BARRA INC /CA
Form 10-Q
August 13, 2002

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

FORM 10-Q

(MARK ONE)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2002 or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM __________ TO ____________

Commission file number 0-19690

BARRA, INC. (Exact name of registrant as specified in its charter)

Delaware	**94-2993326**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

2100 Milvia Street
Berkeley, California 94704-1113
(Address of principal executive offices including zip code)

(510) 548-5442
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file reports), and (2) has been subject to such filing requirements for the past 90 days. YES [X] NO [ ], The number of shares of the registrant's Common Stock outstanding as of August 6, 2002 was 20,347,274.

Exhibit Index is located on page 40

BARRA, INC.
Report On Form 10-Q For The
Quarter Ended June 30, 2002
INDEX

PART I -- FINANCIAL INFORMATION

Item 1. Financial Statements

BARRA, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Amounts in thousands except for share and per share amounts)

	June 30, 2002	March 31, 2002
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents........................	$71,708	$58,499
Investments in marketable equity trading securities....................................	14,161	14,310
Investments in marketable debt securities available-for-sale.............................	157,457	200,317
Accounts receivable (Less allowance for doubtful accounts of $950 and $950):		
Subscription and other.........................	5,262	5,470
Related parties...............................	5,111	5,616

Prepaid expenses	1,660	2,068
Total current assets	255,359	286,280
Investments in unconsolidated companies	10,332	10,344
Premises and equipment:		
Computer and office equipment	13,209	12,904
Furniture and fixtures	4,657	4,637
Leasehold improvements	6,768	6,729
Total premises and equipment	24,634	24,270
Less accumulated depreciation and amortization	(15,502)	(14,383)
	9,132	9,887
Deferred tax assets	6,470	8,065
Computer software (less accumulated amortization of $2,946 and $2,766)	1,481	1,551
Other assets	1,389	1,034
Goodwill and other intangibles (less accumulated amortization of $5,539 and $5,539)	7,456	7,456
Total	$291,619	$324,617
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$1,023	$1,694
Accrued expenses payable:		
Accrued compensation	2,975	11,208
Accrued corporate income taxes	12,508	10,814
Other accrued expenses	9,873	9,843
Unearned revenues	36,498	32,383
Total current liabilities	62,877	65,942
Deferred tax liabilities	2,846	2,362
STOCKHOLDERS' EQUITY:		
Preferred stock, no par; 10,000,000 shares authorized; none issued and outstanding	--	--
Common stock, $.0001 par value; 75,000,000 shares authorized; 20,678,699 and 21,444,268 shares issued and outstanding	2	2
Additional paid-in capital	82,667	79,121
Retained earnings	143,189	177,518
Accumulated other comprehensive income (loss)	38	(328)
Total stockholders' equity	225,896	256,313
Total	$291,619	$324,617

The accompanying notes are an integral part of the BARRA, Inc. Consolidated Financial Statements

BARRA, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Amounts in thousands except for share and per share amounts)

	Three Months Ended June 30, 2002	Three Months Ended June 30, 2001
	(Unaudited)	(Unaudited)
Operating Revenues:		
Portfolio and Enterprise Risk Management.................	$29,661	$29,891
POSIT.......................	5,119	6,270
Total operating revenues...	34,780	36,161
Operating Expenses:		
Communication, data and seminar costs..............	2,015	2,073
Compensation and benefits....	14,910	15,492
Occupancy	1,547	1,279
Other operating expenses.....	4,898	5,243
Total operating expenses...	23,370	24,087
Interest Income and Other......	2,678	1,198
Income before Equity in Net Income and Loss of Investees, Income Taxes and Discontinued Operations..	14,088	13,272
Equity in Income and Loss of Investees...................	--	(2)
Income before Income taxes.....	14,088	13,270
Income Taxes..................	(4,360)	(4,344)
Income from Continuing Operations..................	9,728	8,926
Discontinued Operations:		
Income from Operations.......	--	1,334
Net Income	$9,728	$10,260
Income Per Share:		
Continuing Operations:		
Basic.......................	$0.46	$0.42
Diluted.....................	$0.44	$0.39
Discontinued Operations – Income from Operations:		
Basic.......................	$0.00	$0.06

Diluted	$0.00	$0.06
Net Income:		
Basic	$0.46	$0.48
Diluted	$0.44	$0.45
Weighted Average Common and Common Equivalent Shares:		
Basic	21,192,084	21,420,511
Diluted	22,122,587	22,862,066

The accompanying notes are an integral part of the BARRA, Inc. Consolidated Financial Statements

---

BARRA, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in thousands)

	Three Months Ended June 30,	
	2002	2001
	(Unaudited)	(Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$9,728	$10,260
Adjustments to reconcile net income to net cash provided by continuing operations:		
Equity in net income of investees	--	2
Depreciation and amortization	1,310	1,111
Unrealized losses on marketable equity trading securities	149	25
Sale of marketable equity trading securities	--	1,100
Deferred taxes	484	1,993
Other	379	16
Changes in:		
Accounts receivable - subscription and other	208	(397)
Accounts receivable - related parties	505	(202)
Prepaid expenses	408	71
Other assets	(355)	(185)
Accounts payable, due to related party and accrued expenses	(5,585)	(5,239)
Unearned revenues	4,115	3,423

Net cash provided by continuing operations........	11,346	11,978
Net cash provided by discontinued operations......	--	8,122
Net cash provided by operating activities.........	11,346	20,100
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures.............................	(486)	(1,019)
Sale (investment) - Marketable debt securities - available for sale.............................	42,860	(34,035)
Net cash provided (used) in investing activities	42,374	(35,054)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from sale of common stock................	2,476	2,152
Common stock repurchased..........................	(42,987)	(10,525)
Net cash used in financing activities............	(40,511)	(8,373)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	13,209	(23,327)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD..	58,499	44,702
CASH AND CASH EQUIVALENTS AT END OF PERIOD........	$71,708	$21,375
OTHER CASH FLOW INFORMATION:		
Cash paid during the period for:		
Income taxes................................	$2,982	$2,980

The accompanying notes are an integral part of the BARRA, Inc. Consolidated Financial Statements

---

BARRA, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements include the accounts of Barra, Inc. (the Company, which may be referred to as Barra, we, us or our) and its wholly-owned subsidiaries. Discontinued operations represents the results of operations from Symphony Asset Management LLC (Symphony), Barra RogersCasey, Inc., Barra Strategic Consulting Group and Bond Express, Inc., all of which were either sold or terminated in fiscal 2002. All significant intercompany transactions and balances have been eliminated. Certain reclassifications have been made to prior period financial statements to conform to the current period presentation.

In our opinion, the accompanying unaudited condensed consolidated financial statements include all adjustments (consisting of normal recurring entries) necessary to present fairly our financial position as of June 30, 2002 and the results of our operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States. The results of operations for the interim periods are not necessarily indicative of results of operations for a full year. The March 31, 2002 condensed consolidated balance sheet is derived from the audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2002 (Form 10-K), but does not include all disclosures required by generally accepted accounting principles. We suggest that these condensed consolidated financial statements be read in conjunction with the audited consolidated financial statements and related notes included in the Form 10-K and Management's Discussion and Analysis of Financial Condition and Results of Operations included in this Form 10-Q.

2. COMPREHENSIVE INCOME

Comprehensive income includes unrealized gain on investments in marketable debt securities and foreign currency translation gains and losses. A summary of comprehensive income follows (in thousands):

	Three Months Ended June 30	
	2002	2001
Net Income	$9,728	$10,260
Unrealized gain on investments in marketable debt securities available for sale..................	366	--
Comprehensive income	$10,094	$10,260

3. SEGMENT INFORMATION

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker when deciding how to allocate resources and when assessing performance. Our chief operating decision-making group is the Executive Committee, which is comprised of the Chief Executive Officer and other Executive Officers (the "Committee").

Barra's business segments are organized on the basis of differences in their related products and services. The Core Business is the portfolio and enterprise risk management segment and consists of developing, marketing and supporting portfolio and enterprise risk software. The Barra Ventures Businesses consists of investments, joint ventures or significant licensing arrangements that leverage the ideas and intellectual property of the Core Business. The POSIT joint venture licenses institutional trading systems that allow institutional investors to trade portfolios of securities directly with each other in a confidential environment.

Segment income from operations is defined as segment revenues net of segment expenses and equity in joint venture gains and losses for the current year. Segment expenses include costs for sales and client support activities, the cost of delivering the product or service including data and data processing costs, and allocated amounts of depreciation and amortization. Segment expenses also include allocated portions of research and development, general and administrative expenses and interest income for the current year.

For all years presented, segment expenses exclude income taxes.

There are no differences between the accounting policies used to measure profit and loss for segments and those used on a consolidated basis. Revenues are defined as revenues from external customers and there are no inter-segment revenues or expenses.

Our management does not identify or allocate its assets, including capital expenditures, by operating segment. Accordingly, assets are not being reported by segment because the information is not available by segment and is not reviewed to make decisions about resources to be allocated to the segments, when assessing their performance. Depreciation and amortization is allocated to segments in order to determine segment profit or loss.

The following tables present information about reported segments for the three month periods ended June 30, 2002 and 2001, respectively (amounts in thousands):

For the three months ended June 30, 2002:

	BARRA CORE	BARRA VENTURES			
	Core	POSIT Joint Venture	Other	Total Ventures	Total
Portfolio and Enterprise Risk Management................	$29,661				$29,661
POSIT.......................		$5,119		$5,119	5,119
Total revenues	29,661	5,119	--	5,119	34,780
Compensation and benefits....	(14,584)	(326)		(326)	(14,910)
Other segment expenses.......	(8,229)	(231)		(231)	(8,460)
Interest income and other....	2,678				2,678
Equity in joint venture gains (losses)..................		11	(11)	--	--
Total segment expenses	(20,135)	(546)	(11)	(557)	(20,692)
Segment income (loss)	$9,526	$4,573	($11)	$4,562	$14,088
Depreciation and amortization	$1,284	$26	--	$26	$1,310

For the three months ended June 30, 2001:

	BARRA CORE	BARRA VENTURES			
	Core	POSIT Joint Venture	Other	Total Ventures	Total
Portfolio and Enterprise Risk Management................	$29,891				$29,891
POSIT.......................		$6,270		$6,270	6,270
Total revenues	29,891	6,270	--	6,270	36,161
Compensation and benefits....	(14,967)	(525)		(525)	(15,492)
Other segment expenses.......	(8,344)	(251)		(251)	(8,595)
Interest income and other....	1,198				1,198
Equity in joint venture gains					

(losses)..................		16	(18)	(2)	(2)
Total segment expenses	(22,113)	(760)	(18)	(778)	(22,891)
Segment income (loss)	$7,778	$5,510	($18)	$5,492	$13,270
Depreciation and amortization	$1,085	$26	--	$26	$1,111

4. PER SHARE DATA

In accordance with Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings Per Share", basic earnings per share is based on the weighted-average number of common shares outstanding for the period. Diluted earnings per share data is based on the weighted-average number of common and dilutive potential common shares outstanding. Dilutive potential common shares result from the assumed exercise of outstanding stock options that have a dilutive effect when applying the treasury stock method. For all periods presented, the only difference between basic and diluted earnings per share for the Company is the inclusion of dilutive stock options in the denominator for purposes of calculating diluted earnings per share.

5. NEW ACCOUNTING STANDARDS

Effective April 1, 2001, the Company adopted SFAS No. 133 - Accounting for Derivative Instruments and Hedging Activities. SFAS No. 133 requires the recognition of all derivatives in the balance sheet as either an asset or a liability measured at fair value. The statement also requires a company to recognize changes in the derivative's fair value currently in earnings unless it meets specific hedge accounting criteria. If the derivative is designated as a cash flow hedge, the effective portions of changes in the fair value of the derivative are recorded in other comprehensive earnings and are recognized in the income statement when the hedged item affects earnings. The adoption of SFAS No. 133 did not have a significant impact on the financial position, results of operations, or cash flows of the Company.

In June 2001, the Financial Accounting Standards Board (FASB) issued SFAS No. 141 - Business Combinations and SFAS No. 142 - Goodwill and Other Intangible Assets. SFAS No. 141 requires that all business combinations initiated after June 30, 2001 be accounted for under the purchase method and addresses the initial recognition and measurement of goodwill and other intangible assets acquired in a business combination. SFAS No. 142 addresses the initial recognition and measurement of intangible assets acquired outside of a business combination and the accounting for goodwill and other intangible assets subsequent to their acquisition. SFAS No. 142 provides that intangible assets with finite useful lives be amortized and that goodwill and intangible assets with indefinite lives will not be amortized, but will rather be tested at least annually for impairment. The Company adopted SFAS No. 142 for its fiscal year beginning April 1, 2001. The adoption of SFAS No. 142 did not have a significant impact on the financial position, results of operations, or cash flows of the Company.

In August 2001, the FASB issued SFAS No. 144 - Accounting for the impairment or Disposal of Long-lived Assets, which addresses the financial accounting and reporting for the impairment or disposal of long-lived assets (e.g. equipment and office facilities.) This statement supersedes SFAS No. 121 - Accounting for the Impairment of Long-lived Assets and for Long-lived Assets to be Disposed of, and certain accounting and reporting provisions of Accounting Principles Board Opinion No. 30 - Reporting the Results of Operations. We adopted this statement on January 1, 2002. The adoption of SFAS No. 144 did not have a significant impact on the financial position, results of operations, or cash flows of the Company.

In June 2002, the FASB issued SFAS 146, Accounting for Costs Associated with Exit or Disposal Activities, which addresses accounting for restructuring and similar costs. SFAS 146 supersedes previous accounting guidance, principally Emerging Issues Task Force Issue No. 94-3. The Company will adopt the provisions of SFAS 146 for restructuring activities initiated after December 31,2002. SFAS 146 requires that the liability for costs associated with an exit or disposal activity be recognized when the liability is incurred. Under Issue 94-3, a liability for an exit cost was recognized at the date of the Company's commitment to an exit plan. SFAS 146 also establishes that the liability should initially be measured and recorded at fair value. Accordingly, SFAS 146 may affect the timing of recognizing future restructuring costs as well as the amounts recognized.

6. DISCONTINUED OPERATIONS

Symphony Asset Management LLC- On July 16, 2001, Barra completed the sale of its 50 percent ownership interest in Symphony to The John Nuveen Company. Barra received approximately $128 million in initial cash proceeds and is eligible to receive up to an additional $12 million in future contingent payments based on Symphony's business performance. A gain of $72.2 million or $3.21 per diluted share, after taxes of approximately $44.8 million, was recorded from the sale.

Bond Express, Inc.- On August 31, 2001, Barra sold its subsidiary, Bond Express, Inc., to ValuBond, Inc. As consideration for the sale Barra received preferred stock representing approximately 8% of ValuBond, Inc.'s equity on a fully diluted basis. No gain or loss was recognized upon the sale of the business. (See Note 8)

Barra RogersCasey, Inc. and Barra Strategic Consulting Group- On March 27, 2002, Barra announced the disposition of its consulting ventures, Barra RogersCasey, Inc. and the Barra Strategic Consulting Group. Barra RogersCasey, the Company's pension fund consulting venture, was sold to a subsidiary of Capital Resource Advisors LLC for $14 million in cash in exchange for all of the stock of Barra RogersCasey. Barra Strategic Consulting Group, which provided project-based management consulting to asset managers, ceased operations as of February 15, 2002. Barra's gain on sale of its interest in Barra RogersCasey, net of approximately $1.5 million in closure costs associated with the Barra Strategic Consulting Group and $2.2 million in income taxes, was $3.8 million or $0.17 per diluted share.

Gross revenues, pre-tax income and net income for discontinued operations for the three months ended June 30, 2001 are set forth in the table below:

Gross revenues..............	$13,633
Income before taxes.........	2,514
Income taxes................	(1,180)
Income from discontinued operations.................	$1,334

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

The following discussion and analysis should be read in conjunction with our unaudited condensed consolidated financial statements and the related notes (included elsewhere in this report), as well as with our Annual Report on Form 10-K for the fiscal year ended March 31, 2002. This discussion and analysis and other parts of this Form 10-Q contain forward looking statements that involve risks and uncertainties, as well as assumptions made by us regarding our expectations and other future events. We make those forward-looking statements in reliance on the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. For further information regarding how to identify forward looking statements and the factors that could cause actual results to differ, please refer to the information under the heading "RISK FACTORS" below. Any or all of the forward-looking statements that we make in this Form 10-Q or any other public statements we issue may turn out to be wrong. It is also important to remember that other factors besides those we mention could also adversely affect us and our business, operating results or financial condition.

APPLICATION OF CRITICAL ACCOUNTING POLICIES.

General

Management's Discussion and Analysis of Financial Condition and Results of Operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Management believes the following critical accounting policies affect its more significant estimates and assumptions used in the preparation of its consolidated financial statements.

Revenue Recognition

Portfolio and Enterprise Risk Management -

Subscription fees are initially deferred as unearned revenues when payment has been received and revenue is recognized ratably over the subscription term. Implementation fees are recorded as earned, generally on a time and materials basis.

POSIT

- POSIT revenues, which consist primarily of royalties based on the trading volume of U.S. equities from the Portfolio System for Institutional Trading ("POSIT") joint venture, are recognized as trades are executed on POSIT.

Other Ventures

- Consulting fees for non-recurring projects are recognized on a percentage of completion basis.

The timing and certain methods of recognizing revenues require management to make estimates with respect to cost incurred, milestones reached and other factors.

Allowance for Doubtful Accounts

We evaluate the collectibility of our trade receivables on a combination of factors. When we become aware of a specific customer's inability to meets it financial obligation to us, such as in the case of bankruptcy filings or deterioration in the customer's financial position, we record a specific reserve for bad debt to reduce the related receivable to the amount we reasonably believe is collectible. We also record reserves for bad debt for all other customers based on a variety of factors including the length of time the receivables are past due and historical experience. If circumstances related to specific customers change, our estimates of the recoverability of receivables could be further adjusted.

Investments in Unconsolidated Companies

We monitor our investments in unconsolidated companies for impairment on a periodic basis. In the event that the carrying value of an investment exceeds its fair value and the decline in value is determined to be other than temporary, an impairment charge is recorded and a new cost basis for the investment is established. Fair values for investments in privately held companies are estimated based on one or more of the following: pricing models using historical and forecasted financial information, liquidation values, the values of recent rounds of financing or quoted market prices of comparable public companies. In order to determine whether a decline in value is other than temporary, we evaluate, among other factors: the duration and extent to which the fair value has been less than the carrying value; the financial condition of and business outlook for the company, including key operational and cash flow metrics, current market conditions and future trends in the company's industry, and the company's relative competitive position within the industry; and our intent and ability to retain the investment for a period of time sufficient to allow for any anticipated recovery in fair value.

Accounting for Income Taxes

We make estimates related to our income taxes in each of the jurisdictions in which we operate. These estimates include the allocation of revenue, cost of revenue, depreciation, expenditures and tax credits within and between jurisdictions. Deferred taxes are determined by calculation of the future tax consequences associated with differences between financial accounting and tax bases of assets and liabilities. As a result of this process, the Company recognizes deferred tax assets and liabilities, which are recorded in its Consolidated Statements of Financial Condition. A valuation allowance is established to the extent that the Company considers it more likely than not that some portion or all of the deferred tax assets will not be realized. To the extent a valuation allowance is established or adjusted in a period, this amount is included in the Company's Consolidated Statements in Income as an expense or benefit within the provision for income taxes.

GENERAL

Certain of the information required by this item has been previously reported under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Form 10-K.

Barra provides investment risk management solutions to financial professionals world-wide. We have two business units. Our Core Business provides portfolio risk management and enterprise risk management systems to investment professionals. Our Ventures Business develops new lines of business by leveraging our core research and development, generally through strategic partnerships.

Foreign Currency

As an international corporation, we generate revenue from clients throughout the world, maintain sales and representative offices worldwide and hold certain deposits and accounts in foreign currencies. Our revenue is generated from both United States and non-U.S. currencies. Our subscriptions in the United Kingdom and the European Community are priced in British pounds sterling (pounds) and euros, respectively. Additionally, our consolidated subsidiary, Barra Japan Co., Ltd. generates revenues, has expenses and has assets and liabilities in Japanese yen (yen). All other international clients are billed in U.S. dollars. The functional and reporting currency of all non-U.S. operations is the U.S. dollar. Accordingly, gains and losses on translation of current assets and liabilities denominated in foreign currencies to the U.S. reporting currency are included in other operating expenses.

The following table presents a summary of revenue by geographic region for the three months ended June 30, 2002 and 2001 (in thousands). Revenues are distributed to geographic areas based on the country in which the Barra sales office is located:

	2002		2001	
	Revenues	% of Total Revenues	Revenues	% of Total Revenues
Americas:				
United States............	$18,999	55%	$19,746	55%
Other....................	1,036	3	911	3
Total Americas...........	20,035	58	20,657	58
Europe and Africa:				
United Kingdom...........	6,316	18	7,218	20
Germany..................	2,088	6	1,900	5
Other....................	256	1	311	1
Total Europe and Africa..	8,660	25	9,429	26
Asia and Australia:				
Japan....................	4,764	14	4,709	13
Other....................	1,321	3	1,366	3
Total Asia and Australia.	6,085	17	6,075	16
TOTAL	$34,780	100%	$36,161	100%

All other things being equal, weakening of the U.S. dollar has a positive impact on profits, and strengthening of the U.S. dollar has a negative impact. Our management has implemented a hedging program designed to partially mitigate our exposure to foreign currency fluctuations through the use of forward commitments to sell certain foreign currencies. This hedging program is specifically designed to hedge our net assets denominated in pounds, euros and yen.

For the three month period ended June 30, 2002, when compared to the same period a year ago, the U.S. dollar strengthened against the pound, euro and yen. This had the net effect of decreasing net revenues and net income by approximately $585,000 and $366,000, respectively, compared to exchange rates in effect for the three month period ended June 30, 2001.

Under current operating arrangements in the countries in which we do business (other than Brazil), there are no significant restrictions upon the flow of funds from our foreign subsidiaries to the parent company. In Brazil, our local subsidiary is required to register exchange agreements with the Brazilian Central Bank.

Liquidity and Capital Resources

Cash and cash equivalents, marketable equity securities held for trading and marketable debt securities available for sale totaled $243.3 million at June 30, 2002. In addition, we have a commitment from a bank for an unsecured short-term line of credit of up to $25 million. No amounts have been, or are presently anticipated to be, drawn down on that line of credit.

During the quarter ended June 30, 2002, we repurchased 910,650 shares of our common stock on the open market at an average price of $45.66 for an aggregate of $41,577,000, pursuant to our stock repurchase plan.

We believe that our cash flow from operations (including prepaid subscription fees), together with existing cash balances, will be sufficient to meet cash requirements for capital expenditures and other cash needs for ongoing business operations and existing financial commitments.

Principal Financial Commitments

Our principal financial commitments consist of obligations under operating leases and contracts for the use of computer and office facilities. Other than commitments described in this discussion and analysis and in the financial statements and notes, we have no present binding understandings or commitments with respect to any significant expenditures.

Share Repurchase Plan

On July 16, 2002, our Board of Directors authorized the repurchase of up to 1,500,000 shares of our Common Stock, pursuant to our stock repurchase plan, of which 973,400 shares remained authorized and unpurchased as of August 9, 2002.

RESULTS OF OPERATIONS

References to the dollar and percentage increases or decreases set forth below in this discussion and analysis of our results of operations are derived from comparisons of our condensed consolidated statements of income and operating segment results for the three month periods ended June 30, 2002 and June 30, 2001.

Barra Core- Portfolio and Enterprise Risk Management Business

Core revenue growth has slowed significantly over the past fiscal year as a result of lower subscription sales of our portfolio and enterprise risk products and higher cancellation rates on existing customer subscriptions as compared to previous periods. We believe these results reflect the general cost reduction measures many of our asset management clients have initiated in the face of significant declines in asset-based fees.

Revenues:

Portfolio and Enterprise Risk Management.

Portfolio and Enterprise Risk Management fees consist of annual subscription fees and other related revenues for our Core Business portfolio risk management and enterprise risk management systems. A summary of the components of this revenue is as follows (amounts in thousands):

Three Months Ended June 30,

	2002	2001	% Change

Core product subscriptions..	$28,375	$28,218	1
Implementation fees.........	350	693	(49)
Other Core product related..	936	980	(4)
TOTAL...................	$29,661	$29,891	(1)

Core Product Subscriptions

are revenues for our portfolio risk management and enterprise risk management products, including related updates. We generally bill and collect fees on an annual basis, but recognize the revenue 1/12th per month over each year of the subscription period. The growth in annual subscription fees continues to be generated from a combination of obtaining new clients and increasing revenues from existing customers through the introduction of new products, features, users and other services. Excluding the negative impact of changes in foreign currency translation rates subscription revenues increased 3% compared to the same quarter last year.

Implementation Fees

are revenues related to implementation services in connection with enterprise risk management system installations. Implementation fees are recorded as earned, generally on a time and materials basis. The timing of the recording of enterprise risk management implementation fees is governed by the terms of the implementation contracts and other factors that can cause significant variations from quarter to quarter. The decrease in implementation fees reflects a decline in the number of new enterprise risk system installations and general weakness in the demand for such services amidst spending constraints at some of our client installations.

Other Core Product Related

revenues include seminar and other one-time fees.

Expenses:

A summary of core operating expenses is as follows (amounts in thousands):

Three Months Ended June 30,

	2002	2001	% Change
Communication, data and seminar costs............	$2,011	$2,066	(3)
Compensation and benefits...	14,584	14,967	(3)
Occupancy..................	1,490	1,242	20
Other operating expenses....	4,728	5,036	(6)
TOTAL...................	$22,813	$23,311	(2)

Communication, data and seminar costs

consists of computer access and communication charges, software and data costs, computer leasing and seminar expenses. This component of expense decreased $55,000 or 3% compared to the same quarter a year ago. The decrease reflects lower seminar costs resulting from fewer events being held in the current quarter as compared to the same quarter last year, offset by higher purchased data costs due to an increase in the number of data offerings purchased as well as increased costs on current data subscriptions.

Compensation and Benefits

decreased $383,000 or 3% compared to the same quarter a year ago. The decrease reflects lower incentive compensation and commissions as a result of lower sales and revenue retention rates compared to the same quarter last year.

Occupancy Expense

increased $248,000 or 20% compared to the same quarter a year. The increase is due primarily to higher rental costs for our Japan facilities associated with new and expanded office space in Tokyo, along with increases in rents in existing offices.

Other Operating Expenses

decreased $308,000 or 6% compared to the same quarter a year ago. Other operating expenses include travel, office, maintenance, depreciation, amortization, marketing, advertising, insurance, outside legal and accounting services, foreign currency translation gains and losses, and other corporate expenses. The decrease is primarily the result of lower advertising and marketing costs due to the completion of a significant corporate branding and advertising campaign launched in the prior year.

POSIT

Revenues:

POSIT revenues decreased $1,151,000 or 18% compared to the same quarter a year ago. Our revenues from POSIT come from royalties based on commissions generated by the trading volume in the various POSIT systems. The decline in POSIT revenues reflects principally the impact of lower trading volumes on the POSIT trading systems due to increased price competition and lower overall market trading volumes.

Expenses:

A summary of POSIT operating expenses is as follows (amounts in thousands):

Three Months Ended June 30,

	2002	2001	% Change
Communication, data and seminar costs.............	$4	$7	(43)
Compensation and benefits...	326	525	(38)
Occupancy..................	57	37	54
Other operating expenses....	170	207	(18)
TOTAL...................	$557	$776	(28)

========= ========= ========

Compensation and benefits decreased $199,000 or 38% from the same quarter a year ago. This decrease resulted from the reimbursement of certain costs by our joint venture partner in the current quarter.

Occupancy costs increased $20,000 or 54% compared to the same quarter a year ago. The increase was due to increased rental and utility costs in the office where POSIT personnel are housed.

Other operating expenses decreased $37,000 or 18% compared to the same quarter a year ago. The decrease is due to lower travel, legal and support costs associated with this venture.

Equity in income of Investees:

Equity in Net Income (Loss) of Investees represents net gains from our equity investment Australian POSIT.

Other Ventures

Equity in Net Income (Loss) of Investees

represents net (losses) from our equity investments in Risk Reporting Limited.

Interest Income and Other

Interest income and other increased $1,480,000 or 123% compared to the same quarter a year ago. The increase is due to substantially higher cash balances in the current quarter. The increase reflects primarily the proceeds from the sale of various Barra ventures in fiscal 2002.

Income Taxes

Our effective tax rate for the quarter ended June 30, 2002 was 31% compared to 32.7% for the same quarter last year. This decline was principally from the result of a greater proportion of pre-tax income being derived from tax-exempt interest income than in the prior period.

Income From Discontinued Operations

Income from Discontinued Operations represents the results of operations from Symphony, Barra RogersCasey, Barra Strategic Consulting Group and Bond Express, Inc. for the quarter ended June 30, 2001, all of which were sold or terminated in fiscal 2002.(See Note 6.)

RISK FACTORS

-

This Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements give our current expectations or forecasts of future actions, events or results. You can identify these statements by the fact that they do not relate strictly to historical or current facts. They use words such as anticipate, estimate, expect, intend, believe, designed, future, forecast, perceive, possible, potential, may, will, would, could, should, forward, assure and other words and terms of similar meaning in connection with any discussion of future operating or financial performance. Our forward-looking statements include statements concerning our future financial results, market activities, product development and business model. From time to time we may also provide oral or written forward-looking statements in other materials that become publicly available.

Any or all of the forward-looking statements that we make in this Form 10-Q or any other public statements we issue may turn out to be wrong. They can be affected by inaccurate assumptions that we might make or by known or unknown risks and uncertainties. Many factors described in this Risk Factors section and elsewhere in this Form 10-Q may cause our actual results to vary materially from our historical or expected results. Other factors, besides those outlined herein could also adversely affect us or our business. Consequently, no forward-looking statement can be guaranteed.

We are under no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. We suggest, however, that you consult any future disclosures we make on related subjects in our subsequent Form 10-Q, 8-K and 10-K filings with the SEC.

Fluctuations in Quarterly Operating Results

Our revenues and results of operations are difficult to predict and may fluctuate substantially from quarter to quarter, as they have in the past. Factors specifically relating to our business segments are outlined below:

- <u>Core Business</u>

- Our Core Business revenues in any quarter depend substantially upon our total contracting activity (including renewals of existing contracts) and the related timing of when new subscriptions begin. We derive revenue from our Core Business primarily through annual subscriptions that automatically renew unless canceled. There is no assurance that these renewals will continue. Annual subscription fees are recorded as revenues over each subscription period at the rate of 1/12th per month. Consequently, sales of subscriptions in any one month impact reported revenues evenly over the next twelve months. For this reason, our Core Business subscription revenues are not normally subject to significant variability during a year.

We also include enterprise risk management system implementation consulting fees in our Core Business revenues. These fees reflect non-recurring, project driven revenues that are implemented in phases as contractual milestones are met. Accordingly, they can be susceptible to a large degree of variability depending on our ability to source new projects and the unpredictable nature and significance of fees associated with specific transactions.

Our earnings can be affected in our second fiscal quarter because of annual salary adjustments for our employees in July. Our compensation policy historically has involved significant reliance on discretionary bonuses. Because compensation expense is a significant percentage of our operating expenses, the amount of, timing of and accrual for discretionary bonuses could have a material effect on the net income of our Core Business.

- Ventures Business - Diverse factors cause variability of operating results in our POSIT Venture Business.

POSIT

- The several POSIT systems can experience and have experienced significant fluctuations in trading volume. Since approximately 15% of our operating revenue in the current quarter and a significant portion of our income by segment came from this venture in 2002, these fluctuations can have and have had a significant impact on our revenue and operating income.

Operating expenses are based in part on our expectations regarding future revenue. Our consolidated operating results may be adversely affected if revenue does not develop in a quarter as anticipated. Since expenses are usually incurred before revenues are generated, and because only a small amount of expenses vary with revenue, our consolidated operating results may be impacted significantly by lower revenues. Various factors could cause these lower revenues and could affect quarter to quarter comparisons. Also, much of our revenues are earned under fixed price software subscriptions. Changes in our costs of those subscriptions could have a material adverse effect on our business, financial condition and results of operations.

Accounting standards and practices may require us to defer recognition of license revenue for a significant period after entering into a license agreement. Generally, the subscription fees for our Core Business products are initially deferred as unearned revenues when payment has been received, after which revenue is recognized ratably over the term of the subscription. Negotiated terms for some of our Core Business sales and consulting services, particularly enterprise risk management solutions, sometimes do not permit revenue recognition at the time of delivery or even as work on the project is completed.

Dependence on Availability of Data

We currently obtain data from over 120 third-party vendors that is used in our products and services. Any interruption of our supply of data from a principal data vendor or vendors, or an interruption of our own data operations or data update processes could have a material adverse effect on our business, financial condition or results of operations. These adverse effects include, for example, our products or services becoming inoperable or their performance being materially reduced.

If any of our data vendors change their product offerings, we may need to incur additional costs to ensure continued performance of our products and services. In addition, if the cost of licensing any of these third-party data products materially increases, our gross margin levels could materially decrease.

International Operations

In 2002 over 46% of our revenues came from customers outside the United States. We anticipate that revenues from customers outside the U.S. will continue to be a significant part of our total revenues for the foreseeable future. Sales and operations outside the U.S. are subject to unique risks, including:

- unexpected changes in regulatory requirements;
- unexpected changes in exchange rates, tariffs and other trade barriers;
- political or economic instability;
- seasonal factors, particularly in Europe;
- difficulties in staffing, managing and integrating foreign operations;
- longer payment cycles;

- difficulties or delays in translating products and related documentation into foreign languages;
- currency fluctuations and conversion risks; and
- potentially adverse tax consequences.

Any of these factors could have a material adverse effect on our business, financial condition or results of operation.

Risks Associated with Business Combinations and Divestitures

As part of our overall strategy, we may continue to divest ourselves of certain businesses and assets, to acquire or invest in complementary companies, products, and technologies and to enter into joint ventures and strategic alliances with other businesses. We may not be successful in overcoming these risks or any other problems encountered in these transactions.

Some common risks associated with acquisitions and joint ventures include:

- the difficulty of assimilating the operations and personnel of the combined companies;
- the risk that we may not be able to integrate the acquired technologies or products with our own;
- the substantial management time devoted to such activities;
- undisclosed liabilities;
- the inability of management to maximize our financial and strategic position through the successful integration of acquired businesses;
- the risk that the acquired business will not achieve anticipated earnings and revenues;
- the failure to realize anticipated benefits (such as cost savings and synergies);
- customer dissatisfaction with, or problems caused by, the performance of any acquired technologies; and
- geographic dispersion of operations and the complexities of international operations.

Some common risks associated with divestitures include:

- the inability to fulfill representations and warranties made to a buyer;
- the risk that the divested business will not meet the revenues or earnings requirements necessary to achieve subsequent earn-out goals;
- the failure to remain within the scope of the non-competition undertakings requested by a buyer;
- the transitioning of the divested business to a stand-alone operation that is separate from the research, development and support services previously offered by Barra; and
- costly litigation stemming from post-closing disputes.

We may not be successful in overcoming these risks or any other problems encountered in these transactions.

Limited Protection of Intellectual Property and Proprietary Rights and Potential Infringement of Third Party Intellectual Property Rights

We consider certain aspects of our products, related internal data update processes and services to be proprietary. We currently hold no patents. We rely primarily on a combination of trade secret, copyright, trademark and other intellectual property laws, license agreements and technical measures to protect our rights in our intellectual property. Despite our efforts, a third party may still try to challenge, invalidate or circumvent the protective mechanisms that we select. We cannot assure that any of the rights granted under any copyright or trademark that we may obtain will protect our competitive advantages. Our competitors may also independently develop and patent technology that is the same or similar to ours or may obtain access to our proprietary technology. In addition, the laws of certain foreign countries do not protect our proprietary rights to the same extent as do the laws of the United States. Also, some elements of our products and services are not subject to intellectual property protection.

We believe that our products, processes and trademarks do not infringe the intellectual property rights of third parties. There can be no assurance, however, that the intellectual property which we have acquired will not be challenged by infringement claims in the future. Such claims could require us to enter into royalty arrangements or could result in costly litigation.

- Trademarks

- We have registered "Barra" as a trademark in the U.S. and in certain foreign countries. We have also registered other product trademarks and certain service marks in the U.S. and in certain foreign countries. When we enter a new geographic market or introduce a new product brand, there can be no assurance that our existing trademark or mark of choice will be available.

- Patents

- Businesses operating in the financial services sector, including our competitors and potential competitors, have in recent years increasingly pursued patent protection for their technologies and business methods. We currently hold no patents. We are, however, currently applying for two utility patents and one design patent on certain of our proprietary technologies. Patent applications can be extremely costly to process and defend and we cannot assure that any of the rights granted under any patent that we may obtain will protect our competitive advantages. Under current law, we do not believe it is feasible to determine in advance whether any of our existing products or any of their components or a service or method infringes on the patent rights of others. From time to time we will receive notices from others containing claims or potential claims of intellectual property infringement. We may also be called upon to defend a joint venture partner, customer, vendor or licensee against such third party claims. Responding to these types of claims, regardless of merit, could consume valuable time, result in costly litigation or cause delays, all of which could have a material adverse effect on our business, operating results or financial condition. Responding to these claims could also require us to enter into royalty or licensing agreements with third parties claiming infringement. There can be no assurance that these licenses will be made on terms that are commercially acceptable to us, if at all.

- License Agreements

- The software and data products of our Core Business and Ventures Businesses are generally licensed to end users on a periodic subscription basis in a nontransferable license signed by the client. We also permit access to some products through the Internet under on-line licenses that are acknowledged by the licensee. The enforceability of these on-line licenses has not been conclusively determined by the courts. We are frequently required to obtain licenses to the proprietary rights of data vendors or others. There can be no assurance that these licenses will be made available on terms acceptable to us, if at all.

- Trade Secret and Copyright

- Existing trade secret and copyright laws only offer us limited protection for our proprietary assets. We believe that the rapid pace of technological change in the software and investment solution industries and the recent explosion of business method patents in these industries will only make trade secret and copyright protection less significant over time. Consequently, our competitors may independently develop and patent technologies that are substantially equivalent to or superior to our technology. To protect the proprietary assets of our Core Business, we are considering, and in some cases applying for, patents for certain of our products and we rely on the following unique aspects of our business:

  - ♦ The development, maintenance, support and use of our products is dependent upon the knowledge, experience and ability of our highly skilled, educated and trained employees; and

  - ♦ Most of the software in our products is dependent upon (and of little utility without) continuing access to the historical and current data in our proprietary databases.

- Confidentiality Undertakings

- Our license agreements restrict clients' disclosure of proprietary information contained in our products. Our joint venture and development agreements contain similar restrictions. It may be possible, however, for unauthorized parties to copy aspects of our products or to obtain and use information that we regard as proprietary. We also seek to protect our knowledge bases through non-disclosure agreements with our employees. However, the enforceability of these agreements varies due to the many different jurisdictions in which our employees, joint venture or development partners and clients are located.

-

Competition

Each of the markets in which our Core and POSIT Businesses operate has become increasingly competitive in recent years. These markets may become more competitive in the future as a result of the activities of existing competitors and the entrance of new competitors into our markets. In some of these markets, our competitors have substantially greater name recognition, installed bases, or financial, research, development or other resources. There can be no assurance that:

- we and/or our business partners will continue to have sufficient resources to succeed in our efforts and be successful in maintaining our competitive advantages;

- our competitors will not devote significantly more resources to competing activities;

- our competitors will not develop products or services that are perceived as being superior to ours, or

- increased competition will not lead to loss of market share or increased pricing pressure.

-

Web-Based Product Model

It is intended that future Barra products, such as BarraOne, will make use of a web browser as the user interface in place of traditional desktop access through networked personal computers. Web browser access via the internet or an intranet involves numerous risks inherent in using the internet, including security, availability and reliability. In addition, there is a risk that customers will not be willing or able to implement internet-based applications. Barra may wish to offer its applications on future or existing user interfaces that achieve popularity within the financial application marketplace. These future or existing user interfaces may or may not be architecturally compatible with Barra's current software product design. Barra may not be able to support new user interfaces and achieve market acceptance of new user interfaces that it does support.

Security Risks and Concerns May Deter the Use of the Internet for Conduct of Business.

A significant barrier to commerce and communications over public networks is the secure transmission of confidential information. Advances in computer capabilities, new discoveries in the field of cryptography or other events or developments could result in compromises or breaches of our security systems or those of other web sites to protect proprietary information. If any well-publicized compromises of security were to occur, they could have the effect of substantially reducing the use of the internet for commerce and communications. Anyone who circumvents our security measures could misappropriate proprietary information or cause interruptions in our services or operations. The internet is a public network, and data is sent over this network from many sources. In the past, computer viruses, software programs that disable or impair computers, have been distributed and have rapidly spread over the internet. Computer viruses could be introduced into our systems or those of our clients or other third parties, which could disrupt or make it inaccessible to clients. We may be required to expend significant capital and other resources to protect against the threat of security breaches or to alleviate problems caused by breaches. To the extent that our activities may involve the storage and transmission of proprietary information, security breaches could expose us to a risk of loss or litigation and possible liability. Our security measures may be inadequate to prevent security breaches, and our business could be harmed if we do not prevent them.

Volatility of Stock Price; Risk of Litigation

The trading price of Barra common stock has in past and may in the future be subject to significant fluctuations in response to factors such as:

- revenue or results of operations in any quarter failing to meet the expectations (published or otherwise) of the investment community, and the timing of the announcements of such shortfalls;
- changes in recommendations or financial estimates by securities analysts;
- acquisitions or sales of significant businesses;
- new product announcements;
- conditions and trends generally in the industries in which we operate;
- adoption of new accounting standards affecting the software or financial services industries; and
- general market conditions.

Further, the stock market has experienced and may continue in the future to experience extreme price and volume fluctuations that particularly affect the market prices of equity securities of high technology and financial services companies. These fluctuations often are not related, or are disproportionate, to the operating performance of those companies. These broad market fluctuations, as well as general economic, political and market conditions have and may continue to have a material adverse effect on the trading price of Barra common stock. Fluctuations in the price of our common stock may expose us to the risk of securities class action lawsuits or claims. Any such suit or claim, even if the outcome were to be ultimately favorable to us, would involve a significant commitment of our management, personnel, financial and other resources. In addition, these sorts of claims and lawsuits could have a material adverse effect on our business, financial condition, or results of operations.

Product Development and Technological Change

The markets in which we compete are characterized by rapidly changing technologies, extensive research, and new product introductions. Our future growth and financial performance will depend on our ability to continue to quickly develop and introduce new products and enhance our existing products in response to advances in finance theory and computer technology, changing market conditions and increasingly sophisticated customer requirements. We may not be able to enhance existing products or develop and introduce new products that receive market acceptance in a timely manner. Our failure to anticipate or respond adequately to changing market conditions could have a material adverse effect on our business, financial condition, or results of operations. Because we offer products across many geographic areas and many areas of specialization, we often must restrict our product development efforts to a limited number of products and operating platforms. There can be no assurance, however, that efforts we select will be successful or will achieve market acceptance. In addition, the cost of research and development efforts required to keep pace with technological changes may, at times, have a significant effect on our business, financial condition, or results of operations.

Dependence on Key Personnel

Our future success will depend in large part on our ability to attract, train and retain highly skilled managerial, research, development, sales, marketing, support, technical and services personnel. Competition for people in the software and financial services industries is intense. At times, we have experienced difficulty in locating candidates with appropriate qualifications and expertise. None of our executive officers has entered into a long-term employment agreement with Barra. Our inability to attract, train and retain key personnel could have a material adverse effect on our business, financial condition, or results of operations.

Management of Growth and Changes in Staffing

We have experienced an extended period of

- revenue growth;
- growth into new foreign markets;
- expansion of our Core Business and POSIT; and
- substantial fluctuations in the number of our employees.

These changes have resulted in new and increased responsibilities for our management and have placed a significant strain on our operating and financial controls and other resources. To accommodate recent growth, compete effectively, and manage potential future growth, we must continue to implement and improve the speed and quality of our products and services, management decisions, reporting systems, procedures, and controls. Our personnel, procedures, systems, and controls may not be adequate to support our future operations.

Potential Liability Based on Use of Products and Services

Our license and consulting agreements have provisions designed to limit our exposure to potential liability claims brought by our clients or other third parties. However, these provisions could be invalidated by unfavorable judicial decisions or by federal, state, foreign or local laws. Use of our Core Business and Ventures Businesses products and services for investment decision-making creates the risk that clients, or the parties whose funds are managed by our clients, may pursue a claim against us. Any such claim, even if the outcome were to be ultimately favorable to us, would involve a significant commitment of our management, personnel, financial and other resources.

-

Government Regulation

The financial services industry is subject to extensive regulation at the federal and state levels, as well as by foreign governments. It is very difficult to predict the future impact of the broad and expanding legislative and regulatory requirements affecting our businesses. If we fail to comply with any applicable laws, rules or regulations, we could be subject to fines, penalties, suspensions or revocations of licenses or permits. We believe that our existing products and services comply with all applicable laws, rules and regulations. However, there can be no assurance that these laws, rules or regulations will not change in the future, or that such changes will not materially adversely affect our business, financial condition or results of operations.

- Advisers Act

- We believe and have adopted the position that our Core Business products do not provide investment advice for purposes of the Advisers Act. Future developments in our product line or in the regulatory environment could cause this status to change. If that happens, we may have to broaden our disclosures to the SEC and to adopt the strict compliance procedures mandated by the Advisers Act for a much broader segment of our business. These changes could also trigger obligations to comply with investment advisory regulations in foreign jurisdictions where we market our products. These heightened obligations would entail significant additional costs to us.

- Data Privacy Legislation

- Changes in legislative, regulatory or consumer environments relating to consumer privacy or information collection and use may affect our ability to collect and use data. There could be a material adverse impact on our direct marketing, data sales and business due to the enactment of legislation or industry regulations, or simply a change in customs, arising from public concern over consumer privacy issues. Restrictions could be placed upon the collection, management, aggregation and use of information that is currently legally available, in which case our cost of collecting some kinds of data could materially increase. It is also possible that we could be prohibited from collecting or disseminating certain types of data, which could in turn materially affect our ability to meet our clients' requirements.

- ATS

- Certain of the securities exchanges have actively sought to have more stringent regulatory requirements imposed on alternative trading systems (ATSs). There can be no assurance that the SEC or Congress will not in the future seek to impose more stringent regulatory requirements on the operation of ATSs such as POSIT. If POSIT were to become subject to regulation as a stock exchange, it is possible that they could not operate effectively. Loss of POSIT revenues would materially adversely affect our financial condition and results of operations.

- Soft Dollars

- Soft dollars are received from U.S. brokers who direct us to provide Core Business products to designated clients in the United States. These clients are money managers, fund sponsors and consultants using commissions generated by their advised accounts with the broker to obtain investment research an brokerage services. The funds used by the U.S. brokers to pay for the services are referred to in the securities industry as "soft dollars". For several years the investment community has debated the purchase of goods and services with soft dollars, and the practice is regulated in the U.S. by the SEC and the DOL. Legal or regulatory changes may restrict or prohibit us from providing services to money managers in exchange for soft dollars. Such changes could have a material adverse effect on our business, financial condition, or results of operations.

Catastrophic Events

Our operations depend on our ability to protect our equipment and the information stored in our databases against fires, earthquakes and other natural disasters, as well as power losses, telecommunications failures, unauthorized intrusions, terrorist attacks on financial centers where we or our clients are located, and other catastrophic events. There is no assurance that the measures we have taken to reduce the risk of interruption in our operations caused by these events are sufficient. Such events could have a material adverse effect on our business, financial condition or results of operations. For example, we are vulnerable to interruption caused by political and terrorist incidents. Our office in New York was temporarily closed due to the September 11, 2001 terrorist attacks. Immediately after the terrorist attacks, our clients who were located in the World Trade Center area were concentrating on disaster recovery rather than licensing additional risk management products. Delivery of some of the data we receive from New York-based vendors was delayed. The grounding of transportation impaired our ability to conduct sales visits and deliver professional services at client sites. In addition, during the temporary closure of the U.S. stock markets, POSIT clients were unable to trade over the system and some of the data updates supporting our Core Business were interrupted. These types of interruptions could affect our ability to sell and deliver products and services and could seriously harm our business.

Changes in General Economic Conditions

The U.S. and certain other economies in which we operate have experienced slower growth after an extended period of growth in previous years. As a result, assets under management may decrease, thereby decreasing the revenues to asset managers. Such reduced asset management revenues could place pressure on our clients to cut their cost of services, which in turn could adversely impact our sales, renewal rates and ability to increase prices.

Possible Adverse Effects of Option Exercises

If holders of options to purchase our common stock exercise any significant number of these options and resell the underlying shares, the market price of Barra common stock could decline. At June 30, 2002, there were outstanding exercisable options to purchase approximately 1.2 million shares of Barra common stock issued under various Barra stock option plans. As of that date, options to purchase about 1.9 million shares of Barra Common Stock had exercise prices below our closing common stock price on the last trading date of the fiscal quarter, June 28, 2002 ($37.18).

Effect of Certain Charter and Bylaw Provisions and Anti-Takeover Provisions; Possible Issuance of Preferred Stock

Our certificate of Incorporation, Bylaws, and certain Delaware laws contain provisions that may discourage a third party from acquiring Barra. This may deprive stockholders of certain opportunities to receive a premium for their shares as part of an acquisition of Barra.

In addition, in August 2001 we adopted a stockholder rights plan and declared a dividend distribution of one right for each outstanding share of common stock to stockholders of record as of September 7, 2001. Each right entitles the holder to purchase one unit consisting of one one-thousandth of a share of our Series A Junior Participating Preferred Stock for $200 per unit. Under certain circumstances, if a person or group acquires 15% or more of our outstanding common stock, holders of the rights (other than the person or group triggering their exercise) will be able to purchase, in exchange for the $200 exercise price, shares of our common stock or of any company into which we are merged having a value of $400. The rights expire on September 7, 2011 unless extended by our board of directors. Because the rights may substantially dilute the stock ownership of a person or group attempting to take us over without the approval of our board of directors, our rights plan could make it more difficult for a third party to acquire us (or a significant percentage of our outstanding capital stock) without first negotiating with our board of directors.

Impact of Legal and Regulatory Proceedings

Throughout this Form 10-K we have made various disclosures regarding litigation proceedings, as well as the possibility of certain other legal and regulatory proceedings. Many factors may affect the outcome of such proceedings. Accordingly, until such proceedings are finally resolved, it is difficult to determine the likelihood of a favorable outcome, the direct and indirect costs associated with the proceeding, or, in the event of an unfavorable outcome, the amount of any loss. Any proceeding, even if the outcome were to be ultimately favorable to us, would likely involve a significant commitment of our management, personnel, financial and other resources. This alone could have a material adverse effect on our business, financial condition, or results of operations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to the interest bearing portions of our direct investment portfolio. We place our direct investments with high quality credit issuers and, by policy, limit the amount of credit exposure to any one issuer. Our first priority is to reduce the risk of principal loss. Consequently, we seek to preserve our invested funds by limiting default risk, market risk, and re-investment risk. We attempt to mitigate default risk by investing only in high quality credit securities that we believe to be low risk and by positioning our portfolio to respond appropriately to a significant reduction in credit rating of any investment issuer or guarantor. The direct investment portfolio includes only marketable securities with active secondary or resale markets to ensure portfolio liquidity. We do not use derivative financial instruments in our investment portfolio.

Our direct interest bearing investment portfolio primarily consists of investments in short-term, high-credit quality money market funds and U.S. Treasury Securities. These investments totaled approximately $71.7 million at June 30, 2002 with an average interest rate of 1.8%. At June 30, 2002, the portfolio also had approximately $157.4 million of short-term, high credit quality municipal and corporate debt securities with an average taxable equivalent interest rate of 4.2%. The significant increase in the balance of this segment of the portfolio resulted from the consideration received from the sale of Symphony. The short-term money market funds and the municipal and corporate debt securities are not insured and, because of the short-term nature of the investments, are subject to credit risk, but are not likely to fluctuate significantly in market value.

Equity Market Risk

We had approximately $14.1 million at June 30, 2002 invested in investment products managed by our former Symphony venture. These investments are in primarily market-neutral programs, are non-interest bearing and consist principally of long and short positions placed directly through other fund managers in U.S and non-U.S. equity securities of both public and private issuers. Although the intent of the managers of these funds is to structure portfolios that are hedged against general market movements, these investments can be subject to significant changes in market value and are not insured. All investment decisions with respect to these market neutral programs are made by professional investment advisers and the performance of the funds is reviewed periodically by our management.

Foreign Currency Risk

We invoice customers in Europe in both pounds and euros. In Japan, we bill our customers in yen. Excluding customers in these locations, we generally bill for our services in U.S. dollars. To the extent we invoice our customers in local currency (yen, pound and euro), our international revenues are subject to currency exchange fluctuation risk. To the extent that international revenues that are invoiced in local currencies increase in the future, our exposure to fluctuations in currency exchange rates will correspondingly increase. Currency fluctuations may also effectively increase the cost of our products and services in countries in which customers are invoiced in U.S. dollars.

We have a hedging program in place which is designed to reduce our exposure to fluctuations in certain foreign currency translation rates from holding net assets denominated in foreign currencies. The program utilizes forward contracts for the sale of foreign currencies to hedge our net asset exposure, consisting principally of cash and receivables denominated in pounds, euros and yen. At June 30, 2002, we had one contract to sell 500 million yen at 120.18, maturing on August 2, 2002, with an unrealized loss of $20,875. Also at June 30, 2002, we had one contract to sell 5 million euro at 0.9826, maturing on August 2, 2002, with an unrealized loss of $47,500. Additionally, at June 30, 2002, we had one contract to sell 5 million pounds at 1.518, maturing on August 2, 2002, with an unrealized loss of $74,000. We enter into forward currency contracts only with approved counter-parties and all hedging activities are reviewed by our Foreign Exchange Committee. Our hedging program is currently designed only to reduce our exposure to gains and losses that result from translating our foreign assets and liabilities into U.S dollars. It does not currently limit or reduce the exposure we have from fluctuations in currency exchange rates on our reported revenues that are billed in non-U.S. currencies.

We have no foreign debt and our non-U.S. dollar cash balances held overseas are generally kept at levels necessary to meet current operating and capitalization needs.

PART II -- OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

All information that is required by this item was reported under the heading "Legal Proceedings" in our March 31, 2002 Form 10-K. There have been no other material developments in our legal proceedings since the date of our Form 10-K. From time to time, we may be involved in litigation incidental to the conduct of our business. Except as otherwise disclosed in our periodic filings, we are not currently a party to any legal proceedings that are material to our business.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

We held our annual meeting of stockholders on Tuesday, July 30, 2002.

The meeting was held to consider and vote upon (i) electing Barra's directors to serve for the ensuing year and until their successors are duly elected and qualified, and (ii) ratifying the selection of Deloitte & Touche LLP as our independent auditors for the fiscal year ending March 31, 2003.

The votes cast with respect to each director are summarized as follows: A. George Battle, for: 18,600,604, withheld: 467,726; Kamal Duggirala, for: 15,096,157, withheld: 3,972,173; M. Blair Hull, for: 18,628,684, withheld: 439,646; Norman J. Laboe, for: 18,392,058, withheld: 676,272; Clyde W. Ostler, for: 18,570,342, withheld: 497,988; and Andrew Rudd, for: 18,451,124, withheld: 617,206.

The votes cast to ratify the selection of Deloitte & Touche LLP as independent auditors are summarized as follows: for: 18,927,081, against: 131,102, abstain: 10,147.

ITEM 5. OTHER INFORMATION.

On May 9, 2002, our Board of Directors authorized the Company to repurchase up to 1,000,000 shares of our Common Stock pursuant to our stock repurchase plan. During the quarter ended June 30, 2002, we repurchased 910,650 shares of our common stock on the open market for an aggregate of $41,577,000. On July 16, 2002, our Board of Directors authorized the Company to repurchase up to 1,500,000 shares of our Common Stock pursuant to our stock repurchase plan, (inclusive of all previously authorized amounts that had not been repurchased). As of August 9, 2002, 973,400 shares remained authorized and unrepurchased.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Exhibits

None.

(b) Reports on Form 8-K:

None.

SIGNATURES

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

BARRA, Inc.
(Registrant)

Dated: August 13, 2002

By: /s/ Kamal Duggirala

Kamal Duggirala
Chief Executive Officer

Dated: August 13, 2002

By: /s/ Gregory V. Stockett

Gregory V. Stockett
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	**Exhibit Description**