the DHHS. The non-binding recommendation was issued to the North Carolina State Chief Information Officer (CIO), Office of Technology Services, who will make the final decision on the protest after DHHS, ACS, and EDS have each had an opportunity

11

Table of Contents

AFFILIATED COMPUTER SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

to file exceptions and proposals and to present arguments to the CIO. Notwithstanding the reviews, approvals, and decisions in awarding the contract and in considering the protests, the administrative law judge based his recommendation on his assessment that our technical solution did not fully comply with the DHHS technical standards for proposals. We intend to vigorously pursue affirmation of DHHS contract award. DHHS has instructed us to continue performance of our services under the contract.

In addition to the foregoing, we are subject to certain other legal proceedings, inquiries, claims and disputes, which arise in the ordinary course of business. Although we cannot predict the outcomes of these other proceedings, we do not believe these other actions, in the aggregate, will have a material adverse effect on our financial position, results of operations or liquidity.

11. NEW ACCOUNTING PRONOUNCEMENTS

Please refer to our discussion of SFAS 123(R) in Note 2.

On October 22, 2004, the President signed into law the American Jobs Creation Act of 2004 (the Act). The Act creates a temporary incentive for U.S. corporations to repatriate accumulated income earned abroad by providing an 85% dividends received deduction for certain dividends from controlled foreign corporations. FASB Staff Position 109-2 Accounting and Disclosure Guidance for the Foreign Earnings Repatriation Provision within the American Jobs Creation Act of 2004 allows companies additional time beyond that provided in Statement of Financial Accounting Standards No. 109 Accounting for Income Taxes to determine the impact of the Act on its financial statements and provides guidance for the disclosure of the impact of the Act on the financial statements. At June 30, 2004, cumulative undistributed earnings of non-U.S. subsidiaries for which U.S. taxes have not been recorded totaled $16.8 million. This incentive is available to us until June 30, 2006. The 85% dividends received deduction is subject to a number of limitations, and we have not yet decided whether, or to what extent, we might repatriate foreign earnings that have not yet been remitted to the U.S. We will continue to monitor our international activities.

12. SUBSEQUENT EVENTS

On January 27, 2005, we completed the acquisition of Superior Consultant Holdings Corporation (Superior), acquiring all of the issued and outstanding shares of Superior by virtue of a cash tender offer, which was completed on January 25, 2005, and subsequent short-form merger of ACS Merger Corp. with and into Superior at a purchase price of $8.50 per share. Superior provides information technology consulting and business process outsourcing services and solutions to the healthcare industry. The transaction was valued at approximately $120.5 million (including payment of approximately $106 million for issued and outstanding shares, options, and warrants and additional amounts for debentures and other payments) plus related transaction costs and was funded from borrowings under our Credit Facility. We believe this acquisition expands our provider healthcare subject matter expertise, as well as providing experience with most major hospital information systems and additional healthcare management talent.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

All statements in this Management s Discussion and Analysis of Financial Condition and Results of Operations that are not based on historical fact are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and the provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (which Sections were adopted as part of the Private Securities Litigation Reform Act of 1995). While management has based any forward-looking statements contained herein on its current expectations, the information on which such expectations were based may change. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of risks, uncertainties, and other factors, many of which are outside of our control that could cause actual results to materially differ from such statements. Such risks, uncertainties, and other factors include, but are not necessarily limited to, those set forth under the caption Risks Related to our Business. In addition, we operate in a highly competitive and rapidly changing environment, and new risks may arise. Accordingly, investors should not place any reliance on forward-looking statements as a prediction of actual results. We disclaim any intention to, and undertake no obligation to, update or revise any forward-looking statement.

We report our financial results in accordance with generally accepted accounting principles in the United States (GAAP). However, we believe that certain non-GAAP financial measures and ratios, used in managing our business, may provide users of this financial information with additional meaningful comparisons between current results and prior reported results. Certain of the information set forth herein and certain of the information presented by us from time to time (including free cash flow and internal revenue growth) may constitute non-GAAP financial measures within the meaning of Regulation G adopted by the Securities and Exchange Commission (SEC). We have presented herein and we will present in other information we publish that contains any of these non-GAAP financial measures a reconciliation of these measures to the most directly comparable GAAP financial measure. The presentation of this additional information is not meant to be considered in isolation or as a substitute for comparable amounts determined in accordance with GAAP.

GENERAL

We are a Fortune 500 and S&P 500 company with approximately 47,000 people providing business process and information technology outsourcing solutions to commercial and government clients. Our clients have time-critical, transaction-intensive business and information processing needs, and we typically service these needs through long-term contracts.

During the quarter ended December 31, 2004, we signed contracts with new clients and incremental business with existing clients representing $226.8 million of annualized recurring revenue and $1.1 billion in total contract value. The Government segment contributed 25% of the new contract signings (based on annual recurring revenues), including contracts with the New Jersey Department of Human Services to serve as the health benefits coordinator of Medicaid Managed Care Programs supporting New Jersey s Medicaid and the State Children s Health Insurance programs. The Commercial segment contributed 75% of the new contract signings (based on annual recurring revenues), including contracts with Chubb Corporation to provided information technology infrastructure and human resource services, and Symetra to provide information technology infrastructure services and a range of cross-functional and business process outsourcing solutions. While there are no third party standards or requirements governing the calculation of new business signings, we define new business signings as recurring revenue from new contracts, including the incremental portion of renewals, signed during the period and represents the estimated annual recurring revenues, as measured under GAAP, to be recorded under that contract after full implementation of our services. While there are no third party standards or requirements governing the calculation of total contract value, we define total contract value as the estimated total revenues from contracts signed during the period and represents estimated total revenue over the term of the contract, as measured under GAAP.

In July 2004, we acquired Heritage Information Systems, Inc. (Heritage). Heritage provides clinical management and pharmacy cost containment solutions to 14 state Medicaid programs, over a dozen national commercial insurers and Blue Cross Blue Shield licensees and some of the largest employer groups in the country. The transaction was valued at approximately $23.1 million plus related transaction costs, excluding contingent consideration of up to $17 million maximum based upon future financial performance, and was funded from borrowings under our Prior Facility and cash on hand. The purchase price was allocated to assets acquired and liabilities assumed based on estimated fair value as of the date of acquisition. We acquired assets of $26.6 million and assumed liabilities of $3.5 million. We recorded $14.3 million in goodwill, which is deductible for income tax purposes, and intangible assets of $2.4 million. The $2.4 million of intangible assets are attributable to customer relationships and non-compete agreements with useful lives of five years. We believe this acquisition enhances our clinical management and cost containment service offerings. The operating results of the acquired business are included in our financial statements in the Government segment from the effective date of the acquisition, July 1, 2004.

In August 2004, we acquired BlueStar Solutions, Inc. (BlueStar), an information technology outsourcer specializing in applications management of packaged enterprise resource planning and messaging services. The transaction was valued at approximately $73.5 million, plus related transaction costs. The transaction value includes $6.4 million attributable to the 9.2% minority interest we held in

BlueStar prior to the acquisition; therefore, the net purchase price was approximately $67.1 million. Of this amount, approximately $61 million was paid to former BlueStar shareholders by December 31, 2004 and was funded from borrowings under our credit facilities and cash on hand. The remaining purchase price of $6 million will be paid in the first quarter of fiscal year 2006. The purchase price was allocated to assets acquired and liabilities assumed based on estimated fair value as of the date of acquisition. We acquired assets of $97.8 million and assumed liabilities of $30.7 million. We recorded goodwill of $38.3 million, which is not deductible for income tax purposes, and intangible assets of $11.6 million. The $11.6 million of intangible assets are attributable to customer relationships with a useful life of seven years. We believe that the acquisition of BlueStar improves our existing information technology services with the addition of applications management and messaging services. The operating results of the acquired business are included in our financial statements in the Commercial segment from the effective date of the acquisition, August 26, 2004. Our consolidated balance sheet as of December 31, 2004 reflects the preliminary allocation of the purchase price to the assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition. Additional analysis is being performed with regard to our ability to utilize BlueStar s pre-acquisition net operating loss carryovers in the post-acquisition tax years. As a result, the purchase price allocated to the initial deferred tax asset of $29.2 million, primarily related to net operating losses acquired, may be adjusted in future periods if necessary.

In April 2004, we were awarded a contract by the North Carolina Department of Health and Human Services (DHHS) to replace and operate the North Carolina Medicaid Management Information System (NCMMIS). Prior to DHHS award of the contract, our proposal was reviewed and approved by the State of North Carolina s Information Technology Services group and the Federal Center for Medicare and Medicaid Services. Two competitors protested the contract award. In considering the protests, DHHS again reviewed our proposal and determined that our technical solutions did, in fact, comply with all technical requirements and denied protests on June 3, 2004. Electronic Data Systems (EDS) protested the denial. On January 12, 2005, an administrative law judge made a non-binding recommendation to sustain EDS protest of the contract between us and the DHHS. The non-binding recommendation was issued to the North Carolina State Chief Information Officer (CIO), Office of Technology Services, who will make the final decision on the protest after DHHS, ACS, and EDS have each had an opportunity to file exceptions and proposals and to present arguments to the CIO. Notwithstanding the reviews, approvals, and decisions in awarding the contract and in considering the protests, the administrative law judge based his recommendation on his assessment that our technical solution did not fully comply with the DHHS technical standards for proposals. We intend to vigorously pursue affirmation of DHHS contract award. DHHS has instructed us to continue performance of our services under the contract.

In November 2003, we completed the sale of a majority of our Federal government business to Lockheed Martin Corporation (the Divested Federal Business) for approximately $649.4 million, which included a cash payment of $586.5 million at closing and $70 million payable pursuant to a five-year non-compete agreement, less a working capital settlement of $7.1 million paid in the third quarter of fiscal year 2004. Assets sold were approximately $346.8 million and liabilities assumed by Lockheed Martin Corporation were approximately $67.9 million, both of which were primarily in the Government segment. We recognized a pretax gain of $284.3 million ($181.7 million, net of income tax) in the second quarter of fiscal year 2004. We incurred $9.8 million ($6.2 million, net of income tax) for compensation costs associated with former Federal employees, which is reflected in wages and benefits in the second quarter of fiscal year 2004. As of September 30, 2003, we classified as held-for-sale those assets and liabilities related to that portion of our Federal business we expected to dispose of in the sale. Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets requires that depreciation and amortization of long-lived assets held for sale be suspended during the holding period prior to sale. Accordingly, we suspended depreciation and amortization in the amount of $4.3 million ($2.7 million, net of income tax) and $1.9 million ($1.2 million, net of income tax) in the first and second quarters of fiscal year 2004, respectively, related to those long-lived assets sold. We also completed the sale of two other small contracts during fiscal year 2004. Revenues in our Government segment include revenues from operations divested through June 30, 2004 (primarily the

Divested Federal Business) of $67.7 million for the three months ended December 31, 2003, and $0.6 million and $245.2 million for the six months ended December 31, 2004 and 2003, respectively. Revenues in our Commercial segment include revenues from operations divested as of June 30, 2004 (primarily the Divested Federal Business) of $1.8 million and $6.9 million for the three and six months ended December 31, 2003, respectively. The sale of the Divested Federal Business to Lockheed Martin Corporation allows us to focus on our business process and information technology outsourcing service offerings in the commercial, state and local, and Federal education and healthcare markets.

Table of Contents

In 2001, we were awarded a contract by the Georgia Department of Community Health (DCH) to develop, implement and operate a system to administer health benefits to Georgia Medicaid recipients as well as state government employees (the Georgia Contract). This system development project was large and complex and anticipated the development of a system that would process both Medicaid and state employee claims. The Medicaid phase of this project was implemented on April 1, 2003. Various disputes arose because of certain delays and operational issues that were encountered in this phase. During the second quarter of fiscal year 2004, in connection with a settlement in principle, we recorded a $6.7 million reduction in revenue resulting from the change in our percentage-of-completion estimates primarily as a result of the termination of Phase II of the contract, a charge of $2.6 million to services and supplies associated with the accrual of wind-down costs associated with the termination of Phase II and an accrual of $10 million in other operating expenses to be paid to DCH pursuant to the settlement which was paid in the first quarter of fiscal year 2005. On July 21, 2004 we entered into a definitive settlement agreement with the DCH to settle these disputes. The terms of the definitive settlement, which were substantially the same as those announced in January 2004, include the $10 million payment by us to DCH; a payment by DCH to us of $9 million in system development costs; escrow of $11.8 million paid by DCH, with $2.4 million of the escrowed funds to be paid to us upon completion of an agreed work plan ticket and reprocessing of July 2003 June 2004 claims, and the remaining $9.4 million of escrowed funds to be paid to us upon final certification of the system by the Center for Medicare/Medicaid Services, the governing Federal regulatory agency; cancellation of Phase II of the contract; and an agreement to settle outstanding operational invoices resulting in a payment to us of over $8.2 million and approximately $7 million of reduction in such invoices.

SUBSEQUENT EVENT

On January 27, 2005, we completed the acquisition of Superior Consultant Holdings Corporation (Superior), acquiring all of the issued and outstanding shares of Superior by virtue of a cash tender offer, which was completed on January 25, 2005, and subsequent short-form merger of ACS Merger Corp. with and into Superior at a purchase price of $8.50 per share. Superior provides information technology consulting and business process outsourcing services and solutions to the healthcare industry. The transaction was valued at approximately $120.5 million (including payment of approximately $106 million for issued and outstanding shares, options, and warrants and additional amounts for debentures and other payments) plus related transaction costs and was funded from borrowings under our Credit Facility. We believe this acquisition expands our provider healthcare subject matter expertise, as well as providing experience with most major hospital information systems and additional healthcare management talent.

Table of Contents

REVENUE GROWTH

Internal revenue growth is measured as total revenue growth less acquired revenue from acquisitions and revenues from divested operations. Acquired revenue from acquisitions is based on pre-acquisition normalized revenue of acquired companies. We use the calculation of internal revenue growth to measure revenue growth excluding the impact of acquired revenues and the revenue associated with divested operations and we believe these adjustments to historical reported results are necessary to accurately reflect our internal revenue growth. The following table sets forth the calculation of internal revenue growth (in thousands):

	Three months ended December 31,				Six months ended December 31,			
	2004	2003	$ Growth	Growth %	2004	2003	$ Growth	Growth %
Consolidated								
Total Revenues	$ 1,027,286	$ 997,879	$ 29,407	3%	$ 2,073,468	$ 2,034,514	$ 38,954	2%
Less: Divestitures (1)	(21)	(69,475)	69,454		(560)	(252,121)	251,561	
Adjusted	$ 1,027,265	$ 928,404	$ 98,861	11%	$ 2,072,908	$ 1,782,393	$ 290,515	16%
Acquired revenues (2)	$ 104,693	$ 40,714	$ 63,979	7%	$ 201,341	$ 40,714	$ 160,627	9%
Internal revenues	922,572	887,690	34,882	4%	1,871,567	1,741,679	129,888	7%
Total	$ 1,027,265	$ 928,404	$ 98,861	11%	$ 2,072,908	$ 1,782,393	$ 290,515	16%
Government								
Total Revenues	$ 542,543	$ 600,611	$ (58,068)	(10)%	$ 1,094,062	$ 1,297,394	$ (203,332)	(16)%
Less: Divestitures (1)	(21)	(67,653)	67,632		(560)	(245,205)	244,645	
Adjusted	$ 542,522	$ 532,958	$ 9,564	2%	$ 1,093,502	$ 1,052,189	$ 41,313	4%
Acquired revenues (2)	$ 10,228	$	$ 10,228	2%	$ 20,744	$	$ 20,744	2%
Internal revenues	532,294	532,958	(664)		1,072,758	1,052,189	20,569	2%
Total	$ 542,522	$ 532,958	$ 9,564	2%	$ 1,093,502	$ 1,052,189	$ 41,313	4%
Commercial								
Total Revenues	$ 484,743	$ 397,268	$ 87,475	22%	$ 979,406	$ 737,120	$ 242,286	33%

Less: Divestitures (1)		(1,822)	1,822			(6,916)	6,916	
Adjusted	$ 484,743	$ 395,446	$ 89,297	23%	$ 979,406	$ 730,204	$ 249,202	34%
Acquired revenues (2)	$ 94,465	$ 40,714	$ 53,751	14%	$ 180,597	$ 40,714	$ 139,883	19%
Internal revenues	390,278	354,732	35,546	9%	798,809	689,490	109,319	15%
Total	$ 484,743	$ 395,446	$ 89,297	23%	$ 979,406	$ 730,204	$ 249,202	34%

(1) Divested revenues are revenues of businesses divested as if the divestiture had occurred at the beginning of the period. Amounts presented are primarily related to the sale of the Divested Federal Business and other fiscal year 2004 divestitures.

(2) Acquired revenues are based on pre-acquisition normalized revenues of acquired companies.

Table of Contents

RESULTS OF OPERATIONS

The following table sets forth certain items from our consolidated statements of income as a percentage of revenues:

	Three months ended December 31,		Six months ended December 31,	
	2004	2003	2004	2003
Revenues	100.0%	100.0%	100.0%	100.0%
Expenses:				
Wages and benefits	42.4	44.4	41.9	45.3
Services and supplies	24.4	27.3	25.4	26.4
Rent, lease and maintenance	11.8	9.7	11.6	9.5
Depreciation and amortization	5.4	4.2	5.3	4.1
Gain on sale of business		(28.5)		(14.0)
Other operating expenses	0.9	2.5	0.9	1.8
Total operating expenses	84.9	59.6	85.1	73.1
Operating income	15.1	40.4	14.9	26.9
Interest expense	0.3	0.6	0.3	0.5
Other non-operating income, net	(0.2)	(0.1)	(0.1)	0.0
Pretax profit	15.0	39.9	14.7	26.4
Income tax expense	5.6	14.5	5.5	9.7
Net income	9.4%	25.4%	9.2%	16.7%

COMPARISON OF THE THREE MONTHS ENDED DECEMBER 31, 2004 TO THE THREE MONTHS ENDED DECEMBER 31, 2003

Revenues

In the second quarter of fiscal year 2005, our revenue increased $29.4 million, or 3%, to $1.027 billion from $997.9 million in the second quarter of fiscal year 2004. Revenues related to the Divested Federal Business and other small contracts (collectively, the 2004 Divestitures) were $69.5 million in the quarter ended December 31, 2003. Excluding the impact of the revenues related to the 2004 Divestitures, revenues increased from $928.4 million in the second quarter of fiscal year 2004 to $1.027 billion in the second quarter of fiscal year 2005, or 11%. Internal revenue growth, excluding the impact of the revenues related to the 2004 Divestitures, for the second quarter of fiscal year 2005 was 4%. The remainder of the revenue growth was related to acquisitions.

Internal revenue growth for the three months ended December 31, 2004 was adversely impacted by the following items: (1) the terminations of the Gateway and Roadway contracts in our Commercial segment, which together accounted for approximately $2 million and $18 million of revenue in the three months ended December 31, 2004 and 2003, respectively. The Gateway contract was effectively terminated during the first quarter of fiscal year 2005 as a result of Gateway s acquisition of eMachines, Inc., which significantly changed its business strategy. The Roadway contract was terminated at the end of fiscal year 2004 due to Roadway s acquisition by Yellow Freight; and (2) HIPAA remediation work and our development work on the Georgia Contract in our Government segment, which together accounted for approximately $1 million and $40 million of revenue in the three months ended December 31, 2004 and 2003, respectively.

Revenue in our Government segment, which represents 53% of consolidated revenue for the second quarter of fiscal year 2005, decreased $58.1 million, or 10%, to $542.5 million in the second quarter of fiscal year 2005 compared to the same period last year. Revenues related to the 2004 Divestitures included in the Government segment were $67.7 million for the quarter ended December 31, 2003. Excluding the impact of the revenues related to the 2004 Divestitures, total Government segment revenues grew 2% in the second quarter of fiscal year 2005 to $542.5 million from $533 million in the second quarter of fiscal year 2004, all from acquisition growth. Internal revenue growth was zero, with new revenues derived from our Department of Education, Texas Medicaid and North Carolina Medicaid contracts offset by decreased revenue related to our development work on the Georgia Contract and lower HIPAA revenues discussed above and lower revenues related to our government unclaimed property business.

Table of Contents

Revenue in our Commercial segment, which represents 47% of consolidated revenue for the second quarter of fiscal year 2005, increased $87.5 million, or 22%, to $484.7 million in the second quarter of fiscal year 2005 compared to the same period last year. Revenues related to the Divested Federal Business included in the Commercial segment were $1.8 million in the second quarter of fiscal year 2004. Excluding the impact of the revenues related to the Divested Federal Business, revenues grew 23% in the second quarter of fiscal year 2005 compared to the same period in fiscal year 2004. Revenue growth from acquisitions was 14% for the three months ended December 31, 2004. Internal revenue growth, excluding the impact of the revenues related to the Divested Federal Business, was 9%, due primarily to increased revenue related to contracts with Nextel, McDonald s, Hallmark, General Motors, University of Phoenix, General Electric and Goodyear. These increases were primarily offset by lower revenue on the Roadway and Gateway contracts discussed above and lower revenues in our commercial unclaimed property business. The contracts discussed above collectively represent 76% of our internal revenue growth for the period in this segment.

Operating Expenses

Wages and benefits decreased $7.6 million, or 1.7%, to $436 million. As a percentage of revenue, wages and benefits decreased 2% to 42.4% in the second quarter of fiscal year 2005 from 44.4% in the same quarter of fiscal year 2004. Included in wages and benefits during the second quarter of fiscal year 2004 are compensation costs associated with former Federal employees of $9.8 million, which were primarily stay bonuses and accelerated option vesting due to the sale of the Divested Federal Business. Excluding these costs, wages and benefits increased $2.2 million, or 0.5%, in the second quarter of fiscal year 2005 (calculated as the $7.6 million decrease less $9.8 million compensation costs, divided by reported second quarter fiscal year 2004 wages and benefits costs less the $9.8 million compensation costs) and therefore was 42.4% as a percentage of revenue, a decrease of 1%. The sale of the Divested Federal Business and the acquisition of Lockheed Martin Corporation s commercial information technology outsourcing business in the second quarter of fiscal year 2004 were primarily responsible for the decrease in wages and benefits as a percentage of revenue. The Divested Federal Business, which provided primarily system integration services to the Federal Government and its agencies, had a higher proportion of labor related expense to its revenues. The acquisition of Lockheed Martin Corporation s commercial information technology outsourcing business has a lower proportion of labor costs as a percentage of revenue than our Divested Federal Business and our ongoing business process outsourcing operations.

Services and supplies decreased $21 million, or 7.7%, to $251 million. As a percentage of revenue, services and supplies decreased 2.9% to 24.4% in the second quarter of fiscal year 2005 from 27.3% in the second quarter of fiscal year 2004. This decrease as a percentage of revenue is due to several factors including the impact of the sale of the Divested Federal Business and lower revenue in our unclaimed property business, which have a higher component of services and supplies than our other ongoing operations; the $2.6 million of wind-down costs related to the termination of Phase II of the Georgia Contract recorded in the second quarter of fiscal year 2004; and increased revenue in our commercial business process outsourcing operations, which have a lower component of services and supplies when compared to our other ongoing operations. The decrease as a percentage of revenue was offset by increased subcontractor costs related to the new Common Services for Borrowers contract with the Department of Education.

Rent, lease and maintenance increased $24.2 million, or 25%, to $121.1 million. As a percentage of revenue, rent, lease and maintenance increased to 11.8% in the second quarter of fiscal year 2005 from 9.7% in the second quarter of fiscal year 2004. This increase as a percentage of revenue was primarily due to the impact of the sale of the Divested Federal Business in fiscal year 2004, which provided system integration services to its clients. These services typically have a lower component of rent, lease and maintenance than information technology services, which have higher equipment costs. The acquisition of Lockheed Martin Corporation s commercial information technology outsourcing business also increased rent, lease and maintenance as a percentage of revenue, since information technology services have higher equipment costs than business process outsourcing services. Also contributing to the increase in rent, lease and maintenance was growth in our information technology outsourcing business.

Depreciation and amortization increased $13.4 million, or 31.7%, to $55.6 million. As a percentage of revenue, depreciation and amortization increased 1.2%, to 5.4% due to capital expenditures and additions to intangible assets necessary to support our new business, as well as the cessation of $1.9 million of depreciation in the second quarter of fiscal year 2004 as a result of classifying the assets related to the Divested Federal Business as held-for-sale at September 30, 2003.

Other operating expense decreased $15.9 million, or 64.7%, to $8.7 million. As a percentage of revenue, other operating expense decreased 1.6%, to 0.9%. The second quarter of fiscal year 2004 included a $10 million accrual for the settlement with the Georgia Department of Community Health.

Interest expense

Interest expense decreased $2.5 million in the second quarter of fiscal year 2005 compared to the second quarter of fiscal year 2004, primarily as a result of the redemption of our 3.5% Subordinated Convertible Notes in the third quarter of fiscal year 2004, which was partially offset by increased interest expense resulting from an increase in the average balance outstanding on our revolving credit facilities used to fund share repurchases and acquisitions.

Income tax expense

Our effective tax rate increased to 37.5% in the second quarter of fiscal year 2005 from 36.5% in the second quarter of fiscal year 2004 due to the 36.1% effective tax rate on the gain related to the sale of our Divested Federal Business recorded in the second quarter of fiscal year 2004. Our effective tax rate is higher than the 35% statutory rate due to the net effect of state income and foreign income taxes.

COMPARISON OF THE SIX MONTHS ENDED DECEMBER 31, 2004 TO THE SIX MONTHS ENDED DECEMBER 31, 2003

Revenues

For the first six months of fiscal year 2005, our revenue increased $39 million, or 2%, to $2.073 billion from $2.035 billion for the first six months of fiscal year 2004. Revenues related to the 2004 Divestitures were $0.6 million and $252.1 million for the six months ended December 31, 2004 and 2003, respectively. Excluding the impact of the revenues related to the 2004 Divestitures, revenues increased to $2.073 billion for the first six months of fiscal year 2005 from $1.782 billion for the first six months of fiscal year 2004, or 16%. Internal revenue growth, excluding the impact of the revenues related to the 2004 Divestitures, for the first six months of fiscal year 2005 was 7%. The remainder of the growth was related to acquisitions.

Internal revenue growth for the six months ended December 31, 2004 was adversely impacted by the following items: (1) the termination of the Roadway contract in our Commercial segment, which accounted for approximately $1 million and $21 million of revenue in the six months ended December 31, 2004 and 2003, respectively. The Roadway contract was terminated at the end of fiscal year 2004 due to Roadway s acquisition by Yellow Freight; and (2) HIPAA remediation work and our development work on the Georgia Contract in our Government segment, which together accounted for approximately $2 million and $76 million of revenue in the six months ended December 31, 2004 and 2003, respectively.

Revenue in our Government segment, which represents 53% of consolidated revenue for the first six months of fiscal year 2005, decreased $203.3 million, or 16%, to $1.094 billion for the first six months of fiscal year 2005 compared to the same period last year. Revenues related to the 2004 Divestitures included in the Government segment were $0.6 million and $245.2 million for the six months ended December 31, 2004 and 2003, respectively. Excluding the impact of the revenues related to the 2004 Divestitures, total Government segment revenues grew 4% for the first six months of fiscal year 2005 to $1.094 billion from $1.052 billion for the first six months of fiscal year 2004. Revenue growth from acquisitions was 2% for the six months ended December 31, 2004. Internal revenue growth, excluding the impact of the revenues related to the 2004 Divestitures, was 2%, primarily due to increased revenues on the Texas Medicaid, Department of Education, North Carolina Medicaid and New Jersey EZPass contracts, primarily offset by decreases related to the development work on the Georgia Contract and lower HIPAA related revenues discussed above. The contracts discussed above collectively represent 93% of our internal revenue growth for the period in this segment.

Revenue in our Commercial segment, which represents 47% of consolidated revenue for the first six months of fiscal year 2005, increased $242.3 million, or 33%, to $979.4 million for the first six months of fiscal year 2005 compared to the same period last year. Revenues related to the Divested Federal Business included in the Commercial segment were $6.9 million for the first six months of fiscal year 2004. Excluding the impact of the revenues related to the Divested Federal Business, revenues grew 34% for the first six months of fiscal year 2005 compared to the same period in fiscal year 2004. Revenue growth from acquisitions was 19% in the six months ended December 31, 2004. Internal revenue growth, excluding the impact of the revenues related to the Divested Federal Business, was 15%, due primarily to increased revenues related to contracts with Nextel, McDonald s, Goodyear, Hallmark, General Motors, University of Phoenix and General Electric, as well as revenues related to the termination of our relationship with Gateway. These increases were partially offset by the loss of the Roadway contract discussed above and lower revenues in our commercial unclaimed property business. The contracts discussed above collectively represent 77% of our internal revenue growth for the period in this segment.

Operating Expenses

Wages and benefits decreased $52.8 million, or 5.7%, to $867.8 million. As a percentage of revenue, wages and benefits decreased 3.4% to 41.9% for the first six months of fiscal year 2005 from 45.3% in the same period of fiscal year 2004. Included in wages and benefits for the first six months of fiscal year 2004 are compensation costs associated with former Federal employees of $9.8 million, which were primarily stay bonuses and accelerated option vesting due to the sale of the Divested Federal Business. Excluding these costs, wages and benefits decreased $43 million, or 4.7%, for the first six months of fiscal year 2005 (calculated as the $52.8 million decrease less $9.8 million compensation costs, divided by reported wages and benefits costs for the six months ended December 31, 2003 less the $9.8 million compensation costs) and therefore was 41.9% as a percentage of revenue, a decrease of 2.9%. The sale of the Divested Federal Business, the acquisition of Lockheed Martin Corporation s commercial information technology outsourcing business and the new Common Services for Borrowers contract with the Department of Education were primarily responsible for the decrease in wages and benefits as a percentage of revenue. The Divested Federal Business, which provided primarily system integration services to the Federal Government and its agencies, had a higher proportion of labor related expense to its revenues. The acquisition of Lockheed Martin Corporation s commercial information technology outsourcing business has a lower proportion of labor costs as a percentage of revenue than our Divested Federal Business and our ongoing business process outsourcing operations.

Table of Contents

The new Common Services for Borrowers contract also has a lower component of wages of benefits than our other operations due to the use of subcontractors.

Services and supplies decreased $10.9 million, or 2.0%, to $526.1 million. As a percentage of revenue, services and supplies decreased 1% to 25.4% for the first six months of fiscal year 2005 from 26.4% in the same period of fiscal year 2004. This decrease as a percentage of revenue is primarily due to impact of the sale of the Divested Federal Business and lower revenue in our commercial unclaimed property business, both of which had a higher component of services and supplies than our other ongoing operations and the $2.6 million of wind-down costs related to the termination of Phase II of the Georgia Contract recorded in the second quarter of fiscal year 2004. This decrease was offset by the increased subcontractor costs related to the new Common Services for Borrowers contract with the Department of Education.

Rent, lease and maintenance increased $47.3 million, or 24.5%, to $240.1 million. As a percentage of revenue, rent, lease and maintenance increased 2.1% to 11.6% for the first six months of fiscal year 2005 from 9.5% in the same period of fiscal year 2004. This increase was primarily due to the impact of the sale of the Divested Federal Business in fiscal year 2004, which primarily provided system integration services to its clients. These services typically have a lower component of rent, lease and maintenance than information technology services, which have higher equipment costs. The acquisition of Lockheed Martin Corporation s commercial information technology outsourcing business also increased rent, lease and maintenance as a percentage of revenue, since information technology services have higher equipment costs than business process outsourcing services. Also contributing to the increase in rent, lease and maintenance was growth in our information technology outsourcing business.

Depreciation and amortization increased $26.3 million, or 31.4%, to $109.9 million. As a percentage of revenue, depreciation and amortization increased 1.2%, to 5.3% due to capital expenditures and additions to intangible assets necessary to support our new business, as well as the cessation of $6.2 million of depreciation in the first six months of fiscal year 2004 as a result of classifying the assets related to the Divested Federal Business as held-for-sale at September 30, 2003. In addition, depreciation and amortization increased as a percentage of revenue due to accelerated intangible asset amortization related to the Gateway contract termination.

Other operating expense decreased $18.3 million, or 48.3%, to $19.6 million. As a percentage of revenue, other operating expense decreased 0.9%, to 0.9%. The first six months of fiscal year 2004 included a $10 million accrual for the settlement with the Georgia Department of Community Health.

Interest expense

Interest expense decreased $3.7 million the first six months of fiscal year 2005 compared to the same period of fiscal year 2004, primarily as a result of the redemption of our 3.5% Subordinated Convertible Notes in the third quarter of fiscal year 2004, partially offset by higher interest expense resulting from an increase in the average balance outstanding on our revolving credit facilities used to fund share repurchases and acquisitions.

Income tax expense

Our effective tax rate increased to 37.5% in the first six months of fiscal year 2005 from 36.8% for the first six months of fiscal year 2004 due to the 36.1% effective tax rate on the gain related to the sale of Divested Federal Business recorded in fiscal year 2004. Our effective tax rate is higher than the 35% statutory rate due to the net effect of state income and foreign income taxes.

LIQUIDITY AND CAPITAL RESOURCES

We finance our ongoing business operations through cash flows from operations and utilize excess cash flow combined with the issuance of debt and equity to finance our acquisition strategy.

During the first six months of fiscal year 2005, we generated approximately $299.3 million in cash flow from operations compared to $211.1 million in the same period of fiscal year 2004. The increase from the prior year period was primarily a result of increased net income (excluding the gain on the sale of the Divested Federal Business and related income tax accrual) and increased collections on accounts receivable, including the payment of operational and termination fees from Gateway and timing of collections in our unclaimed property business. Additionally in the prior year period, cash flows were adversely impacted by increased receivables related to development work on our Georgia Contract, which was substantially completed in the third quarter of fiscal year 2004. We collected billed amounts outstanding related to this development work in the first half of fiscal year 2005. The improvement in accounts receivable was partially offset by increased payments for accrued compensation due to the timing of employee benefit payments and payments on our accrued liability balances, including the payment of a prior year legal settlement of $10 million and the payment of the settlement on the Georgia Contract of $10 million, as well as the timing of payments related to software used in our information technology outsourcing business, transfer agent fees related to our unclaimed property business and other contract related costs.

Free cash flow (as defined below) was approximately $167.8 million for the first six months of fiscal year 2005 versus approximately $103.1 million for the same period of fiscal year 2004. Our capital expenditures, defined as purchases of property, equipment and software, net, and additions to other intangible assets, were approximately $131.5 million, or 6.3% of total revenues, and $108 million, or 5.3% of total revenues, for the six months ended December 31, 2004 and 2003, respectively.

Free cash flow is measured as operating cash flows (net cash provided by operating activities, as reported in our consolidated statements of cash flows) less capital expenditures (purchases of property, equipment and software, net of sales, as reported in our consolidated statements of cash flows) less additions to other intangible assets (as reported in our consolidated statements of cash flows). We believe this free cash flow metric provides an additional measure of available cash flow after we have satisfied the capital expenditure requirements of our operations, and should not be taken in isolation to be a measure of cash flow available for us to satisfy all our obligations and execute our business strategies. We also rely on cash flows from investing and financing activities, which together with free cash flow, are expected to be sufficient for us to execute our business strategies. Our measure of free cash flow may not be comparable to similarly titled measures of other companies. The following table sets forth the calculations of free cash flow (in thousands):

	Six months ended December 31,	
	2004	**2003**
Net cash provided by operating activities	$ 299,274	$ 211,103
Purchases of property, equipment and software, net	(106,553)	(93,144)
Additions to other intangible assets	(24,925)	(14,851)
Free cash flow	$ 167,796	$ 103,108

During the six months ended December 31, 2004, net cash used in investing activities was $231.4 million. We used $95.8 million for acquisitions during the period, primarily the purchase of BlueStar Solutions, Inc. and Heritage Information Systems, Inc. Cash used for the purchase of property, equipment and software and additions to other intangible assets was $131.5 million and $108 million for the six months ended December 31, 2004 and 2003, respectively.

During the first six months of fiscal year 2005, cash used by financing activities was $108.9 million. Such financing activities include net repayments of debt and purchases of treasury shares offset by proceeds from stock options and proceeds from issuance of treasury shares to fund employer contributions under our Employee Stock Purchase and 401(k) plans.

On October 27, 2004, we entered into a Five Year Competitive Advance and Revolving Credit Facility Agreement with JPMorgan Chase Bank, as Administrative Agent (JP Morgan), and Wells Fargo Bank, National Association, as Syndication Agent, and a syndication of 19 other lenders (the Credit Facility). Proceeds from advances under the Credit Facility will be used for general corporate purposes. The Credit Facility provides for an unsecured $1.5 billion multi-currency revolving credit and competitive advance facility (fully available in US dollars, Euros or competitive loans in any currency). Multi-currency commitments (available in certain specified currencies other than US dollars or Euros) in an initial aggregate amount of $200 million and swing line loans in an amount up to $150 million are provided under the facility. Subject to affirmation of representations and warranties, status of no default and commitments by willing lenders, the Credit Facility may be increased by up to an additional $300 million. The lending commitments under the Credit Facility are scheduled to terminate October 27, 2009. The terms and rates of the Credit Facility are generally more favorable than those of the Prior Facility (defined below). At the closing of the Credit Facility, we borrowed $316 million under the Credit Facility to pay off and terminate the Prior Facility. In addition, $94 million in letters of credit were issued under the Credit Facility to replace letters of credit outstanding under the Prior Facility.

Other than competitive loans and swing line loans, advances under the Credit Facility will bear interest at a Base Rate (generally equal to the prime rate of JP Morgan) or a Eurocurrency rate plus a percentage (ranging from .220% to .775%, currently .39%) determined based on our credit rating. We are required to pay accrued interest at established intervals based upon our elected interest period.

Among other fees, we will pay a facility fee of 0.110% per annum (due quarterly), based on our credit rating on the aggregate commitment of the Credit Facility, whether used or unused. We will also pay a utilization fee of 0.125% on the total amount outstanding under the Credit Facility for each day that such amount exceeds 50% of the aggregate commitments then in effect.

The Credit Facility contains customary covenants, including but not limited to, restrictions on our ability, and in certain instances, our subsidiaries ability, to incur liens, merge or dissolve, finance its accounts receivables, or sell or transfer assets. The Credit Facility also limits our ability to incur additional indebtedness at the subsidiary level. In addition, we may not permit our consolidated leverage ratio to exceed 2.75 to 1.0 or our consolidated interest coverage ratio to be less than 3.50 to 1.0 during specified periods.

Upon the occurrence of certain events of default, our obligations under the Credit Facility may be accelerated and the lending commitments under the Credit Facility terminated. Such events of default include, but are not limited to, payment default to lenders, material inaccuracies of representations and warranties, covenant defaults, material payment defaults (other than under the Credit

Facility), voluntary and involuntary bankruptcy proceedings, material money judgments, material ERISA events, or change of control.

Simultaneously with entering into the $1.5 billion Credit Facility, we terminated our then existing $875 million revolving credit facility (the Prior Facility) on October 27, 2004 and repaid the $316 million outstanding on the Prior Facility with borrowings under the Credit Facility. The lending commitments under the Prior Facility were evidenced by that certain Revolving Credit Agreement, dated as of September 12, 2002 among us, Wells Fargo Bank Texas, National Association, as administrative agent, and various other lenders, and were scheduled to expire in December 2005.

Draws made under our credit facilities are made to fund cash acquisitions, share repurchases and for general working capital requirements. During the twelve months ending December 31, 2004, the balance outstanding under our credit facilities for borrowings ranged from $0 to $443.9 million. At December 31, 2004, we had approximately $1.2 billion available on our Credit Facility after giving effect to outstanding indebtedness and $97.2 million of outstanding letters of credit that secure certain contractual performance and other obligations and which reduce the availability of our Credit Facility. At December 31, 2004, we had $251.6 million outstanding on our Credit Facility, which is reflected in long-term debt and which bore interest at 2.92% for substantially all of the amount outstanding. Subsequent to December 31, 2004, we borrowed additional funds for our acquisition of Superior (discussed previously), as well as additional share repurchases, as discussed below.

Certain contracts, primarily in our Government segment, require us to provide a surety bond or a letter of credit as a guarantee of performance. As of December 31, 2004, $288.2 million of outstanding surety bonds and $84.7 million of our outstanding letters of credit secure our performance of contractual obligations with our clients. In general, we would only be liable for the amount of these guarantees in the event of default in the performance of our obligations under each contract, the probability of which we believe is remote. In addition, we had approximately $12.5 million of letters of credit which secure our casualty insurance programs. We believe that we have sufficient capacity in the surety markets and liquidity from our cash flow and Credit Facility to respond to future requests for proposals.

At December 31, 2004, we had cash and cash equivalents of $35.9 million compared to $76.9 million at June 30, 2004. Our working capital (defined as current assets less current liabilities) increased $9 million to $415.9 million at December 31, 2004 from $406.9 million at June 30, 2004. Our current ratio (defined as total current assets divided by total current liabilities) was 1.7 and 1.6 at December 31, 2004 and June 30, 2004, respectively. Our debt to capitalization ratio (defined as the sum of short-term and long-term debt divided by the sum of short-term and long-term debt and equity) was 8.5% and 12.6% at December 31, 2004 and June 30, 2004, respectively.

Our Board of Directors has authorized two share repurchase programs totaling $1.25 billion of our Class A common stock. On September 2, 2003, we announced that our Board of Directors authorized a share repurchase program of up to $500 million of our Class A common stock and on April 29, 2004, we announced that our Board of Directors authorized a new, incremental share repurchase program of up to $750 million of our Class A common stock. The programs, which are open-ended, will allow us to repurchase our shares on the open market from time to time in accordance with SEC rules and regulations, including shares that could be purchased pursuant to SEC Rule 10b5-1. The number of shares to be purchased and the timing of purchases will be based on the level of cash and debt balances, general business conditions and other factors, including alternative investment opportunities. We intend to fund the repurchase program from various sources, including, but not limited to, cash on hand, cash flow from operations, and borrowings under our Credit Facility. As of December 31, 2004, we had repurchased approximately 15.3 million shares at a total cost of approximately $758 million and reissued 0.3 million shares for proceeds totaling $17.3 million to fund contributions to our employee stock purchase plan and 401(k) plan. As of December 31, 2004, there remained approximately $492 million authorized under our share repurchase programs. Through February 7, 2005, on a trade date basis, we have repurchased approximately 17.4 million shares at a total cost of approximately

$874 million.

In order to conform our stock option program with standard market practice, on February 2, 2005, our Board of Directors approved an amendment to stock options previously granted that did not become exercisable until five years from the date of grant to provide that such options become exercisable on the day they vest. Options granted under both our 1997 Stock Incentive Plan and our 1988 Stock Option Plan generally vest in varying increments over a five year period. It is expected that future option grants will contain matching vesting and exercise schedules. This amendment does not amend or affect the vesting schedule, exercise price, quantity of options granted, shares into which such options are exercisable or life of any award under any outstanding option grant. Therefore, no compensation expense is required.

We believe that available cash and cash equivalents, together with cash generated from operations and available borrowings under our Credit Facility, will provide adequate funds for our anticipated internal growth and operating needs, including capital expenditures, and to meet the cash requirements of our contractual obligations below. In addition, we intend to continue our growth through acquisitions, which could require significant commitments of capital. In order to pursue such opportunities we may be required to incur debt or to issue additional potentially dilutive securities in the future. No assurance can be given as to our future acquisitions and expansion opportunities and how such opportunities will be financed.

Table of Contents

DISCLOSURES ABOUT CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS AS OF DECEMBER 31, 2004 (IN THOUSANDS):

		Payments Due by Period			
Contractual Obligations	**Total**	**Less than 1 Year**	**1-3 Years**	**4-5 Years**	**After 5 Years**
Long-term debt	$ 253,539	$ 1,289	$ 650	$ 251,600	$
Capital lease obligations	6,364	3,664	2,700		
Operating leases	522,817	167,397	192,298	81,606	81,516
Purchase obligations	30,050	8,878	17,777	3,395	
Total Contractual Cash Obligations	$ 812,770	$ 181,228	$ 213,425	$ 336,601	$ 81,516

		Amount of Commitment Expiration per Period			
Other Commercial Commitments	**Total Amounts Committed**	**Less than 1 Year**	**1-3 Years**	**4-5 Years**	**After 5 Years**
Standby letters of credit	$ 97,196	$ 97,196	$	$	$
Surety bonds	288,182	280,617	7,550	15	
Total Commercial Commitments	$ 385,378	$ 377,813	$ 7,550	$ 15	$

We have entered into various contractual agreements to purchase telecom services. These agreements provide for minimum annual spending commitments, and have varying terms through fiscal year 2009, and are included in purchase obligations in the table above.

As discussed previously, certain contracts, primarily in our Government segment, require us to provide a surety bond or a letter of credit as a guarantee of performance. As of December 31, 2004, $288.2 million of outstanding surety bonds and $84.7 million of our outstanding letters of credit secure our performance of contractual obligations with our clients. In general, we would only be liable for the amount of these guarantees in the event of default in the performance of our obligations under each contract, the probability of which we believe is remote. In addition, we had approximately $12.5 million of letters of credit which secure our casualty insurance programs.

We are obligated to make certain contingent payments to former shareholders of acquired entities upon satisfaction of certain contractual criteria. As of December 31, 2004, the maximum aggregate amount of the outstanding contingent payments to former shareholders of acquired entities is approximately $87.1 million. Upon satisfaction of the specified contractual criteria, any such payment would result primarily in a corresponding increase in goodwill. During the first six months of fiscal year 2005, we paid $0.4 million and accrued $4 million, which was paid in January 2005, related to these obligations.

We have indemnified Lockheed Martin Corporation against certain specified claims from certain pre-sale litigation, investigations, government audits and other issues related to the Divested Federal Business. Our contractual maximum exposure under these indemnifications is $85 million; however, we believe the actual exposure to be significantly less.

As of December 31, 2004, other accrued liabilities includes a reserve for these claims in an amount we believe to be adequate at this time. We have agreed to indemnify ManTech International Corporation with respect to the DOJ investigation related to purchasing activities at Hanscom during the period 1998-2000. (Please see Part II. Item 1. Legal Proceedings for further discussion.)

Our Education Services business, which is included in our Commercial segment, performs third party student loan servicing in the Federal Family Education Loan program (FFEL) on behalf of various financial institutions. We service these loans for investors under an outsourcing arrangement and do not acquire any servicing rights that are transferable by us to a third party. At December 31, 2004, we serviced a FFEL portfolio of approximately 1.6 million loans with an outstanding principal balance of approximately $20 billion. Some servicing agreements contain provisions that, under certain circumstances, require us to purchase the loans from the investor if the loan guaranty has been permanently terminated as a result of a loan default caused by our servicing error. If defaults caused by us are cured during an initial period, any obligation we may have to purchase these loans expires. Loans that we purchase may be subsequently cured, the guaranty reinstated and then we repackage the loans for sale to third parties. We evaluate our exposure under our purchase obligations on defaulted loans and establish a reserve for potential losses, or default liability reserve, through a charge to the provision for loss on defaulted loans purchased. The reserve is evaluated periodically and adjusted based upon management s analysis of the historical performance of the defaulted loans. As of December 31, 2004, other accrued liabilities includes a reserve for these claims in an amount we believe to be adequate at this time.

Table of Contents

CRITICAL ACCOUNTING POLICIES

The preparation of our financial statements in conformity with generally accepted accounting principles requires us to make estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. We base our estimates on historical experience and on various other assumptions or conditions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates under different assumptions or conditions.

Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties and may result in materially different results under different assumptions and conditions. We believe that the following critical accounting policies used in the preparation of our consolidated financial statements involve significant judgments and estimates.

Revenue recognition. A significant portion of our revenue is recognized based on objective criteria that does not require significant estimates or uncertainties. For example, transaction volumes and time and costs under time and material and cost reimbursable arrangements are based on specific, objective criteria under the contracts. Accordingly, revenues recognized under these methods do not require the use of significant estimates that are susceptible to change. Revenue recognized using the percentage-of-completion accounting method does require the use of estimates and judgment as discussed below.

Our policy follows the guidance from SEC Staff Accounting Bulletin 104 Revenue Recognition (SAB 104). SAB 104 provides guidance on the recognition, presentation, and disclosure of revenue in financial statements and updates existing Staff Accounting Bulletin Topic 13 to be consistent with Emerging Issues Task Force Issue No. 00-21, Revenue Arrangements with Multiple Deliverables (EITF 00-21). We recognize revenues when persuasive evidence of an arrangement exists, the services have been provided to the client, the sales price is fixed or determinable, and collectibility is reasonably assured.

During fiscal year 2004, approximately 62% of our revenue was recognized based on transaction volumes, approximately 19% were fixed fee based, wherein our revenue is earned as we fulfill our performance obligations under the arrangement, approximately 10% were related to cost reimbursable contracts, approximately 5% of our revenues were recognized using percentage-of-completion accounting and the remainder is related to time and material contracts.

Revenues on cost reimbursable contracts are recognized by applying an estimated factor to costs as incurred, such factor being determined by the contract provisions and prior experience. Revenues on unit-price contracts are recognized at the contractual selling prices of work completed and accepted by the client. Revenues on time and material contracts are recognized at the contractual rates as the labor hours and direct expenses are incurred.

Revenues for business process outsourcing services are recognized as services are rendered, generally on the basis of the number of accounts or transactions processed. Information technology processing revenues are recognized as services are provided to the client, generally at the contractual selling prices of resources consumed or capacity utilized by our clients. Revenues from annual maintenance contracts are deferred and recognized ratably over the maintenance period. Revenues from hardware sales are recognized upon delivery to the client and when uncertainties regarding customer acceptance have expired.

Revenues on certain fixed price contracts where we provide information technology system development and implementation services are recognized over the contract term based on the percentage of development and implementation services that are provided during the period compared with the total estimated development and implementation services to be provided over the entire contract using Statement of Position 81-1, Accounting for

Performance of Construction-Type and Certain Production-Type Contracts (SOP 81-1). SOP 81-1 requires the use of percentage-of-completion accounting for long-term contracts that are binding agreements between us and our customers in which we agree, for compensation, to perform a service to the customer s specifications. These services require that we perform significant, extensive and complex design, development, modification and implementation activities for our customers systems. Performance will often extend over long periods, and our right to receive future payment depends on our future performance in accordance with the agreement.

The percentage-of-completion methodology involves recognizing revenue using the percentage of services completed, on a current cumulative cost to total cost basis, using a reasonably consistent profit margin over the period. Due to the longer term nature of these projects, developing the estimates of costs often requires significant judgment. Factors that must be considered in estimating the progress of work completed and ultimate cost of the projects include, but are not limited to, the availability of labor and labor productivity, the nature and complexity of the work to be performed, and the impact of delayed performance. If changes occur in delivery, productivity or other factors used in developing the estimates of costs or revenues, we revise our cost and revenue estimates, which may result in increases or decreases in revenues and costs, and such revisions are reflected in income in the period in which the facts that give rise to that revision become known.

EITF 00-21 addresses the accounting treatment for an arrangement to provide the delivery or performance of multiple products and/or

Table of Contents

services where the delivery of a product or system or performance of services may occur at different points in time or over different periods of time. The Emerging Issues Task Force reached a consensus regarding, among other issues, the applicability of the provisions regarding separation of contract elements in EITF 00-21 to contracts where one or more elements fall within the scope of other authoritative literature, such as SOP 81-1. EITF 00-21 does not impact the use of SOP 81-1 for contract elements that fall within the scope of SOP 81-1, such as the implementation or development of an information technology system to client specifications under a long-term contract. Where an implementation or development project is contracted with a client, and we will also provide services or operate the system over a period of time, EITF 00-21 provides the methodology for separating the contract elements and allocating total arrangement consideration to the contract elements. We adopted the provisions of EITF 00-21 on a prospective basis to transactions entered into after July 1, 2003. We believe that EITF 00-21 did not have a material impact on our financial position or results of operations.

Revenues earned in excess of related billings are accrued, whereas billings in excess of revenues earned are deferred until the related services are provided.

Valuation of goodwill and intangibles. Due to the fact that we are primarily a services company, our business acquisitions typically result in significant amounts of goodwill and other intangible assets, which affect the amount of future period amortization expense and possible expense we could incur as a result of an impairment. In addition, in connection with our revenue arrangements, we incur costs to originate contracts and to perform the transition and setup activities necessary to enable us to perform under the terms of the arrangement. We capitalize certain incremental direct costs in connection with these activities and amortize them over the term of the arrangement. From time to time, we also provide certain inducements to customers in the form of various arrangements, including contractual credits, which are capitalized and amortized as a reduction of revenue over the term of the contract. The determination of the value of goodwill and other intangibles requires us to make estimates and assumptions about future business trends and growth. We continually evaluate whether events and circumstances have occurred that indicate the balance of goodwill or intangible assets may not be recoverable. In evaluating impairment, we estimate the sum of expected future cash flows derived from the goodwill or intangible asset. Such evaluation is significantly impacted by estimates and assumptions of future revenues, costs and expenses and other factors. If an event occurs which would cause us to revise our estimates and assumptions used in analyzing the value of our goodwill or other intangibles, such revision could result in a non-cash impairment charge that could have a material impact on our financial results.

Allowance for doubtful accounts. We make estimates of the collectibility of our accounts receivable. We specifically analyze accounts receivable and historical bad debts, customer credit-worthiness, current economic trends, and changes in our customer payment terms and collection trends when evaluating the adequacy of our allowance for doubtful accounts. Any change in the assumptions used in analyzing a specific account receivable may result in additional allowance for doubtful accounts being recognized in the period in which the change occurs.

NEW ACCOUNTING PRONOUNCEMENTS

On December 16, 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard No. 123 (revised 2004), Share-Based Payment (SFAS 123(R)). SFAS 123(R) will require companies to measure all employee stock-based compensation awards using a fair value method and recognize compensation cost in its financial statements. SFAS 123(R) is effective beginning as of the first interim or annual reporting period beginning after June 15, 2005. We will be required to adopt SFAS 123(R) beginning July 1, 2005 for new awards of stock-based compensation granted after that date and for unvested awards outstanding at that date. We are in the process of determining the impact of the requirements of SFAS 123(R).

On October 22, 2004, the President signed into law the American Jobs Creation Act of 2004 (the Act). The Act creates a temporary incentive for U.S. corporations to repatriate accumulated income earned abroad by providing an 85% dividends received deduction for certain dividends from controlled foreign corporations. FASB Staff Position 109-2 Accounting and Disclosure Guidance for the Foreign Earnings Repatriation Provision within the American Jobs Creation Act of 2004 allows companies additional time beyond that provided in Statement of Financial Accounting Standards No. 109 Accounting for Income Taxes to determine the impact of the Act on its financial statements and provides guidance for the disclosure of the impact of the Act on the financial statements. At June 30, 2004, cumulative undistributed earnings of non-U.S. subsidiaries for which U.S. taxes have not been recorded totaled $16.8 million. This incentive is available to us until June 30, 2006. The 85% dividends received deduction is subject to a number of limitations, and we have not yet decided whether, or to what extent, we might repatriate foreign earnings that have not yet been remitted to the U.S. We will continue to monitor our international activities.

RISKS RELATED TO OUR BUSINESS

The risks described below should not be considered to be comprehensive and all-inclusive. Additional risks that we do not yet know of or that we currently think are immaterial may also impair our business operations. If any events occur that give rise to the following risks, our business, financial condition, cash flow or results of operations could be materially and adversely affected, and as a result, the trading price of our Class A common stock could be materially and adversely impacted. These risk factors should be read in conjunction with other information set forth in this report, including our Consolidated Financial Statements and the related notes.

Loss of, or reduction of business from, clients. The loss of clients and/or the reduction of volumes and services provided to our clients could materially affect our revenues, profitability and cash flows. In addition, we incur fixed costs related to our information technology outsourcing and business process outsourcing clients. Therefore the loss of any one of our significant clients could leave us with a significantly higher level of fixed costs than is necessary to serve our remaining clients, thereby reducing our revenues, profitability and cash flow.

Termination of all or a part of a contract by a client or deterioration of the financial condition of a client. We may be required to make significant capital investments in order to attract and retain large outsourcing agreements. The termination of all or a part of a client contract or the deterioration of the financial condition or prospects of a client has in the past, and may in the future, result in an impairment of the net book value of the assets recorded, including a portion of our intangible assets, and a reduction in our earnings and cash flow.

Competition. We expect to encounter additional competition as we address new markets and new competitors enter our existing markets. If we are forced to lower our pricing or if demand for our services decreases, our business, financial condition, results of operations, and cash flow may be materially and adversely affected. Some of our competitors have greater resources, and they may be able to use their resources to adapt more quickly to new or emerging technologies or to devote greater resources to the promotion and sale of their products and services. In addition, we must frequently compete with a client s own internal business process and information technology capabilities, which may constitute a fixed cost for the client.

Difficulties in executing our acquisition strategy. We intend to continue to expand our business through the acquisition of complementary companies. We cannot, however, make any assurances that we will be able to identify any potential acquisition candidates or consummate any additional acquisitions or that any future acquisitions will be successfully integrated or will be advantageous to us. Without additional acquisitions, we are unlikely to maintain historical total growth rates.

Failure to properly manage our operations and our growth. We have rapidly expanded our operations in recent years. We intend to continue expansion in the foreseeable future to pursue existing and potential market opportunities. This rapid growth places a significant demand on our management and operational resources. In order to manage growth effectively, we must implement and improve our operational systems, procedures, and controls on a timely basis. If we fail to implement these systems, procedures and controls on a timely basis, we may not be able to service our clients needs, hire and retain new employees, pursue new business, complete future acquisitions or operate our businesses effectively. We could also trigger contractual credits to clients. Failure to properly transition new customers to our systems, properly budget transition costs or accurately estimate new contract operational costs could result in delays in our contract performance, trigger service level penalties or result in contracts whose profit margins did not meet our expectations or our historical profit margins. Failure to properly integrate acquired operations could result in increased cost. As a result of any of these problems associated with expansion, our business, financial condition, results of operations and cash flow could be materially and adversely affected.

Government clients termination rights, audits and investigations. A substantial portion of our revenues are derived from contracts with state and local governments and from contracts with the Department of Education. Governments and their agencies may terminate most of these contracts at any time, without cause. Also, our Department of Education contracts are subject to the approval of appropriations being made by the United States Congress to fund the expenditures to be made by the Federal government under these contracts. Additionally, government contracts are generally subject to audits and investigations by government agencies. If the government finds that we improperly charged any costs to a contract, the costs are not reimbursable or, if already reimbursed, the cost must be refunded to the government. If the government discovers improper or illegal activities in the course of audits or investigations, the contractor may be subject to various civil and criminal penalties and administrative sanctions, which may include termination of contracts, forfeiture of profits, suspension of payments, fines and suspensions or debarment from doing business with the government. Any resulting penalties or sanctions could have a material adverse effect on our business, financial condition, results of operations and cash flow. Further, the negative publicity that arises from findings in such audits, investigations or the penalties or sanctions therefore could have an adverse effect on our reputation in the industry and reduce our ability to compete for new contracts and may also have a material adverse effect on our business, financial condition, results of operations and cash flow.

Government clients protests of contract awards. After an award of a government contract, a competing bidder may protest the award. If we are awarded the contract and it is protested, it will be necessary to incur costs to defend the award of the contract, which costs may be significant and could include hiring experts to defend the basis for the contract award. Some contract protests may take years to resolve. In some instances where we are awarded a contract, the contracting government entity may request that we sign a contract and commence services, even though the contract award has been protested. If the protest is upheld, then our contract would be terminated and the amounts due to us for services that have been performed to date would be subject to payment pursuant to the terms of the terminated contract. Such terms may not provide for full recovery of our incurred costs. In addition, we may suffer negative publicity as the result of the contract protest being upheld and our contract being terminated. Further, if there is a re-bid of the contract, we would incur additional costs associated with the re-bid process and be subject to a potential protest if we are awarded a subsequent contract.

Exercise of contract termination provisions and service level penalties. Most of our contracts with our clients permit termination in the event our performance is not consistent with service levels specified in those contracts, or provide for credits to our clients for failure to meet service levels. In addition, if clients are not satisfied with our level of performance, our clients may seek damages as permitted under the contract and/or our reputation in the industry may suffer, which could materially and adversely affect our business, financial condition, results of operations, and cash flow.

Pricing risks. Many of our contracts contain provisions requiring that our services be priced based on a pre-established standard or benchmark regardless of the costs we incur in performing these services. Many of our contracts contain pricing provisions that require the client to pay a set fee for our services regardless of whether our costs to perform these services exceed the amount of the set fee. Some of our contracts contain re-pricing provisions which can result in reductions of our fees for performing our services. In such situations, we are exposed to the risk that we may be unable to price our services to levels that will permit recovery of our costs, and may adversely affect our operating results and cash flow.

Loss of significant software vendor relationships. Our ability to service our clients depends to a large extent on our use of various software programs that we license from a small number of primary software vendors. If our significant software vendors were to terminate or refuse to renew our contracts with them, we might not be able to replace the related software programs and would be unable to serve our clients, which could have a material adverse effect on our business, revenues, profitability and cash flow.

Intellectual property infringement claims. We rely heavily on the use of intellectual property. We do not own the majority of the software that we use to run our business; instead we license this software from a small number of primary vendors. If these vendors assert claims that we or our clients are infringing on their software or related intellectual property, we could incur substantial costs to defend these claims, which could have a material effect on our profitability and cash flow. In addition, if any of our vendors infringement claims are ultimately successful, our vendors could require us (1) to cease selling or using products or services that incorporate the challenged software or technology, (2) to obtain a license or additional licenses from our vendors, or (3) to redesign our products and services which rely on the challenged software or technology. If we are unsuccessful in the defense of an infringement claim and our vendors require us to initiate any of the above actions, then such actions could have a material adverse effect on our business, financial condition, results of operations and cash flow.

Rapid technological changes. The markets for our information technology services are subject to rapid technological changes and rapid changes in client requirements. We may be unable to timely and successfully customize products and services that incorporate new technology or to deliver the services and products demanded by the marketplace.

Federal and State laws relating to individually identifiable information. We process and store information relating to identifiable individuals, both in our role as a service provider and as an employer. As a result, we are subject to numerous Federal and State laws and regulations designed to protect individually identifiable information, including financial and health information. For example, in 1996, Congress passed the Health Insurance Portability and Accountability Act and as required therein, the Department of Health and Human Services established regulations governing, among other things, the privacy, security and electronic transmission of individually identifiable health information. We have taken measures to comply with each of those regulations on or before the required dates. Other Federal and State laws apply to the processing of individually identifiable information as well, and additional legislation may be enacted at any time. Failure to comply with these types of laws may subject us to liability for monetary damages, fines and/or criminal prosecution and may have a material adverse effect on our profitability and cash flow.

Budget deficits at, or fluctuations in the number of requests for proposals issued by, state and local governments and their agencies. A substantial portion of our revenues are derived from contracts with state and local governments and their agencies. Currently, many state and local governments that we have contracts with are facing potential budget deficits. Also, the number of requests for proposals issued by state and local government agencies is subject to fluctuation. While this has not had a material adverse impact on our results of operations through the second quarter of fiscal year 2005, it is unclear what impact, if any, these deficits may have on our future business, revenues, results of operations and cash flow.

International risks. Recently we have expanded our international operations and have also contemplated the acquisition of companies formed and operating in foreign countries. We have approximately 12,000 employees in Mexico, Guatemala, India, Ghana, Jamaica, Dominican Republic, Spain, Malaysia, Ireland, Germany and China, as well as several other countries, that support our commercial business process outsourcing services. International operations and acquisitions are subject to a number of risks including, but not limited to the following: fluctuations in foreign currency exchange rates; licensing and labor counsel requirements; staffing key managerial positions; cultural differences; integration of companies, their management, and operations, which are located in distant locations; data privacy laws adopted by various countries in which we do business, including but not limited to member states of the European Union; general economic conditions in foreign countries; additional expenses and risks inherent in conducting operations in geographically distant locations; laws of those foreign countries; political instability; trade restrictions such as tariffs and duties or other controls affecting foreign operations, and other factors that may adversely affect our business, financial condition and operating results.

Armed hostilities and terrorist attacks. Terrorist attacks and further acts of violence or war may cause major instability in the U.S. and other financial markets in which we operate. In addition, armed hostilities and acts of terrorism may directly impact our physical facilities and operations, which are located in North America, Central America, South America, Europe, Africa, Australia, Asia and the Middle East, or those of our clients. These developments subject our worldwide operations to increased risks and, depending on their magnitude, could have a material adverse effect on our business.

Failure to attract and retain necessary technical personnel and skilled management and qualified subcontractors. Our success depends to a significant extent upon our ability to attract, retain and motivate highly skilled and qualified personnel and to subcontract with qualified, competent subcontractors. If we fail to attract, train, and retain, sufficient numbers of these technically-skilled people or are unable to contract with qualified, competent subcontractors, our business, financial condition, and results of operations will be materially and adversely affected. Our success also depends on the skills, experience, and performance of key members of our management team and on qualified, competent subcontractors. The loss of any key employee or the loss of a key subcontract relationship could have an adverse effect on our business, financial condition, cash flow, results of operations and prospects.

Servicing Risks. We service (for various lenders and under various service agreements) a portfolio of approximately $20 billion of loans made under the Federal Family Education Loan Program, which loans are guaranteed by a Federal government agency. If a loan is in default, then a claim is made upon the guarantor. If the guarantor denies the claim because of a servicing error, then under certain of the servicing agreements we may be required to purchase the loan from the lender. Upon purchase of the loan, we attempt to cure the servicing errors and either sell the loan back to the guarantor (which must occur within a specified period of time) or sell the loan on the open market to a third party. We are subject to the risk that we may be unable to cure the servicing errors or sell the loan on the open market. Our reserves, which are based on historical information, may be inadequate if our servicing performance results in the requirement that we repurchase a substantial number of loans, which repurchase could have a material adverse impact on our cash flow and profitability.

Disruption in Utility or Network Services. Our services are dependent on the companies providing electricity and other utilities to our operating facilities, as well as network companies providing connectivity to our facilities and clients. While there are backup systems in many of our operating facilities, an extended outage of utility services may have a material adverse effect on our operations, revenues, cash flow and profitability.

Indemnification Risk. Our contracts, including our agreements with respect to divestitures, include various indemnification obligations. If we are required to satisfy an indemnification obligation, that may have a material adverse effect on our business, profitability and cash flow.

Other Risks. We have attempted to identify material risk factors currently affecting our business and company. However, additional risks that we do not yet know of, or that we currently think are immaterial, may occur or become material. These risks could impair our business operations or adversely affect revenues, cash flow or profitability.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk from changes in interest rates and foreign currency exchange rates. There have been no material changes in our market risk from June 30, 2004. For further information regarding our market risk, refer to our Annual Report on Form 10-K for the fiscal year ended June 30, 2004.

ITEM 4. CONTROLS AND PROCEDURES

The management of the Company, including the Company s principal executive officer and principal financial officer have evaluated the effectiveness of the Company s disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934) as of December 31, 2004. Based on such evaluation, the Company s principal executive officer and principal financial officer have concluded that such disclosure controls and procedures were operating effectively as of December 31, 2004. There have not been any changes in the Company s internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) of the Securities Exchange Act of 1934) during the quarter ended December 31, 2004 that have materially affected or are reasonably likely to materially affect the Company s internal control over financial reporting.

Table of Contents

PART II

ITEM 1. LEGAL PROCEEDINGS

One of our subsidiaries, ACS Defense, LLC, and several other government contractors received a grand jury document subpoena issued by the U.S. District Court for the District of Massachusetts in October 2002. The subpoena was issued in connection with an inquiry being conducted by the Antitrust Division of the U.S. Department of Justice (DOJ). The inquiry concerns certain IDIQ (Indefinite Delivery Indefinite Quantity) procurements and their related task orders, which occurred in the late 1990s at Hanscom Air Force Base in Massachusetts. Our revenue from the contracts that we believe to be the focus of the DOJ s inquiry was approximately $17.2 million for the fiscal year ended June 30, 2004, representing approximately 0.4% of our revenue for fiscal year 2004. In February 2004, we sold the contracts associated with the Hanscom Air Force Base relationship to ManTech International Corporation; however, we have agreed to indemnify ManTech with respect to this DOJ investigation. We understand that the DOJ is continuing its investigation, but we have no information as to when the DOJ will conclude this process. We have cooperated with the DOJ in producing documents in response to the subpoena, and our internal investigation and review of this matter through outside legal counsel will continue through the conclusion of the DOJ investigatory process. We are unable to express an opinion as to the likely outcome of this matter at this time.

Another of our subsidiaries, ACS State & Local Solutions, Inc. (ACS SLS), and a teaming partner of this subsidiary, Tier Technologies, Inc. (Tier), received a grand jury document subpoena issued by the U.S. District Court for the Southern District of New York in May 2003. The subpoena was issued in connection with an inquiry being conducted by the Antitrust Division of the DOJ. The inquiry concerns the teaming arrangements between ACS SLS and Tier on child support payment processing contracts awarded to ACS SLS, and Tier as a subcontractor to ACS SLS, in New York, Illinois and Ohio. Effective June 30, 2004, Tier was no longer a subcontractor to us in Ohio. Our revenue from the contracts for which Tier was a subcontractor was approximately $67 million in fiscal year 2004 and approximately $18.6 million for the six months ended December 31, 2004, representing approximately 1.6% and 0.9% of our fiscal year 2004 and the first six months of fiscal year 2005 revenues, respectively. Our teaming arrangement also contemplated the California child support payment processing request for proposals, which was issued in late 2003; however, we did not enter into a teaming agreement with Tier for the California request for proposals. Based on Tier s filings with the Securities and Exchange Commission, we understand that on November 20, 2003 the DOJ granted conditional amnesty to Tier in connection with this inquiry pursuant to the DOJ s Corporate Leniency Policy. The policy provides that the DOJ will not bring any criminal charges against Tier as long as it continues to fully cooperate in the inquiry (and makes restitution payments if it is determined that parties were injured as a result of impermissible anticompetitive conduct). We understand that the DOJ is continuing its investigation, but we have no information as to when the DOJ will conclude this process. We have cooperated with the DOJ in producing documents in response to the subpoena, and our internal investigation and review of this matter through outside legal counsel will continue through the conclusion of the DOJ investigatory process. We are unable to express an opinion as to the likely outcome of this matter at this time.

On January 30, 2004, the Florida Agency for Workforce Innovation s (AWI) Office of Inspector General (OIG) issued a report that reviewed 13 Florida workforce regions, including Dade and Monroe counties, and noted concerns related to the accuracy of customer case records maintained by our local staff. Our total revenue generated from the Florida workforce services amounts to approximately 1% of our total fiscal year 2004 revenue. In March 2004, we filed our response to the OIG report. On May 20, 2004, at a meeting of the Workforce Florida, Inc. (WFI) Board of Directors which was attended by representatives of ACS SLS, which is our subsidiary performing these services, a representative of WFI, which is the principal workforce policy organization for the State of Florida and oversees and monitors the administration of the State s workforce policy as well as the programs and services carried out by regional workforce boards and AWI, indicated that WFI did not see a systemic problem with the performance of these workforce services by ACS SLS and that it considered the issue closed. There were also certain contract billing issues that arose during the course of our performance of our workforce contract in Dade County, Florida, which ended in June 2003. However, during the first quarter of fiscal year 2005, we settled all financial issues with Dade County with respect to our workforce contract with that county and the settlement is fully reflected in our results of operations for the first quarter of fiscal year 2005. We were also advised in February 2004 that the SEC is conducting an informal investigation into the matters covered by the OIG s report. On March 22, 2004, ACS SLS received a grand jury document subpoena issued by the U.S. District Court for the Southern District of Florida. The subpoena was issued in connection with an inquiry being conducted by the DOJ and the Inspector General s Office of the U.S. Department of Labor (DOL) into the subsidiary s workforce contracts in Dade and Monroe counties in Florida, which also expired in June 2003, and which were included in the OIG s report. On August 25, 2004, ACS SLS received a grand jury document subpoena issued by the U.S. District Court for the Middle District of Florida in connection with an inquiry being conducted by the DOJ and the Inspector General s Office of the DOL. The subpoena relates to a workforce contract in Pinellas County in Florida for the period from January 1999 to the contract s expiration in March 2001, which was prior to our acquisition of this business from Lockheed Martin Corporation in August 2001. Further, we settled a civil lawsuit with Pinellas County in December 2003 with respect to claims related to the services rendered to Pinellas County by Lockheed Martin Corporation prior to our acquisition of ACS SLS (those claims having been transferred with ACS SLS as part of the acquisition), and the settlement resulted in Pinellas County paying ACS SLS an additional $600,000. We are continuing our internal investigation of these matters through outside legal counsel and we are continuing to cooperate with the DOJ, the SEC and DOL to produce documents in connection with their investigations. At this stage of these investigations, we are unable to express an opinion as to their likely outcome. We anticipate that we may receive additional subpoenas for information in other Florida Workforce regions as a result of the AWI report issued in January 2004.

In June 2004, the Mississippi Department of Environmental Quality (MDEQ) issued a Notice of Violation to ACS Image Solutions, Inc., one of our subsidiaries, that alleged noncompliance with the Clean Water Act and the Federal Resource Conservation and Recovery Act. On September 20, 2004, we agreed to settle this matter with the MDEQ for $150,000. We have closed the specific operation whose activities resulted in this notice.

In addition to the foregoing, we are subject to certain other legal proceedings, inquiries, claims and disputes, which arise in the ordinary course of business. Although we cannot predict the outcomes of these other proceedings, we do not believe these other actions, in the aggregate, will have a material adverse effect on our financial position, results of operations or liquidity.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Our Board of Directors has authorized two share repurchase programs totaling $1.25 billion of our Class A common stock. On September 2, 2003, we announced that our Board of Directors authorized a share repurchase program of up to $500 million of our Class A common stock and on April 29, 2004, we announced that our Board of Directors authorized a new, incremental share repurchase program of up to $750 million of our Class A common stock. The programs, which are open-ended, will allow us to repurchase our shares on the open market from time to time in accordance with SEC rules and regulations, including shares that could be purchased pursuant to SEC Rule 10b5-1. The number of shares to be purchased and the timing of purchases will be based on the level of cash and debt balances, general business conditions and other factors, including alternative investment opportunities. We intend to fund the repurchase program from various sources, including, but not limited to, cash on hand, cash flow from operations, and borrowings under our Credit Facility. As of December 31, 2004, we had repurchased approximately 15.3 million shares at a total cost of approximately $758 million and reissued 0.3 million shares for proceeds totaling $17.3 million to fund contributions to our employee stock purchase plan and 401(k) plan. Through February 7, 2005, on a trade date basis, we have repurchased approximately 17.4 million shares at a total cost of approximately $874 million.

Repurchase activity for the quarter ended December 31, 2004 was as follows. Please refer to the discussion above for the cumulative repurchases under our share repurchase program.

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs

Inception through September 30, 2004	14,992,414	$	49.57	14,992,414	$ 506,802,627
October 1 October 31, 2004	48,000		53.50	48,000	504,234,737
November 1 November 30, 2004	225,300		54.51	225,300	491,953,721
December 1 December 31, 2004					491,953,721
Total Quarter ended December 31, 2004	273,300		54.33	273,300	491,953,721
Inception through December 31, 2004	15,265,714	$	49.66	15,265,714	$ 491,953,721

Table of Contents

ITEM 5. OTHER INFORMATION

On February 2, 2005, our Board of Directors approved several changes in independent director compensation to be effective for meetings after that date. The following table sets forth a comparison of previous and current components of independent director compensation:

	Previous Compensation	New Compensation
Independent Director Annual Retainer	$ 35,000	$ 45,000
Audit Committee Chair Annual Retainer	$ 10,000	$ 15,000
Nominating & Corporate Governance Committee Chair Annual Retainer	$	$ 5,000
Compensation Committee Chair Annual Retainer	$ 5,000	$ 5,000
Board Meeting (in person)	$ 1,500	$ 2,000
Board Meeting (telephonic)	$ 1,500	$ 1,000
Audit Committee Meeting (in person)	$ 1,000	$ 2,000
Audit Committee Meeting (telephonic)	$ 1,000	$ 1,000
Annual Stock Option Grant	5,000 shares	7,500 shares
Initial Stock Option Grant	20,000 shares	20,000 shares

As a result of the American Jobs Creation Act of 2004, on February 2, 2005 our Board of Directors also approved an amendment to the existing Severance Agreements with each of Jeffrey A. Rich, Mark A. King, William L. Deckelman, Jr., Warren D. Edwards, Lynn Blodgett, John Brophy, and Harvey Braswell to clarify the timing of payment of any previously deferred compensation upon a change of control. In addition, the Board of Directors also approved entering into a similar Severance Agreement with John Rexford.

In order to conform our stock option program with standard market practice, on February 2, 2005, our Board of Directors approved an amendment to stock options previously granted that did not become exercisable until five years from the date of grant to provide that such options become exercisable on the day they vest. Options granted under both our 1997 Stock Incentive Plan and our 1988 Stock Option Plan generally vest in varying increments over a five year period. It is expected that future option grants will contain matching vesting and exercise schedules. This amendment does not amend or affect the vesting schedule, exercise price, quantity of options granted, shares into which such options are exercisable or life of any award under any outstanding option grant. Therefore, no compensation expense is required.

ITEM 6. EXHIBITS

a.) Exhibits

Reference is made to the Index to Exhibits beginning on page 33 for a list of all exhibits filed as part of this report.

Table of Contents

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 on the 8th day of February, 2005.

AFFILIATED COMPUTER SERVICES, INC.

By: /s/ Warren D. Edwards
Warren D. Edwards
Executive Vice President and
Chief Financial Officer

32

INDEX TO EXHIBITS

Exhibit Number	Exhibit Name
3.1	Certificate of Incorporation of the Company (filed as Exhibit 3.1 to our Registration Statement on Form S-3, filed March 30, 2001, File No. 333-58038 and incorporated herein by reference).
3.2	Certificate Of Correction to Certificate of Amendment of the Company, dated August 30, 2001 (filed as Exhibit 3.2 to our Annual Report on Form 10-K, filed September 17, 2003 and incorporated herein by reference).
3.3	Bylaws of the Company, as amended and in effect on September 11, 2003 (filed as Exhibit 3.3 to our Quarterly Report on Form 10-Q, filed February 17, 2004 and incorporated herein by reference).
4.1	Form of New Class A Common Stock Certificate (filed as Exhibit 4.3 to our Registration Statement on Form S-1, filed May 26, 1994, File No. 33-79394 and incorporated herein by reference).
4.2	Amended and Restated Rights Agreement, dated April 2, 1999, between the Company and First City Transfer Company, as Rights Agent (filed as Exhibit 4.1 to our Current Report on Form 8-K, filed May 19, 1999 and incorporated herein by reference).
4.3	Amendment No. 1 to Amended and Restated Rights Agreement, dated as of February 5, 2002, by and between the Company and First City Transfer Company (filed as Exhibit 4.1 to our Current Report on Form 8-K, filed February 6, 2002 and incorporated herein by reference).
4.4	Form of Rights Certificate (included as Exhibit A to the Amended and Restated Rights Agreement (Exhibit 4.2)).
10.1*	Form of Amendment No. 1 to Severance Agreement, each dated as of February 2, 2005, by and between Affiliated Computer Services, Inc. and each of Jeffrey A. Rich, Mark A. King, Warren D. Edwards, Lynn Blodgett, Harvey Braswell, John Brophy and William L. Deckelman, Jr.
10.2*	Severance Agreement, dated as of February 2, 2005, by and between Affiliated Computer Services, Inc. and John Rexford.
31.1*	Certification of Chief Executive Officer of Affiliated Computer Services, Inc. pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.2*	Certification of Chief Financial Officer of Affiliated Computer Services, Inc. pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
32.1*	Certification of Chief Executive Officer of Affiliated Computer Services, Inc. pursuant to Rule 13a-14(b) promulgated under the Securities Exchange Act of 1934, as amended and Section 1350 of Chapter 63 of Title 18 of the United States Code. Pursuant to SEC Release 34-47551, this Exhibit is furnished to the SEC and shall not be deemed to be filed.
32.2*	Certification of Chief Financial Officer of Affiliated Computer Services, Inc. pursuant to Rule 13a-14(b) promulgated under the Securities Exchange Act of 1934, as amended and Section 1350 of Chapter 63 of

Title 18 of the United States Code. Pursuant to SEC Release 34-47551, this Exhibit is furnished to the SEC and shall not be deemed to be filed.

---

* Filed herewith