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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 September 2, 2005

or

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

Commission file number: 000-24049

CRA International, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts (State or other jurisdiction of incorporation or organization)	**04-2372210** (I.R.S. Employer Identification No.)
200 Clarendon Street, T-33, Boston, MA (Address of principal executive offices)	**02116-5092** (Zip Code)

617-425-3000
(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 such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No o

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ☒

As of October 10, 2005, CRA had outstanding 11,241,600 shares of common stock.

CRA International, Inc.

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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

CRA International, Inc.

Condensed Consolidated Statements of Income (unaudited)

(In thousands, except per share data)

	Sixteen Weeks Ended		Forty Weeks Ended	
	September 2, 2005	September 3, 2004	September 2, 2005	September 3, 2004
Revenues	$ 92,515	$ 74,205	$ 221,674	$ 158,400
Costs of services	54,893	45,569	131,925	94,114
Gross profit	37,622	28,636	89,749	64,286
Selling, general and administrative expenses	23,865	17,216	56,583	41,187
Income from operations	13,757	11,420	33,166	23,099
Interest income	660	236	1,272	618
Interest expense	(1,044)	(747)	(2,579)	(874)
Other income (expense)	103	(206)	(110)	(214)
Income before provision for income taxes and minority interest	13,476	10,703	31,749	22,629
Provision for income taxes	(5,458)	(5,507)	(13,752)	(10,635)
Income before minority interest	8,018	5,196	17,997	11,994
Minority interest	(132)	177	(3)	(20)
Net income	$ 7,886	$ 5,373	$ 17,994	$ 11,974
Net income per share:				
Basic	$ 0.73	$ 0.54	$ 1.75	$ 1.19
Diluted	$ 0.66	$ 0.52	$ 1.58	$ 1.13
Weighted average number of shares outstanding:				
Basic	10,782	9,909	10,308	10,072
Diluted	12,010	10,352	11,416	10,564

See accompanying notes.

CRA International, Inc.

Condensed Consolidated Balance Sheets (unaudited)

(In thousands, except share data)

	September 2, 2005	November 27, 2004
Assets		
Current assets:		
Cash and cash equivalents	$ 103,593	$ 65,611
Short-term investments	771	2,200
Accounts receivable, net of allowances for doubtful accounts of $4,367 in 2005 and $3,435 in 2004	56,909	51,951
Unbilled services	30,903	23,580
Prepaid expenses and other assets	4,787	7,091
Deferred income taxes	11,947	12,389
Total current assets	208,910	162,822
Property and equipment, net	26,192	18,528
Goodwill	119,094	91,480
Intangible assets, net of accumulated amortization of $2,545 in 2005 and $1,784 in 2004	3,835	3,029
Deferred income taxes, net of current portion	5,907	8,036
Other assets	5,465	4,916
Total assets	$ 369,403	$ 288,811
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 14,961	$ 11,609
Accrued expenses	49,942	46,162
Deferred revenue and other liabilities	2,515	2,650
Current portion of notes payable to former stockholders	972	1,082
Total current liabilities	68,390	61,503
Notes payable to former stockholders, net of current portion	1,214	1,214
Convertible debentures payable	90,000	90,000
Deferred rent	2,598	3,154
Deferred compensation	2,865	2,865
Deferred income taxes	840	864
Minority interest	2,188	2,185
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, no par value; 1,000,000 shares authorized; none issued and outstanding	—	—
Common stock, no par value; 25,000,000 shares authorized; 11,241,600 and 9,923,390 shares issued and outstanding in 2005 and 2004, respectively.	118,794	61,831
Receivables from employees	(3,464)	(3,765)
Unearned stock compensation	(17)	(22)
Retained earnings	82,984	64,990
Foreign currency translation	3,011	3,992
Total stockholders' equity	201,308	127,026
Total liabilities and stockholders' equity	$ 369,403	$ 288,811

See accompanying notes.

CRA International, Inc.

Condensed Consolidated Statements of Cash Flows (unaudited)

(In thousands)

	Forty Weeks Ended	
	September 2, 2005	September 3, 2004
Operating activities:		
Net income	$ 17,994	$ 11,974
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,789	3,580
Loss on disposal of property and equipment	67	—
Deferred rent	(551)	(289)
Tax benefit on stock option exercises	4,917	—
Deferred income taxes	2,998	(28)
Minority interest	3	20
Changes in operating assets and liabilities, exclusive of acquisitions:		
Accounts receivable	(44)	(5,327)
Unbilled services	(5,170)	163
Prepaid expenses and other assets	2,394	672
Accounts payable, accrued expenses, and other liabilities	(298)	2,678
Net cash provided by operating activities	28,099	13,443
Investing activities:		
Purchase of property and equipment	(12,144)	(6,212)
Sale of investments	1,797	2,337
Purchases of investments	(368)	(455)
Acquisition of business, net of cash acquired	(24,193)	(79,074)
Net cash used in investing activities	(34,908)	(83,404)
Financing activities:		
Collections on receivables from stockholders	286	69
Payments on notes payable to former stockholders	(110)	(308)
Proceeds from line of credit	—	39,600
Payment on line of credit	—	(39,600)
Proceeds from convertible debt offering	—	90,000
Proceeds from equity offering, net of offering costs	35,938	—
Payment of debt issuance costs	—	(2,834)
Issuance of common stock upon exercise of stock options	8,401	2,551
Repurchase of common stock	—	(19,998)
Net cash provided by financing activities	44,515	69,480
Effect of foreign exchange rates on cash and cash equivalents	276	(27)
Net increase (decrease) in cash and cash equivalents	37,982	(508)
Cash and cash equivalents at beginning of period	65,611	60,497
Cash and cash equivalents at end of period	$ 103,593	$ 59,989
Non-cash financing activities:		
Notes receivable in exchange for shares	$ 100	$ 3,315
Repurchase of shares in exchange for note receivable	$ —	$ 2,431
Issuance of common stock for acquired business	$ 7,616	$ —
Supplemental cash flow information:		
Cash paid for income taxes	$ 4,637	$ 11,734
Cash paid for interest	$ 2,628	$ —

See accompanying notes.

CRA International, Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

1. Description of Business

CRA International, Inc., formerly known as Charles River Associates Incorporated (the "Company," or "CRA"), is an economic, financial, and business consulting firm that applies advanced analytic techniques and in-depth industry knowledge to complex engagements for a broad range of clients. CRA offers two types of services: legal and regulatory consulting and business consulting. CRA operates in only one business segment, which is consulting services. On May 6, 2005, the Company filed with the Secretary of the Commonwealth of Massachusetts an Amendment to its Articles of Organization to change its name to CRA International, Inc. The name change reflects the Company's global presence in the economic, financial and management consulting industry.

On April 30, 2004, CRA completed its acquisition of InteCap, Inc. ("InteCap"), a leading intellectual property consulting firm in the United States specializing in economic, financial, and strategic issues related to intellectual property and complex commercial disputes.

On November 12, 2004, CRA completed its acquisition of certain assets and liabilities of Tabors Caramanis & Associates ("TCA"), a Cambridge, Massachusetts-based economics and engineering consulting firm specializing in policy development, business planning, productivity improvement, technical analysis, and project implementation in the energy and utility sectors.

On November 18, 2004, CRA's Australian subsidiary completed its acquisition of Network Economics Consulting Group Pty Ltd. ("NECG"), a premier provider of regulatory and economic consulting services in the Asia Pacific region to clients in the energy, telecom, transportation, and other industries.

On April 27, 2005, CRA's U.K. subsidiary completed its acquisition of Lee & Allen Consulting Limited ("Lee & Allen"), a London-based consulting firm offering financial and dispute resolution and forensic accounting services to the corporate, legal, and regulatory markets.

On June 16, 2005, CRA's U.K. subsidiary completed the acquisition of Economics of Competition and Litigation Limited ("ECL"), formerly known as Lexecon Ltd, a London-based provider of competition economics in Europe.

2. Unaudited Interim Consolidated Financial Statements and Estimates

The condensed consolidated statements of income for the sixteen and forty weeks ended September 2, 2005, and September 3, 2004, the condensed consolidated balance sheet as of September 2, 2005, and the condensed consolidated statements of cash flows for the forty weeks ended September 2, 2005, and September 3, 2004, are unaudited. The November 27, 2004 consolidated balance sheet is derived from CRA's audited consolidated financial statements included in its Annual Report on Form 10-K as of that date. In the opinion of management, these statements include all adjustments necessary for a fair presentation of CRA's consolidated financial position, results of operations, and cash flows. As further disclosed in Note 7, the consolidated statements of income include the operations of InteCap, TCA, NECG, Lee & Allen, and ECL since their respective dates of acquisition.

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make significant estimates and judgments that affect the reported amounts of assets and liabilities, and disclosure of contingent assets

and liabilities, at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates in these consolidated financial statements include, but are not limited to, allowance for doubtful accounts, valuation allowances on deferred tax assets, depreciation of property and equipment, valuation of acquired intangible assets, accrued and deferred income taxes, and other accrued expenses. These items are monitored and analyzed by the Company for changes in facts and circumstances, and material changes in these estimates could occur in the future. Changes in estimates are recorded in the period in which they become known. CRA bases its estimates on historical experience and various other assumptions that CRA believes to be reasonable under the circumstances. Actual results may differ from those estimates if CRA's assumptions based on past experience or other assumptions do not turn out to be substantially accurate.

3. Principles of Consolidation

The consolidated financial statements include the accounts of CRA, its wholly owned subsidiaries, and NeuCo, Inc. ("NeuCo"), a company founded by CRA and an affiliate of Commonwealth Energy Systems in June 1997. CRA's interest in NeuCo was 49.9 percent as of September 2, 2005, which combined with other considerations represented control. As of September 3, 2004, CRA's interest in NeuCo was 58.8 percent. NeuCo's financial results have been consolidated with that of CRA for all fiscal periods presented. In October 2004, NeuCo issued additional shares to a minority interest stockholder in exchange for a note receivable. In addition, certain NeuCo employees and directors exercised stock options during fiscal 2004 and fiscal 2005. As a result of these share transactions, CRA's interest in NeuCo decreased to 49.9 percent as of September 2, 2005. These share transactions have been recorded as adjustments to capital. The portion of the results of operations of NeuCo allocable to its other owners is shown as "minority interest" on CRA's consolidated statements of income, and that amount, along with the capital contributions to NeuCo of its other owners, is shown as "minority interest" on CRA's condensed consolidated balance sheets. All significant intercompany accounts have been eliminated.

4. Reclassifications

Certain amounts in prior periods' consolidated financial statements presented have been reclassified to conform to the current year's presentation. This reclassification includes separate disclosures for "sale of investments" and "purchases of investments" on the condensed consolidated statements of cash flows, which were previously within "sale (purchase) of investments, net".

5. Fiscal Year

CRA's fiscal year ends on the last Saturday in November, and accordingly, its fiscal year will periodically contain 53 weeks rather than 52 weeks. Both fiscal 2005 and 2004 are 52-week years. In a 52-week year, each of CRA's first, second, and fourth quarters includes twelve weeks, and its third quarter includes sixteen weeks. In a 53-week year, the fourth quarter includes thirteen weeks.

6. Revenue Recognition

CRA derives substantially all of its revenues from the performance of professional services. The contracts that CRA enters into and operates under specify whether the engagement will be billed on a

time-and-materials or a fixed-price basis. These engagements generally last three to six months, although some of CRA's engagements can be much longer in duration. Each contract must be approved by one of CRA's vice presidents.

CRA recognizes substantially all of its revenues under written service contracts with its clients where the fee is fixed or determinable, as the services are provided, and only in those situations where collection from the client is reasonably assured. The majority of CRA's revenue is derived from time-and-materials service contracts. Revenues from time-and-materials service contracts are recognized as services are provided based upon hours worked and contractually agreed-upon hourly rates, as well as a computer services fee based upon hours worked. Revenues from fixed-price engagements are recognized on a proportional performance method based on the ratio of costs incurred, substantially all of which are labor-related, to the total estimated project costs. Project costs are based on the direct salary and associated fringe benefits of the consultants on the engagement plus all direct expenses incurred to complete the engagement that are not reimbursed by the client. The proportional performance method is used since reasonably dependable estimates of the revenues and costs applicable to various stages of a contract can be made, based on historical experience and terms set forth in the contract, and are indicative of the level of benefit provided to CRA's clients. The fixed-price contracts generally include a termination provision that reduces the agreement to a time-and-materials contract in the event of termination of the contract. There are no costs that are deferred and amortized over the contract term. CRA's management maintains contact with project managers to discuss the status of the projects and, for fixed-price engagements, management is updated on the budgeted costs and resources required to complete the project. These budgets are then used to calculate revenue recognition and to estimate the anticipated income or loss on the project. In the past, CRA has occasionally been required to commit unanticipated additional resources to complete projects, which have resulted in lower than anticipated income or losses on those contracts. CRA may experience similar situations in the future. Provisions for estimated losses on contracts are made during the period in which such losses become probable and can be reasonably estimated. To date, such losses have not been significant.

Revenues also include reimbursements, or expenses billed to clients, including travel and other out-of-pocket expenses, outside consultants, and other reimbursable expenses. These reimbursable expenses included in revenues are as follows (in thousands):

	Sixteen Weeks Ended		**Forty Weeks Ended**	
	September 2, 2005	**September 3, 2004**	**September 2, 2005**	**September 3, 2004**
Reimbursable expenses billed to clients	$ 10,977	$ 10,554	$ 25,436	$ 21,961

CRA maintains allowances for doubtful accounts for estimated losses resulting from clients' failure to make required payments. CRA bases its estimates on historical collection experience, current trends, and credit policy. In determining these estimates, CRA examines historical write-offs of its receivables and reviews client accounts to identify any specific customer collection issues. If the financial condition of CRA's customers were to deteriorate, resulting in an impairment of their ability to make payment, additional allowances may be required.

Unbilled services represent revenue recognized by CRA for services performed but not yet billed to the client. Deferred revenue represents amounts billed or collected in advance of services rendered.

7. Business Acquisitions

On June 16, 2005, CRA's U.K. subsidiary completed the acquisition of all of the equity of ECL, a London-based provider of competition economics in Europe, formerly known as Lexecon Ltd. CRA purchased ECL for approximately $15.3 million valued as of the date of acquisition (after deducting cash acquired, and adding acquisition costs and transaction fees paid or accrued). The purchase price consisted of $11.5 million in cash and $3.8 million in loan notes that were exchanged for 70,533 restricted shares of CRA stock. CRA may be required to pay additional purchase consideration over the next four years following the transaction if specific performance targets are met, which will ultimately be settled in cash or CRA stock. On a preliminary basis, CRA anticipates that any additional payments related to this contingency will be accounted for as additional goodwill. The acquisition has been accounted for under the purchase method of accounting, and the results of operations have been included in the accompanying statements of operations from the date of acquisition. The ECL acquisition added approximately 25 employee consultants. CRA's management believes the acquisition provides the Company with a stronger foundation for growth in the expanding economics consulting market in Europe, and provides additional expansion opportunities in South Africa.

On April 27, 2005, CRA's U.K. subsidiary completed the acquisition of all of the equity of Lee & Allen, a London-based consulting firm offering financial dispute resolution and forensic accounting services to the corporate, legal, and regulatory markets. CRA purchased Lee & Allen for approximately $16.5 million valued as of the date of the acquisition (after deducting cash acquired, and adding acquisition costs and transaction fees paid or accrued). The purchase price consisted of $12.7 million in cash and $3.8 million in loan notes that were exchanged for 77,343 restricted shares of its common stock. CRA may be required to pay additional purchase consideration over the next four years following the transaction, in cash and CRA stock, if specific performance targets are met. On a preliminary basis, CRA anticipates that any additional payments related to this contingency will be accounted for as additional goodwill. The acquisition has been accounted for under the purchase method of accounting, and the results of operations have been included in the accompanying statements of operations from the date of acquisition. The Lee & Allen acquisition added approximately 40 employee consultants, and management believes it provides CRA with opportunities to expand further into continental Europe while addressing our corporate goal of boosting the performance of CRA's existing London operation.

The following is a preliminary allocation of the purchase price to the estimated fair value of assets acquired and liabilities assumed for the ECL and Lee & Allen acquisitions, based upon management's current estimates of respective fair values. The allocation of the purchase price will be finalized as CRA receives other information relevant to the acquisition, including a valuation and appraisal of the intangibles, and completes its analysis of other transaction-related costs, such as restructuring activities related to lease obligations. The final purchase price allocations for these acquisitions may be different

from the preliminary estimates presented below. The impact of any adjustments to the final purchase price allocations is not expected to be material to CRA's results of operations for fiscal 2005.

	ECL		Lee & Allen		Total	
			(In thousands)			
Assets Acquired:						
Accounts receivable	$	1,485	$	3,644	$	5,129
Unbilled services		2,227		142		2,369
Prepaid expenses and other current assets		446		609		1,055
Property and equipment		235		442		677
Intangible assets		765		798		1,563
Goodwill		13,794		14,982		28,776
Total assets acquired	$	18,952	$	20,617	$	39,569
Liabilities Assumed:						
Accounts payable	$	509	$	236	$	745
Accrued expenses		624		623		1,247
Taxes payable		166		2,125		2,291
Salaries and wages payable		2,316		1,107		3,423
Total liabilities assumed	$	3,615	$	4,091	$	7,706
Net assets acquired	$	15,337	$	16,526	$	31,863

The net assets acquired relating to the ECL and Lee & Allen acquisitions represent the value of the assets acquired and liabilities assumed as of the date of acquisition.

In connection with the ECL and Lee & Allen acquisitions, CRA is expected to incur restructuring costs to eliminate duplicate offices. Such costs have not yet been determined, but are expected to be recognized by CRA in the fourth quarter of fiscal 2005 as a liability assumed as of the acquisition date, resulting in additional goodwill.

On April 30, 2004, CRA completed the acquisition of all of the equity of InteCap, a leading intellectual property consulting firm in the United States specializing in economic, financial, and strategic issues related to intellectual property and complex commercial disputes. CRA purchased InteCap from InteCap's institutional investor, GTCR Golder Rauner, LLC, members of InteCap's management, and other shareholders for approximately $79.4 million (after deducting cash acquired, and adding acquisition costs and transaction fees paid or accrued). CRA funded the purchase price from existing cash resources and borrowings of $39.6 million under its $40.0 million line of credit. In connection with the acquisition, certain InteCap employees purchased an aggregate of 87,316 shares of common stock in exchange for full recourse notes totaling approximately $2.9 million. The notes mature in June 2007, and bear interest at 1.47% per annum.

The InteCap acquisition added approximately 130 consulting professionals to CRA. The addition of InteCap expanded CRA's geographic footprint into key markets such as Chicago and New York, and strengthened its presence in Houston, Silicon Valley, Boston and Washington, D.C. InteCap's operating results have been included in the accompanying statements of income beginning May 1, 2004. An allocation of the $79.4 million purchase price to the estimated fair value of assets acquired and

liabilities assumed has been recorded, which includes a valuation and appraisal of the intangible assets, and an analysis of net deferred tax assets acquired.

On November 12, 2004, CRA completed the acquisition of certain assets and liabilities of TCA, a Cambridge, Massachusetts-based economics and engineering consulting firm, for a purchase price of $7.2 million (after adding a working capital adjustment, acquisition costs, and transaction fees paid or accrued). The purchase price consisted of $6.2 million in cash and 24,495 restricted shares of its common stock valued at $1.0 million. CRA may be required to pay additional purchase consideration over the two years following the transaction, in cash and CRA stock, if specific performance targets are met. Any additional payments related to this contingency will be accounted for as additional goodwill. The acquisition has been accounted for under the purchase method of accounting, and the results of operations have been included in the accompanying statements of operations from the date of acquisition. The TCA acquisition added 15 employee consultants and expands CRA's core competency in worldwide energy consulting. A preliminary allocation of the $7.2 million purchase price to the estimated fair value of assets acquired and liabilities assumed has been recorded based upon management's estimates of respective fair values.

On November 18, 2004, CRA completed the acquisition of NECG, an Australian-based regulatory and economic consulting firm, for a purchase price of approximately $9.8 million valued as of the date of the acquisition (after deducting cash acquired, and after adding acquisition costs and transaction fees paid or accrued), consisting of $6.8 million in cash and 75,261 restricted shares of its common stock valued at $3.0 million. CRA may be required to pay additional purchase consideration over the three years following the transaction, in cash and CRA stock, if specific performance targets are met. On a preliminary basis, CRA anticipates that any additional payments related to this contingency will be accounted for as additional goodwill. The acquisition has been accounted for under the purchase method of accounting, and the results of operations have been included in the accompanying statements of operations from the date of acquisition. The NECG acquisition added 34 employee consultants, and management believes it greatly enhances CRA's position in the Australian regulatory market, providing CRA with an important platform for growth in the Asia Pacific region. A preliminary allocation of the $9.8 million purchase price to the estimated fair value of assets acquired and liabilities assumed has been recorded based upon management's estimates of respective fair values.

In connection with the InteCap acquisition, CRA incurred $0.6 million of restructuring costs as a result of the elimination of duplicate offices and employee termination benefit payments. Such costs have been recognized by CRA as a liability assumed as of the acquisition date, resulting in additional goodwill. These restructuring costs consisted of $0.5 million of lease obligations related to the closed facilities and $0.1 million of payments for three terminated employees. As of September 2, 2005, all of the lease obligations and payments to terminated employees have been paid.

CRA has not provided pro forma financial information relating to the ECL, Lee & Allen, NECG, and TCA acquisitions, because such information is not material. The pro forma financial information related to the InteCap acquisition is presented below.

The following unaudited pro forma financial information reflects consolidated results of operations of CRA as if the acquisition of InteCap had taken place on November 30, 2003, the beginning of CRA's 2004 fiscal year. The pro forma adjustments include elimination of transaction-related

compensation and other costs of approximately $18.1 million, which were incurred by InteCap, additional interest expense related to the line of credit borrowings used to finance the acquisition, a reduction of interest expense for InteCap's debt prior to the acquisition, additional intangible amortization related to the intangible assets acquired, a reduction of InteCap's intangible amortization prior to the acquisition, and the related income tax effects of these adjustments. The pro forma financial information is not necessarily indicative of the results of operations that would have occurred if the InteCap acquisition had been completed on November 30, 2003, nor are they necessarily indicative of future operating results.

	Sixteen Weeks Ended		Forty Weeks Ended	
	September 2, 2005	September 3, 2004	September 2, 2005	September 3, 2004
	(In thousands, except for per share information)			
Revenues	$ 92,515	$ 74,205	$ 221,674	$ 183,929
Net income	$ 7,886	$ 5,373	$ 17,994	$ 12,837
Net income per share:				
Basic	$ 0.73	$ 0.54	$ 1.75	$ 1.27
Diluted	$ 0.66	$ 0.52	$ 1.58	$ 1.22
Weighted average number of shares outstanding:				
Basic	10,782	9,909	10,308	10,072
Diluted	12,010	10,352	11,416	10,564

Year-to-year comparability of the above pro forma results of operations may not be representative because InteCap's results in the forty weeks ended September 3, 2004, included bonus expense subject to an employment retention contingency. Such bonuses, accordingly, were not matched to the revenues for which the bonuses were earned.

8. Goodwill and Intangible Assets

Goodwill represents the acquisition costs in excess of fair market value of net assets of acquired businesses. In accordance with the Financial Accounting Standards Board's (FASB) Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets" (SFAS No. 142), goodwill and intangible assets with indefinite lives are not subject to amortization, but are monitored annually for impairment, or more frequently if there are indicators of impairment. Any impairment would be measured based upon the fair value of the related asset based on the provisions of SFAS No. 142. Because the Company has one reporting segment, under SFAS No. 142, the Company utilizes the entity-wide approach for assessing goodwill for impairment and compares its market value to its net book value to determine if an impairment exists. There were no impairment losses related to goodwill in fiscal 2004, nor were there any indications of impairment in the forty weeks ended September 2, 2005. If CRA determines through the impairment review process that goodwill has been impaired, CRA would record the impairment charge in its consolidated statement of income.

The changes in the carrying amount of goodwill during the forty weeks ended September 2, 2005, are as follows (in thousands):

Balance at November 27, 2004	$	91,480
Goodwill acquired—Lee & Allen acquisition		14,982
Goodwill acquired—ECL acquisition		13,794
Adjustments related to the InteCap, NECG, and TCA acquisitions		(113)
Effect of foreign currency translation		(1,049)
Balance at September 2, 2005	$	119,094

The net amount of goodwill as of September 2, 2005, includes $13.9 million from the ECL acquisition, $14.4 million from the Lee & Allen acquisition, $51.7 million from the InteCap acquisition, $8.2 million from the NECG acquisition, and $4.7 million from the TCA acquisition. The remaining net goodwill balance is attributed to acquisitions which occurred prior to fiscal 2004. The goodwill amounts for the ECL, Lee & Allen, NECG, and TCA acquisitions reflect CRA's preliminary purchase price allocations and are subject to change. These preliminary purchase price allocations are based upon CRA's estimates of respective fair values, and will be finalized as CRA receives other information relevant to these acquisitions, including a valuation and appraisal of the intangibles, and completes its analysis of other transaction-related costs, such as restructuring activities related to lease obligations.

Intangible assets that are separable from goodwill and have determinable useful lives are valued separately and amortized over their expected useful lives. CRA assesses the impairment of amortizable intangible assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors CRA considers important that could trigger an impairment review include the following:

- a significant underperformance relative to expected historical or projected future operating results;
- a significant change in the manner of CRA's use of the acquired asset or the strategy for CRA's overall business;
- a significant negative industry or economic trend; and
- CRA's market capitalization relative to net book value.

If CRA determines that an impairment review is required, CRA would review the expected future undiscounted cash flows to be generated by the assets. If CRA determines that the carrying value of intangible assets may not be recoverable, CRA would measure any impairment based on a projected discounted cash flow method using a discount rate determined by CRA to be commensurate with the risk inherent in CRA's current business model.

The components of acquired identifiable intangible assets are as follows (in thousands):

	September 2, 2005	November 27, 2004
Non-competition agreements, net of accumulated amortization of $1,387 and $1,122, respectively	$ 1,738	$ 1,414
Customer relationships, net of accumulated amortization of $443 and $340,respectively	227	330
Property leases, net of accumulated amortization of $77 and $33, respectively	164	208
Trademarks, net of accumulated amortization of $237 and $102, respectively	115	250
Other intangible assets, net of accumulated amortization of $401 and $187, respectively	1,591	827
	$ 3,835	$ 3,029

Non-competition agreements are amortized on a straight-line basis over the related estimated lives of the agreements (seven to ten years). Customer relationships, trade names, and property leases are amortized on a straight-line basis over their remaining useful lives (two to five years). Other intangible assets include $0.7 million related to the ECL acquisition, and $0.7 million related to the Lee & Allen acquisition. The intangible assets for these acquisitions will be finalized pending a valuation of the intangible assets.

9. Private Placement of Convertible Debt and Other Financing

On June 21, 2004, CRA completed a private placement of $75 million of 2.875% convertible senior subordinated debentures due 2034. On July 1, 2004, CRA sold an additional $15 million principal amount of the debentures. Holders of the debentures may convert them, as described below, only under the following circumstances:

- during any fiscal quarter (and only during such fiscal quarter) commencing after September 3, 2004, and before February 16, 2029, if the last reported sale price of CRA's common stock is greater than or equal to 125% of the conversion price for at least 20 trading days in the period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter;

- at any time on or after February 17, 2029, if the last reported sale price of CRA's common stock on any date on or after February 17, 2029, is greater than or equal to 125% of the conversion price;

- subject to certain limitations as set forth in the indenture governing the debentures, during the five business day period after any three consecutive trading day period in which the trading price per debenture for each day of that period was less than 98% of the product of the conversion rate and the last reported sale price of CRA's common stock;

- if the debentures have been called for redemption by CRA;

- upon the occurrence of specified corporate transactions as set forth in the indenture governing the debentures; or
- if the debentures are rated by Moody's Investors Service, Inc. or Standard & Poor's Rating Services or both, at any time when (i) the long-term credit rating assigned to the debentures by either rating agency is two or more levels below the credit rating initially assigned to the debentures or (ii) either rating agency has discontinued, withdrawn or suspended their ratings with respect to the debentures.

As a result of its election on December 14, 2004, CRA must settle the conversion of the debentures, as follows: (i) $1,000 in cash per $1,000 principal amount of debentures converted; and (ii) in cash or shares of CRA common stock (at CRA's further election, except for cash in lieu of fractional shares), any conversion obligation that exceeds the principal amount of the debentures converted.

Pursuant to the terms of the indenture governing the debentures, since the closing stock price equaled or exceeded the $50 per share contingent conversion trigger price for 20 out of 30 consecutive trading days ending on May 13, 2005, the market price conversion trigger was satisfied and holders of the debentures were able to exercise their right to convert the bonds as of the first trading day of the third quarter of fiscal 2005. This test is repeated each fiscal quarter. Because the closing price did not equal or exceed the $50 per share contingent conversion trigger price for 20 out of 30 consecutive trading days ending on September 2, 2005, holders of the debentures are not able to exercise their right to convert the bonds during the fourth quarter of fiscal 2005. Therefore, since holders of the debentures are not able to exercise their right to convert the bonds as of September 2, 2005, the Company has classified the $90 million convertible debt as long-term debt as of September 2, 2005, in the accompanying consolidated balance sheet. In June 2005, the Company amended its loan agreement to increase the existing line of credit from $40 million to $90 million to mitigate the potential liquidity risk, and to provide funding if required, in the event of conversion by the debenture holders. CRA believes that in the event the contingent conversion trigger price is met, it is unlikely that a significant percentage of bondholders will exercise their right to convert because the debentures have traded at a premium over their conversion value.

The debentures are CRA's direct, unsecured senior subordinated obligations and rank junior in right of payment to CRA's existing bank line of credit and any future secured indebtedness that CRA may designate as senior indebtedness. Interest of approximately $1.3 million, is payable semi-annually on June 15 and December 15. CRA will also be required to pay contingent interest on the applicable interest payment date to the holders of the debentures for the period commencing June 20, 2011, and ending December 14, 2011, if the average trading price of the debentures for each of the last five trading days immediately preceding June 20, 2011, equals 125% or more of the principal amount of the debentures. Thereafter, CRA will pay contingent interest on the interest payment date for a six-month interest period if the average trading price of the debentures during the five trading day period immediately preceding the first day of the applicable six-month interest period equals or exceeds 125% of the principal amount of the debentures. The contingent interest payable per debenture will equal 0.25% of the average trading price of such debenture during the applicable five trading day reference period.

CRA may elect to redeem for cash all or any portion of the debentures on or after June 20, 2011 at a repurchase price equal to 100% of the principal amount of the debentures, plus accrued and unpaid interest. CRA may be required to repurchase all or any portion of the debentures, at the option of each holder, on June 15, 2011, June 15, 2014, June 15, 2019, June 15, 2024, and June 15, 2029 and upon certain specified fundamental changes, at a price equal to 100% of the principal amount of the debentures, plus accrued and unpaid interest. Upon a fundamental change involving a change of control of CRA, CRA may also be required to pay a make-whole premium, which in some cases could be substantial and which may be paid in cash, shares of common stock, or a combination thereof, to the holders of debentures who elect to require CRA to repurchase or convert debentures.

CRA used approximately $20.0 million of the net proceeds from this offering to repurchase 622,200 shares of the Company's common stock concurrently with the placement of the debentures, $39.6 million to repay amounts outstanding under CRA's bank line of credit, and $3.3 million to pay debt issuance costs. The debt issuance costs have been capitalized and are amortized as a component of interest expense on a straight-line basis over seven years, through 2011, which is the first year in which CRA may be required to repurchase all or any portion of the debentures. These debt issuance costs, net of accumulated amortization of $0.6 million, are included in other assets in the consolidated balance sheet as of September 2, 2005.

The contingent interest feature included in the debenture represents an embedded derivative under SFAS 133 "Accounting for Derivative Instruments and Hedging Activities" that must be recorded at fair value as of September 2, 2005. The Company has determined that the fair value of the contingent interest feature is de minimus as of September 2, 2005, based upon economic, market and other conditions in effect as of this date. There are no other embedded derivatives associated with the Company's convertible debentures.

The Company has agreed with the debenture holders to reserve the maximum number of shares of common stock that may be issued upon conversion of the debentures.

10. Stockholders' Equity

Public Offering of Common Stock. In June 2005, the Company completed a public offering of 1,899,227 shares of its common stock at a price of $53.75 per share. Of the 1,899,227 shares sold, 710,000 shares were offered by CRA and 1,189,227 came from selling stockholders. CRA received net proceeds of approximately $35.9 million, after deducting the underwriting discount and offering expenses. As part of the offering, CRA received additional net proceeds of approximately $2.6 million from the exercise of 138,187 options by the selling shareholders. The net proceeds from the offering are intended to be used for general corporate purposes, including working capital and possible acquisitions of and investments in complementary businesses.

Restricted Shares. In July 2005, the Company issued 70,533 restricted shares of its common stock valued at $3.8 million as part of the consideration paid for the acquisition of ECL. In May 2005, the Company issued an aggregate of 77,343 restricted shares of its common stock valued at $3.8 million as part of the consideration paid for the acquisition of Lee & Allen. In November 2004, the Company issued 75,261 restricted shares of its common stock valued at $3.0 million as part of the consideration paid for the acquisition of NECG, and 24,495 restricted shares of its common stock valued at

$1.0 million as part of the purchase price for the acquisition of TCA. The restricted shares issued in connection with all of these acquisitions are fully vested and held in escrow. The shares issued related to the NECG, TCA, Lee & Allen, and ECL acquisitions will be released from restrictions over a period of time of up to five years.

In April 2004, in connection with the acquisition of InteCap, certain InteCap employees purchased an aggregate of 87,316 shares of restricted common stock in exchange for full recourse, interest-bearing notes, maturing in June, 2007, totaling approximately $2.9 million. The common stock is fully vested, non-forfeitable, and non-saleable for three years. These notes are recorded as a reduction of stockholders' equity, net of principal payments received.

Exercise of Stock Options. During the sixteen and forty weeks ended September 2, 2005, 299,466 and 458,504 options were exercised for $5.7 and $8.4 million in proceeds, respectively, including options exercised as part of the public offering completed in June 2005.

Tax Benefit on Stock Option Exercises. Through the third quarter of fiscal 2005, the expected tax benefit on stock option exercises of $4.9 million was recorded as an increase to common stock.

11. Net Income per Share

Basic net income per share represents net income divided by the weighted average shares of common stock outstanding during the period. Diluted net income per share represents net income divided by the weighted average shares of common stock and common stock equivalents outstanding during the period. Weighted average shares used in diluted earnings per share include common stock equivalents arising from stock options and shares underlying CRA's debentures under the treasury stock method. Reconciliation of basic to diluted weighted average shares of common stock outstanding is as follows (in thousands):

	Sixteen Weeks Ended		Forty Weeks Ended	
	September 2, 2005	**September 3, 2004**	**September 2, 2005**	**September 3, 2004**
Basic weighted average shares outstanding	10,782	9,909	10,308	10,072
Common stock equivalents:				
Employee stock options	696	443	712	492
Shares underlying the debentures	532	—	396	—
Diluted weighted average shares outstanding	12,010	10,352	11,416	10,564

Under EITF No. 04-08 "The Effect of Contingently Convertible Debt on Diluted Earnings Per Share", which is effective for periods ending after December 15, 2004, and EITF 90-19 "Convertible Bonds with Issuer Option to Settle for Cash upon Conversion", because of CRA's obligation to settle the par value of the convertible debentures in cash, the Company is not required to include any shares underlying the convertible debentures in its diluted weighted average shares outstanding until the average stock price per share for the quarter exceeds the $40 conversion price and only to the extent of the additional shares CRA may be required to issue in the event CRA's conversion obligation exceeds the principal amount of the debentures converted. At such time, only the number of shares that would

be issuable (under the "treasury" method of accounting for share dilution) are included, which is based upon the amount by which the average stock price exceeds the conversion price. For the first $1 per share that CRA's average stock price exceeds the $40 conversion price of the debentures, CRA will include approximately 55,000 additional shares in CRA's diluted share count. For the second $1 per share that CRA's average stock price exceeds the $40 conversion price, CRA will include approximately 52,000 additional shares, for a total of approximately 107,000 shares, in CRA's diluted share count, and so on, with the additional shares' dilution falling for each $1 per share that CRA's average stock price exceeds $40 if the stock price rises further above $40 (see table, below). Since the average stock price for the sixteen weeks ended September 2, 2005, was approximately $52 per share, 532,000 shares underlying the debentures were included in the diluted weighted average shares outstanding for the sixteen weeks ended September 2, 2005, under the treasury stock method of accounting, as required by EITF 90-19. The average stock price for the forty weeks ended September 2, 2005, was approximately $49 per share; therefore, 396,000 shares underlying the debentures were included in the diluted weighted average shares outstanding for this period.

"TREASURY" METHOD OF ACCOUNTING FOR SHARE DILUTION

	Conversion Price:	**$40**
	Number of Underlying Shares:	**2,250,000**
Formula:	Number of extra dilutive shares created = ((Stock Price - Conversion Price)* Underlying Shares)/Stock Price	
Condition:	Only applies when share price exceeds $40	

Stock Price	Conversion Price	Price Difference	Include in Share Count	Per $1 Share Dilution
$ 40	$ 40	$ 0	0	0
$ 41	$ 40	$ 1	54,878	54,878
$ 42	$ 40	$ 2	107,143	53,571
$ 45	$ 40	$ 5	250,000	50,000
$ 50	$ 40	$ 10	450,000	45,000
$ 55	$ 40	$ 15	613,636	40,909
$ 60	$ 40	$ 20	750,000	37,500
$ 65	$ 40	$ 25	865,385	34,615
$ 70	$ 40	$ 30	964,286	32,143
$ 75	$ 40	$ 35	1,050,000	30,000
$ 80	$ 40	$ 40	1,125,000	28,125

Basic weighted average shares outstanding for the sixteen and forty weeks ended September 2, 2005, include the weighted average of the 710,000 shares sold by CRA and 138,187 options exercised related to the public offering of our common stock in June 2005, as well as the weighted average of the restricted common stock issued in July 2005 in connection with the ECL acquisition. The restricted

shares issued in connection with the Lee & Allen, NECG, and TCA acquisitions are included in the basic weighted average shares outstanding for the sixteen and forty weeks ended September 2, 2005. The restricted common stock issued in connection with the InteCap acquisition is included in the basic weighted average shares outstanding for the sixteen and forty weeks ended September 2, 2005, and September 3, 2004.

As part of the earnout provisions included in the ECL, Lee & Allen, NECG, and TCA acquisition agreements, the Company may settle a portion of its obligations through the issuance of its common stock. Issuance of these shares is contingent based on certain provisions of the acquisition agreements. As none of the necessary conditions underlying the earnout provisions has been met as of September 2, 2005, the shares are excluded from the basic and diluted weighted average shares outstanding for the sixteen and forty weeks ended September 2, 2005.

12. Stock-Based Compensation

CRA has elected to follow Accounting Principles Board (APB) Opinion No. 25, "Accounting for Stock Issued to Employees", in accounting for its stock-based compensation plans rather than the alternative fair value accounting method provided for under SFAS No. 123, "Accounting for Stock-Based Compensation" (SFAS No. 123), as amended by SFAS No. 148, "Accounting for Stock-Based Compensation—Transition and Disclosure" (collectively, SFAS No. 148). Per APB 25, compensation expense is recognized for stock options to the extent the fair value of CRA common stock exceeds the stock option exercise price at the measurement date. CRA has issued stock options with exercise prices at the fair value of CRA's common stock at the date of grant; therefore, no compensation expense has been recorded for the sixteen and forty weeks ended September 2, 2005, and September 3, 2004. Beginning with the first quarter of fiscal 2006, CRA will be required to record compensation cost for its employee stock options as result of a revision to SFAS No. 123 issued in December 2004, as more fully explained in Note 14.

CRA has elected the disclosure-only alternative under SFAS No. 123, which requires the disclosure of the effect on net income and net income per share as if the Company had accounted for its employee stock options under the fair value recognitions of SFAS No. 123. Had compensation cost for employee stock options granted under the Company's employee stock option plan been determined based on fair value at the grant date consistent with SFAS No. 123, the Company's net income and net

income per share would have been reduced to the pro forma amounts indicated in the table below (in thousands, except for per share information):

	Sixteen Weeks Ended		Forty Weeks Ended	
	September 2, 2005	September 3, 2004	September 2, 2005	September 3, 2004
Net income, as reported	$ 7,886	$ 5,373	$ 17,994	$ 11,974
Deduct: Total stock-based compensation expense determined under fair value based method for all awards, net of related tax effects	(1,420)	(1,400)	(3,150)	(2,102)
Net income, pro forma	$ 6,466	$ 3,973	$ 14,844	$ 9,872
Basic net income per share, as reported	$ 0.73	$ 0.54	$ 1.75	$ 1.19
Basic net income per share, pro forma	$ 0.60	$ 0.40	$ 1.44	$ 0.98
Diluted net income per share, as reported	$ 0.66	$ 0.52	$ 1.58	$ 1.13
Diluted net income per share, pro forma	$ 0.54	$ 0.38	$ 1.30	$ 0.93

The fair market value of the stock options at the date of grant was estimated using the Black-Scholes option-pricing model. The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options, which have no vesting or trading restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions, including the expected stock price volatility. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of fair value of its employee stock options.

For purposes of this disclosure under SFAS No. 148, the estimated fair value of the options are expensed using the straight-line method pursuant to FIN No. 28, "Accounting for Stock Appreciation Rights and Other Variable Stock Option or Award Plans". The effect on pro forma net income and net income per share is not necessarily representative of the effects on reported results for future years.

The Company granted 486,000 options on May 10, 2004, which vest over 18 months. The exercise of these options triggers a non-compete obligation upon exercise of the options in furtherance of the Company's employee retention policies. The vesting period of these options was determined in anticipation of SFAS No. 123R (as more fully explained in Note 14). The impact of these option grants on CRA's net income and net income per share is included in the pro forma disclosure above for the sixteen and forty weeks ended September 2, 2005.

13. Comprehensive Income

Comprehensive income represents net income reported in the accompanying consolidated statements of income adjusted for changes in CRA's foreign currency translation account. A reconciliation of comprehensive income is as follows (in thousands):

	Forty Weeks Ended	
	September 2, 2005	September 3, 2004
Net income	$ 17,994	$ 11,974
Change in foreign currency translation	(981)	148
Comprehensive income	$ 17,013	$ 12,122

14. Accounting Pronouncements

In December 2004, the FASB issued SFAS No. 123 (revised 2004) "Share-Based Payment" (SFAS No. 123R). SFAS No. 123R replaces SFAS No. 123 "Accounting for Stock-Based Compensation", supersedes APB Opinion No. 25 "Accounting for Stock Issued to Employees", and amends SFAS No. 95 "Statement of Cash Flows". SFAS No. 123R focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. As permitted by SFAS No. 123, CRA currently accounts for such share-based payments to employees by using Opinion 25's intrinsic value method, and, as such, recognizes no compensation cost for employee stock options granted under the Company's employee stock option plan. In addition, SFAS No. 123 allowed pro forma disclosure as an alternative to financial statement recognition. SFAS No. 123R, however, requires entities to recognize compensation expense for all share-based payments to employees, including grants of employee stock options, based on the grant-date fair value of those share-based payments (with limited exceptions). In April 2005, the Securities and Exchange Commission adopted a new rule amending the compliance dates under SFAS No. 123R. The new rule allows companies to implement SFAS No. 123R at the beginning of their first interim or annual period for their first fiscal year that begins on or after June 15, 2005. Therefore, CRA is now required to adopt SFAS No. 123R in the first quarter of fiscal 2006. Adoption of SFAS No. 123R will reduce reported income and net income per share because CRA currently recognizes no compensation cost as permitted by APB Opinion No. 25. Compensation expense calculated upon adoption of SFAS No. 123R may differ from pro-forma amounts currently disclosed within CRA's footnotes based on changes in the fair value of CRA's common stock, changes in the number of options granted or the terms of such options, the treatment of tax benefits and changes in interest rates or other factors. CRA is in the process of evaluating the alternative methods of adoption and the impact that the implementation guidance and revisions included in SFAS No. 123R will have on its consolidated financial statements.

SFAS No. 123R also requires the benefits of tax deductions in excess of recognized compensation cost to be reported as a financing cash flow, rather than as an operating cash flow as required under current literature. This requirement may reduce net operating cash flows and increase net financing cash flows in periods after adoption. The amount of tax benefit of these deductions recognized through the third quarter of fiscal 2005 was $4.9 million. In prior periods, such excess tax benefits of these deductions were $1.9 million and $3.4 million for fiscal 2004 and fiscal 2003, respectively.

In May 2005, the FASB issued SFAS No. 154 "Accounting Changes and Error Corrections" (Statement 154), which replaces APB Opinion No. 20 "Accounting Changes", and SFAS No. 3 "Reporting Accounting Changes in Interim Financial Statements". This Statement changes the requirements for the accounting for and reporting of a change in accounting principle, and applies to all voluntary changes in accounting principles, as well as changes required by an accounting pronouncement in the unusual instance it does not include specific transition provisions. Specifically, this Statement requires retrospective application to prior periods' financial statements, unless it is impracticable to determine the period-specific effects or the cumulative effect of the change. When it is impracticable to determine the effects of the change, the new accounting principle must be applied to the balances of assets and liabilities as of the beginning of the earliest period for which retrospective application is practicable and a corresponding adjustment must be made to the opening balance of retained earnings for that period rather than being reported in an income statement. When it is impracticable to determine the cumulative effect of the change, the new principle must be applied as if it were adopted prospectively from the earliest date practicable. This Statement is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. This Statement does not change the transition provisions of any existing pronouncements. CRA does not believe that the adoption of Statement 154 will have a significant impact on its consolidated statement of income or financial condition.

15. Commitments & Contingencies

On March 15, 2005, Pegasus Technologies, Inc. filed a complaint against CRA's subsidiary NeuCo, Inc. in the United States District Court for the Northern District of Ohio alleging patent infringement. The complaint was subsequently amended on May 10, 2005 to specify particular patents at issue. The complaint seeks, among other remedies, preliminary and permanent injunctions, and damages. CRA has been informed that NeuCo intends to contest the amended complaint vigorously.

In connection with the ECL and Lee & Allen acquisitions completed during fiscal 2005, and with the NECG and TCA acquisitions completed in fiscal 2004, CRA agreed to pay additional consideration, in cash and CRA stock, contingent on the achievement of certain performance targets by the respective acquired businesses. CRA believes that it will have sufficient funds to satisfy any obligations related to the contingent consideration. CRA expects to fund these contingent cash payments, if any, from existing cash resources and cash generated from operations.

16. Supplemental Consolidated Balance Sheet Information

Prepaid Expenses

Prepaid expenses consist of the following:

	September 2, 2005	November 27, 2004
	(In thousands)	
Income tax and other receivables	$ 2,536	$ 5,216
Prepaid insurance	653	797
Other	1,598	1,078
	$ 4,787	$ 7,091

Accrued Expenses

Accrued expenses consist of the following:

	September 2, 2005	November 27, 2004
	(In thousands)	
Compensation and related expenses	$ 43,560	$ 40,351
Taxes payable	2,640	327
Accrued interest	713	1,191
Other	3,029	4,293
	$ 49,942	$ 46,162

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

Forward-Looking Statements

Except for historical facts, the statements in this quarterly report are forward-looking statements. Forward-looking statements are merely our current predictions of future events. These statements are inherently uncertain, and actual events could differ materially from our predictions. Important factors that could cause actual events to vary from our predictions include those discussed below under the heading "Factors Affecting Future Performance". We assume no obligation to update our forward-looking statements to reflect new information or developments. We urge readers to review carefully the risk factors described in this quarterly report and in the other documents that we file with the Securities and Exchange Commission. You can read these documents at www.sec.gov.

Our principal internet address is www.crai.com. Our website provides a link to a third-party website through which our annual, quarterly, and current reports, and amendments to those reports, are available free of charge. We believe these reports are made available as soon as reasonably practicable after we file them electronically with, or furnish them to, the SEC. We do not maintain or provide any information directly to the third-party website, nor do we check the accuracy of this website.

Our website also includes information about our corporate governance practices. The Investor Relations page of our website provides a link to a web page where you can obtain a copy of our code of ethics applicable to our principal executive officer, principal financial officer, and principal accounting officer.

Critical Accounting Policies

The discussion and analysis of our 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 us to make significant estimates and judgments that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates in these consolidated financial statements include, but are not limited to, allowance for doubtful accounts, valuation allowances on deferred tax assets, depreciation of property and equipment, valuation of acquired intangible assets, accrued and deferred income taxes, and other accrued expenses. These items are monitored and analyzed by management for changes in facts and circumstances, and material changes in these estimates could occur in the future. Changes in estimates are recorded in the period in which they become known. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from our estimates if our assumptions based on past experience or our other assumptions do not turn out to be substantially accurate.

A summary of the accounting policies that we believe are most critical to understanding and evaluating our financial results is set forth below. This summary should be read in conjunction with our condensed consolidated financial statements and the related notes included in Item 1 of this quarterly report, as well as in our most recently filed annual report on Form 10-K.

Revenue Recognition and Allowance for Doubtful Accounts. We derive substantially all of our revenues from the performance of professional services. The contracts that we enter into and operate under specify whether the engagement will be billed on a time-and-materials or fixed-price basis. These engagements generally last three to six months, although some of our engagements can be much longer in duration. Each contract must be approved by one of our vice presidents.

We recognize substantially all of our revenues under written service contracts with our clients where the fee is fixed or determinable, as the services are provided, and only in those situations where collection from the client is reasonably assured. The majority of our revenue is derived from time-and-materials service contracts. Revenues from time-and-materials service contracts are recognized as the services are provided based upon hours worked and contractually agreed-upon hourly rates, as well as a computer services fee based upon hours worked. Revenues from fixed-price engagements are recognized on a proportional performance method based on the ratio of costs incurred, substantially all of which are labor-related, to the total estimated project costs. Project costs are based on the direct salary and associated fringe benefits of the consultants on the engagement plus all direct expenses incurred to complete the engagement that are not reimbursed by the client. The proportional performance method is used since reasonably dependable estimates of the revenues and costs applicable to various stages of a contract can be made, based on historical experience and terms set forth in the contract, and are indicative of the level of benefit provided to our clients. Our fixed-price contracts generally include a termination provision that reduces the agreement to a time-and-materials contract in the event of termination of the contract. There are no costs that are deferred and amortized over the contract term. Our management maintains contact with project managers to discuss the status of the projects and, for fixed-price engagements, management is updated on the budgeted costs and resources required to complete the project. These budgets are then used to calculate revenue recognition and to estimate the anticipated income or loss on the project. In the past, we have occasionally been required to commit unanticipated additional resources to complete projects, which have resulted in lower than anticipated income or losses on those contracts. We may experience similar situations in the future. Provisions for estimated losses on contracts are made during the period in which such losses become probable and can be reasonably estimated. To date, such losses have not been significant.

Revenues also include reimbursements, or expenses billed to clients, including travel and other out-of-pocket expenses, outside consultants, and other reimbursable expenses. These reimbursable expenses included in revenues are as follows (in thousands):

	Sixteen Weeks Ended		Forty Weeks Ended	
	September 2, 2005	September 3, 2004	September 2, 2005	September 3, 2004
Reimbursable expenses billed to clients	$ 10,977	$ 10,554	$ 25,436	$ 21,961

Our normal payment terms are 30 days from the invoice date. For the forty weeks ended September 2, 2005, and September 3, 2004, our average days sales outstanding (DSOs) were 103 days and 101 days, respectively. We calculate DSOs by dividing the sum of our accounts receivable and unbilled services balance, net of deferred revenue, at the end of the quarter by daily revenues. Daily revenues are calculated by dividing quarter revenues by the number of days in a quarter. Our project managers and finance personnel monitor payments from our clients and assess any collection issues. We maintain allowances for doubtful accounts for estimated losses resulting from clients' failure to make required payments. We base our estimates on our historical collection experience, current trends, and credit policy. In determining these estimates, we examine historical write-offs of our receivables and review client accounts to identify any specific customer collection issues. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payment, additional allowances may be required. Our failure to estimate accurately the losses for doubtful accounts and ensure that payments are received on a timely basis could have a material adverse effect on our business, financial condition, and results of operations. As of September 2, 2005, and November 27, 2004, $4.4 million and $3.4 million, respectively, were provided for doubtful accounts.

Goodwill and Intangible Assets. Goodwill represents the acquisition costs in excess of fair market value of net assets of acquired businesses. In accordance with the Financial Accounting Standards

Board's (FASB) Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets" (SFAS No. 142), goodwill and intangible assets with indefinite lives are not subject to amortization, but are monitored annually for impairment, or more frequently if there are indicators of impairment. Any impairment would be measured based upon the fair value of the related asset based on the provisions of SFAS No. 142. Because we have one reporting segment, under SFAS No. 142, we utilize the entity-wide approach for assessing goodwill for impairment and compare its market value to its net book value to determine if an impairment exists. There were no impairment losses related to goodwill in fiscal 2004, nor were there any indications of impairment in the forty weeks ended September 2, 2005. If we determine through the impairment review process that goodwill has been impaired, we would record the impairment charge in our consolidated statement of income. The net amount of goodwill was $119.1 million as of September 2, 2005, which includes $13.9 million from the ECL acquisition, $14.4 million from the Lee & Allen acquisition, $51.7 million from the InteCap acquisition, $8.2 million from the NECG acquisition, and $4.7 million from the TCA acquisition. The remaining net goodwill balance is attributed to acquisitions which occurred prior to fiscal 2004. The goodwill amounts for the ECL, Lee & Allen, NECG, and TCA acquisitions reflect management's preliminary purchase price allocations and are subject to change. These preliminary purchase price allocations are based upon management's estimates of respective fair values, and will be finalized as CRA receives other information relevant to these acquisitions.

Intangible assets that are separable from goodwill and have determinable useful lives are valued separately and amortized over their expected useful lives. We assess the impairment of amortizable intangible assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors we consider important that could trigger an impairment review include the following:

- a significant underperformance relative to expected historical or projected future operating results;
- a significant change in the manner of our use of the acquired asset or the strategy for our overall business;
- a significant negative industry or economic trend; and
- our market capitalization relative to net book value.

If we determine that an impairment review is required, we review the expected future undiscounted cash flows to be generated by the assets. When we determine that the carrying value of intangible assets may not be recoverable, we measure any impairment based on a projected discounted cash flow method using a discount rate determined by our management to be commensurate with the risk inherent in our current business model.

Intangible assets consist principally of costs allocated to non-competition agreements, which are amortized on a straight-line basis over the related estimated lives of the agreements (seven to ten years), as well as customer relationships, trade names, and property leases which are amortized on a straight-line basis over their remaining useful lives (two to five years). The net amount of intangible assets was $3.8 million as of September 2, 2005, which includes $0.7 million from the ECL acquisition, $0.7 million from the Lee & Allen acquisition, $1.2 million from the InteCap acquisition, $0.4 million from the NECG acquisition, and $0.2 million from the TCA acquisition. The remaining net intangible asset balance is attributed to acquisitions which occurred prior to fiscal 2004. The intangible asset amounts for the ECL and Lee & Allen acquisitions are preliminary and will be finalized as we receive other information relevant to the acquisition, including a valuation of the intangibles. We expect the intangible asset amounts for the NECG and TCA acquisitions will be finalized in the fourth quarter of fiscal 2005 pending a valuation of the intangible assets.

Accounting for Income Taxes. We record income taxes using the liability method. Deferred tax assets and liabilities are recognized based upon anticipated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and operating loss and tax credit carryforwards. Our financial statements contain certain deferred tax assets and liabilities that result from temporary differences between book and tax accounting, as well as net operating loss carryforwards. SFAS No. 109, "Accounting for Income Taxes", requires the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets. Significant management judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities, and any valuation allowance recorded against our net deferred tax assets. We evaluate the weight of all available evidence to determine whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The decision to record a valuation allowance requires varying degrees of judgment based upon the nature of the item giving rise to the deferred tax asset. As a result of operating losses incurred in certain of our foreign subsidiaries, and uncertainty as to the extent and timing of profitability in future periods, we recorded valuation allowances in certain of these foreign subsidiaries based on the facts and circumstances affecting each subsidiary. Had we not recorded these allowances, we would have reported a lower effective tax rate than was recognized in our statements of income in fiscal 2005 and 2004.

If the realization of deferred tax assets in the future changes to be considered more likely than not, an adjustment to the deferred tax assets would increase net income in the period such determination was made, unless such adjustment related to purchased assets which would result in an adjustment to goodwill instead of an increase in net income. The amount of the deferred tax asset considered realizable is based on significant estimates, and it is at least reasonably possible that changes in these estimates in the near term could materially affect our financial condition and results of operations. Our effective tax rate may vary from period to period based on changes in estimated taxable income or loss, changes to the valuation allowance, changes to federal, state, or foreign tax laws, future expansion into areas with varying country, state, and local income tax rates, deductibility of certain costs and expenses by jurisdiction, and as a result of acquisitions.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations in several different tax jurisdictions. We are periodically reviewed by domestic and foreign tax authorities regarding the amount of taxes due. These reviews include questions regarding the timing and amount of deductions and the allocation of income among various tax jurisdictions. In evaluating the exposure associated with various filing positions, we record estimated reserves for probable exposures. Based on our evaluation of current tax positions, we believe that we have appropriately accrued for probable exposures.

Results of Operations—Sixteen Weeks Ended September 2, 2005, Compared to Sixteen Weeks Ended September 3, 2004

The following table provides operating information as a percentage of revenues for the periods indicated:

	Sixteen Weeks Ended		Forty Weeks Ended	
	September 2, 2005	September 3, 2004	September 2, 2005	September 3, 2004
Revenues	100.0%	100.0%	100.0%	100.0%
Costs of services	59.3	61.4	59.5	59.4
Gross profit	40.7	38.6	40.5	40.6
Selling, general and administrative	25.8	23.2	25.5	26.0
Income from operations	14.9	15.4	15.0	14.6
Interest income	.7	.3	.5	.4
Interest expense	(1.1)	(1.0)	(1.2)	(0.6)
Other income (expense)	.1	(0.3)	—	(0.1)
Income before provision for income taxes and minority interest	14.6	14.4	14.3	14.3
Provision for income taxes	5.9	7.4	6.2	6.7
Income before minority interest	8.7	7.0	8.1	7.6
Minority interest	(0.2)	0.2	—	—
Net income	8.5%	7.2%	8.1%	7.6%

Revenues. Revenues increased $18.3 million, or 24.7%, to $92.5 million for the third quarter of fiscal 2005 from $74.2 million for the third quarter of fiscal 2004. Of this increase, approximately $11 million is attributed to the NECG, TCA, Lee & Allen and ECL acquisitions. Our litigation revenues grew by approximately 27% from the third quarter of 2004, which was largely driven by a greater demand for our services primarily in our competition practice area, offset slightly by a decrease in our finance practice area. Our competition practice grew by approximately 69% from the third quarter of fiscal 2004, due to an increase of activity in the mergers and acquisitions market, and continued strength in litigation-related consulting. Our finance practice declined slightly from the third quarter of fiscal 2004, due primarily to the completion of some long-running engagements. Our business consulting revenues grew by approximately 18% from the third quarter of fiscal 2004, which was due primarily to our chemicals and petroleum, and to a lesser extent, our pharmaceuticals practice. These increases were offset slightly by a decrease in our energy and environment practice. Our chemicals and petroleum practice grew by approximately 50%, due to an increase in demand for our services, particularly in the Middle East. Overall, revenues outside of the United States represented approximately 21% of total revenues for the third quarter of fiscal 2005, compared with 10% of total revenues for the third quarter of fiscal 2004. The growth in revenue in our foreign offices is due primarily to the acquisitions of NECG, Lee & Allen and ECL and the increase in demand in our chemicals and petroleum practice, primarily in the Middle East.

As a result of the increased demand for our services, there has been an increase in our average employee consultant headcount. The total number of employee consultants increased to 657 at the end of the third quarter of fiscal 2005, which includes approximately 25 from the ECL acquisition, 40 from the Lee & Allen acquisition, and 49 from the NECG and TCA acquisitions, from 498 at the end of the third quarter of fiscal 2004. The remaining increase in headcount from the third quarter of fiscal 2004 is due to organic growth and demand-sensitive hiring. Increased billing rates for our employee consultants, phased in beginning in early December 2004, also contributed to our revenue growth. Utilization was 74% for the third quarter of fiscal 2005 compared with 81% for the third quarter of

fiscal 2004. Utilization for the third quarter of fiscal 2005 was adversely affected by the summer vacation cycle, growth in organic headcount, integration activities in connection with our two recent acquisitions, one of which occurred two weeks prior to the beginning of the third quarter of fiscal 2005 and the second occurred shortly after the beginning of the third quarter of fiscal 2005, and an increase in the number of summer interns to invest in long-term recruiting benefits. In addition, utilization decreased in our finance practice because of a delay in the timing of certain project deadlines during the third quarter of fiscal 2005. Revenues derived from fixed-price engagements increased to 7.0% of total revenues for the third quarter of fiscal 2005 from 6.4% for the third quarter of fiscal 2004.

Costs of Services. Costs of services increased $9.3 million, or 20.5%, to $54.9 million for the third quarter of fiscal 2005 from $45.6 million for the third quarter of fiscal 2004. The increase was due mainly to an increase in compensation expense for our employee consultants of $8.9 million, attributable primarily to an increase in the average number of employee consultants. Our average number of employee consultants increased because of the ECL, Lee & Allen, NECG, and TCA acquisitions, as well as an approximate 10% growth in organic headcount. Reimbursable expenses increased $0.4 million, or 4.0%, to $11.0 million from $10.6 million. As a percentage of revenues, costs of services decreased to 59.3% for the third quarter of fiscal 2005 from 61.4% for the third quarter of fiscal 2004. The decrease as a percentage of revenue was due primarily to a decrease in reimbursable expenses as a percentage of revenues, principally in non-employee expert billing fees.

Selling, General, and Administrative. Selling, general, and administrative expenses increased by $6.6 million, or 38.6%, to $23.9 million for the third quarter of fiscal 2005 from $17.2 million for the third quarter of fiscal 2004. Largely because of the ECL and Lee & Allen acquisitions, and the integration of NECG and TCA during fiscal 2005, we experienced an increase in overall compensation to our administrative staff of $0.9 million, an increase in rent expense of $2.1 million, and an increase in depreciation and amortization expense of $0.9 million. Commissions earned by non-employee experts increased by $1.1 million, which was due primarily to a higher proportion of revenues sourced externally. Other contributors to the overall increase in selling, general, and administrative expenses were an increase in printing costs of $0.5 million associated primarily with our branding initiative in May 2005, non-billable temporary professional services of $0.4 million, travel-related costs of $0.3 million, and an increase in other selling, general and administrative expenses of $0.4 million. These increases were due to our need to support a larger and more complex global company. As a percentage of revenues, selling, general, and administrative expenses increased to 25.8% for the third quarter of fiscal 2005 from 23.2% for the third quarter of fiscal 2004. This increase is due to selling, general, and administrative expenses, including rent and other costs that are principally fixed in nature, increasing at a greater rate than the increase in revenue. In addition, commissions earned by non-employee experts increased as a percentage of revenues.

Interest Income. Interest income increased by $424,000 to $660,000 for the third quarter of fiscal 2005 from $236,000 for the third quarter of fiscal 2004. This increase was due primarily to higher average interest rates and higher average cash and investment balances in fiscal 2005. Our weighted average imputed interest rate for the third quarter of fiscal 2005 on our average cash and cash equivalent balances was approximately 2.8% annualized compared with approximately 1.7% annualized for the third quarter of fiscal 2004.

Interest Expense. Interest expense increased by $297,000 to $1.0 million for the third quarter of fiscal 2005 from $747,000 for the third quarter of fiscal 2004. This increase was due primarily to interest expense incurred during the entire third quarter of fiscal 2005 on the 2.875%, $90 million convertible debt, and the amortization of debt issuance costs, versus the partial quarter impacted in fiscal 2004.

Other Income (Expense). Other income was $103,000 for the third quarter of fiscal 2005 versus other expense of $206,000 for the third quarter of fiscal 2004. Other income (expense) consists

primarily of foreign currency exchange transaction gains and losses. This increase in foreign exchange gains was primarily due to billings and collections from certain clients in a currency other than the local currency in certain of our foreign offices. We continue to manage our foreign currency exchange exposure through frequent settling of intercompany account balances and by self-hedging movements in exchange rates between the value of the dollar and foreign currencies.

Provision for Income Taxes. The provision for income taxes was $5.5 million for the third quarter of fiscal 2005, a decrease of $49,000 from the third quarter of fiscal 2004. Our effective income tax rate decreased to 40.5% for the third quarter of fiscal 2005 from 51.5% for the third quarter of fiscal 2004. The lower effective tax rate during the third quarter of fiscal 2005 was due primarily to an improvement in results of operations in our foreign subsidiaries, primarily in the U.K. partially attributable to the ECL and Lee & Allen acquisitions, reducing the impact of foreign net operating losses on the effective tax rate as compared with fiscal 2004. We expect our effective income tax rate for fiscal 2005 to be approximately 43%.

Minority Interest. Allocations of the minority share of NeuCo's net income result in deductions to our net income, while allocations of the minority share of NeuCo's net loss results in additions to our net income. Minority interest in the results of operations of NeuCo allocable to its other owners was net income of $132,000 for the third quarter of fiscal 2005, compared with a net loss of $177,000 for the third quarter of fiscal 2004.

Net Income. Net income increased by $2.5 million, or 46.8%, to $7.9 million for the third quarter of fiscal 2005 from $5.4 million for the third quarter of fiscal 2004. Diluted net income per share increased 26.9% to $0.66 per share for the third quarter of fiscal 2005 from $0.52 per share for the third quarter of fiscal 2004. Diluted weighted average shares outstanding increased 1.7 million shares to 12,010,000 shares for the quarter ended September 2, 2005 from 10,352,000 shares for the quarter ended September 3, 2004. Net income increased at a greater rate than the diluted net income per share primarily because of the addition of approximately 532,000 shares that are included in the diluted shares for the third quarter of fiscal 2005, as a result of the convertible debentures, the public offering of our common stock completed in June 2005, and an increase in the in-the-money value of outstanding stock options.

Results of Operations—Forty Weeks Ended September 2, 2005 Compared to Forty Weeks Ended September 3, 2004

Revenues. Revenues increased $63.3 million, or 39.9%, to $221.7 million for the forty weeks ended September 2, 2005 from $158.4 million for the forty weeks ended September 3, 2004. Of this increase, approximately $18 million is attributed to the NECG, TCA, Lee & Allen and ECL acquisitions. Our litigation revenues grew by approximately 54% from the forty weeks ended September 2, 2004, which was largely driven by the effects of the acquisition of InteCap and a greater demand for our services primarily in our competition and finance practice areas. We experienced strong revenue growth in our intellectual property practice area primarily because of the addition of InteCap at the end of the second quarter of fiscal 2004. As a result, intellectual property is now one of the top five revenue-generating practices for us. Our competition practice grew by approximately 55% from the forty weeks ended September 2, 2004, because of a significant increase of activity in the mergers and acquisitions market, and continued strength in litigation-related consulting. Our finance practice grew by approximately 27% primarily because of increased demand for our services in general securities litigation and other financial-based litigation. Our business consulting revenues increased by approximately 21% from the forty weeks ended September 2, 2004, which was due primarily to our energy and environment practice, and to a lesser extent, our chemicals and petroleum and pharmaceutical practice areas. Our energy and environment practice grew by approximately 19% primarily because of several large and complex bankruptcy-related cases for energy companies, and other regulatory disputes. The TCA acquisition also contributed to the growth in the energy and

environment practice area. Overall, revenues outside the United States represented approximately 17% of total revenues for the forty weeks ended September 2, 2005, compared with 11% of total revenues for the forty weeks ended September 3, 2004. The growth in revenue in our foreign offices is due primarily to the acquisitions of NECG, Lee & Allen and ECL and the increase in demand in our chemicals and petroleum practice, especially in the Middle East.

As a result of the increased demand for our services, our average employee consultant headcount has increased. The total number of employee consultants increased to 657 at September 2, 2005, which includes approximately 25 from the ECL acquisition, 40 from the Lee & Allen acquisition, and 49 from the NECG and TCA acquisitions during the fourth quarter of fiscal 2004, from 498 at September 3, 2004. The remaining increase in headcount from the third quarter of fiscal 2004 is due to organic growth and demand-sensitive hiring. Increased billing rates for our employee consultants, phased in beginning in early December 2004, also contributed to our revenue growth. Utilization was 78% for the forty weeks ended September 2, 2005 as compared with 80% for the forty weeks ended September 3, 2004. Revenues derived from fixed-price engagements decreased slightly to 6.6% of total revenues for the forty weeks ended September 2, 2005 from 7.2% for the forty weeks ended September 2, 2004.

Costs of Services. Costs of services increased $37.8 million, or 40.2%, to $131.9 million for the forty weeks ended September 2, 2005 from $94.1 million for the forty weeks ended September 3, 2004. The increase was due mainly to an increase in compensation expense for our employee consultants of $34.3 million, attributable primarily to an increase in the average number of employee consultants. Our average number of employee consultants increased due to the ECL, Lee & Allen, InteCap, NECG, and TCA acquisitions, as well as an approximate 7% growth in organic headcount. Reimbursable expenses increased $3.5 million, or 15.8%, to $25.4 million from $22.0 million. As a percentage of revenues, costs of services increased slightly to 59.5% for the forty weeks ended September 2, 2005 from 59.4% for the forty weeks ended September 3, 2004. The increase as a percentage of revenues was due primarily to an increase in compensation expense for our employee consultants, offset by a decrease in reimbursable expenses as a percentage of revenues.

Selling, General, and Administrative. Selling, general, and administrative expenses increased by $15.4 million, or 37.4%, to $56.6 million for the forty weeks ended September 2, 2005 from $41.2 million for the forty weeks ended September 3, 2004. Largely because of the ECL and Lee & Allen acquisitions, and the integration of InteCap, NECG, and TCA during fiscal 2005, we experienced an increase in overall compensation to our administrative staff of $3.8 million, an increase in rent expense of $3.8 million, an increase in depreciation and amortization expense of $2.1 million, and an increase in commissions earned by non-employee experts of $0.9 million. Other contributors to the overall increase in selling, general, and administrative expenses were an increase in travel-related costs of $1.8 million, an increase in legal, accounting, and other professional fees of $1.0 million, an increase in non-billable temporary professional services of $0.8 million, an increase in printing costs of $0.6 million associated primarily with our branding initiative in May 2005, and an increase in other selling, general and administrative expenses of $0.6 million. These increases were due primarily to our need to support a larger and more complex global company. As a percentage of revenues, selling, general, and administrative expenses decreased to 25.5% for the forty weeks ended September 2, 2005, from 26.0% for the forty weeks ended September 3, 2004. This decrease was due primarily to decreases in commissions earned by non-employee experts and a decrease in compensation to our administrative staff as a percentage of revenue.

Interest Income. Interest income increased by $0.7 million to $1.3 million for the forty weeks ended September 2, 2005, from $0.6 million for the forty weeks ended September 3, 2004. This increase was due primarily to higher average cash and investment balances and higher average interest rates in fiscal 2005. Our weighted average imputed interest rate for the forty weeks ended September 2, 2005 on our average cash and cash equivalent balances was approximately 1.9% annualized compared with approximately 1.3% annualized for the forty weeks ended September 3, 2004.

Interest Expense. Interest expense increased by $1.7 million to $2.6 million for the forty weeks ended September 2, 2005, from $0.9 million for the forty weeks ended September 3, 2004. This increase was due primarily to interest expense incurred during the entire forty weeks ended September 2, 2005 on the 2.875%, $90 million convertible debt, and the amortization of debt issuance costs, versus the partial period impacted for the same forty weeks in fiscal 2004.

Other Income (Expense). Other expense was $110,000 for the forty weeks ended September 2, 2005, versus $214,000 for the forty weeks ended September 3, 2004. Other expense consists primarily of foreign currency exchange transaction gains and losses. This decrease in foreign exchange losses is primarily due to billings and collections from certain clients in a currency other than the local currency in certain of our foreign offices. We continue to manage our foreign currency exchange exposure through frequent settling of intercompany account balances and by self-hedging movements in exchange rates between the value of the dollar and foreign currencies.

Provision for Income Taxes. The provision for income taxes increased by $3.1 million to $13.8 million for the forty weeks ended September 2, 2005, from $10.6 million for the forty weeks ended September 3, 2004. Our effective income tax rate decreased to 43.3% for the first forty weeks of fiscal 2005 from 47.0% for the first forty weeks of fiscal 2004. The lower effective tax rate for the first forty weeks ended September 2, 2005, was due primarily to an improvement in results of operations in our foreign subsidiaries, primarily in the U.K. partially attributable to the ECL and Lee & Allen acquisitions, reducing the impact of foreign net operating losses on the effective tax rate as compared with fiscal 2004. We expect our effective income tax rate for fiscal 2005 to be approximately 43%.

Minority Interest. Allocations of the minority share of NeuCo's net income result in deductions to our net income, while allocations of the minority share of NeuCo's net loss results in additions to our net income. Minority interest in the results of operations of NeuCo allocable to its other owners was net income of $3,000 for the first forty weeks of fiscal 2005 compared with net income of $20,000 for the first forty weeks of fiscal 2004.

Net Income. Net income increased by $6.0 million, or 50.3%, to $18.0 million for the forty weeks ended September 2, 2005, from $12.0 million for the forty weeks ended September 3, 2004. Diluted net income per share increased 39.8% to $1.58 per share for the forty weeks ended September 2, 2005, from $1.13 per share for the forty weeks ended September 3, 2004. Diluted weighted average shares outstanding increased by 852,000 shares to 11,416,000 shares for the forty weeks ended September 2, 2005, from 10,564,000 shares for the forty weeks ended September 2, 2004. Net income increased at a greater rate than diluted net income per share due primarily to approximately 396,000 shares that are included in the diluted shares for fiscal 2005, as a result of the convertible debentures, the public offering of our common stock completed in June 2005, and an increase in the in-the-money value of outstanding stock options.

Liquidity and Capital Resources

General. In the forty weeks ended September 2, 2005, we had a net increase in cash and cash equivalents of $38.0 million. We completed the quarter with cash and cash equivalents of $103.6 million, short-term investments of $0.8 million, and working capital of $140.5 million.

On June 29, 2005, we completed a public offering of 1,899,227 shares of our common stock at a price of $53.75 per share. Of the 1,899,227 shares sold, 710,000 shares were offered by us and 1,189,227 came from selling stockholders. We received net proceeds of approximately $35.9 million, after deducting the underwriting discount and estimated offering expenses. As part of the offering, we received additional net proceeds of approximately $2.6 million from the exercise of options by the selling shareholders. The net proceeds from the offering are intended to be used for general corporate purposes, including working capital and possible acquisitions of and investments in complementary businesses.

On June 16, 2005, we completed the acquisition of ECL. We purchased ECL for approximately $15.3 million valued as of the date of acquisition (after deducting cash acquired, and adding acquisition costs and transaction fees paid or accrued). The $15.3 million purchase price consisted of $11.5 million in cash and $3.8 million in loan notes that were exchanged for 70,533 restricted shares of CRA stock. We funded the cash portion of the purchase price from existing cash resources.

On April 27, 2005, we completed the acquisition of Lee & Allen. We purchased Lee & Allen for approximately $16.5 million valued as of the date of acquisition (after deducting cash acquired, and adding acquisition costs and transaction fees paid or accrued). The $16.5 million purchase price consisted of $12.7 million in cash and $3.8 million in loan notes that were exchanged for 77,343 restricted shares of our common stock. We funded the cash portion of the purchase price from existing cash resources.

We believe that current cash balances, cash generated from operations, and amounts available under our bank line of credit will be sufficient to meet our anticipated working capital and capital expenditure requirements for at least the next 12 months.

Sources of Cash in the forty weeks ended September 2, 2005. During the first forty weeks of fiscal 2005, we generated cash primarily from the following sources: $28.1 million provided by our operating activities, $35.9 million from the public offering of our common stock, after deducting the underwriting discount and estimated offering expenses, and $8.4 million in proceeds from the exercise of stock options, which includes $2.6 million from the exercise of options by the selling shareholders as part of the public offering. Cash provided by operating activities resulted primarily from net income of $18.0 million, which included depreciation and amortization expense of $5.8 million, a decrease in deferred tax assets of $3.0 million, and a decrease in prepaid expenses and other assets of $2.4 million. In addition, reflected in cash provided by operating activities is $4.9 million of tax benefit derived from stock option exercises. Cash receipts relative to revenues increased, which led to lower DSO's.

Private Placement of Convertible Debt. On June 21, 2004, we completed a private placement of $75 million of 2.875% convertible senior subordinated debentures due 2034. On July 1, 2004, we sold an additional $15 million in principal amount of the debentures. Holders of the debentures may convert them, only under certain circumstances, including certain stock price-related conversion contingencies.

As a result of our election on December 14, 2004, we must settle the conversion of the debentures, as follows: (i) $1,000 in cash per $1,000 principal amount of debentures converted; and (ii) in cash or shares of our common stock (at our further election, except for cash in lieu of fractional shares), any conversion obligation that exceeds the principal amount of the debentures converted.

Pursuant to the terms of the indenture governing the debentures, since the closing stock price equaled or exceeded the $50 per share contingent conversion trigger price for 20 out of 30 consecutive trading days ending on May 13, 2005, the market price conversion trigger was satisfied and holders of the debentures were able to exercise their right to convert the bonds as of the first trading day of the third quarter of fiscal 2005. This test is repeated each fiscal quarter. As the closing price did not equal or exceed the $50 per share contingent conversion trigger price for 20 out of 30 consecutive trading days ending on September 2, 2005, holders of the debentures are not able to exercise their right to convert the bonds during the fourth quarter of fiscal 2005. Therefore, since the holders of the debentures are not able to exercise their right to convert the bonds as of September 2, 2005, we have classified the $90 million convertible debt as long-term debt as of September 2, 2005, in the accompanying consolidated balance sheet. In June 2005, we amended our loan agreement with our bank to increase the existing line of credit from $40 million to $90 million to mitigate the potential liquidity risk, and to provide funding if required, in the event of conversion by the debenture holders. We believe that in the event the contingent conversion trigger price is met, it is unlikely that a significant percentage of bondholders will exercise their right to convert because the debentures have

traded at a premium over their conversion value. The available line of credit is reduced, as necessary, to account for certain letters of credit outstanding. We had approximately $0.6 million of outstanding letters of credit as of September 2, 2005.

The debentures are our direct, unsecured senior subordinated obligations and rank junior in right of payment to our existing bank line of credit and any future secured indebtedness that we may designate as senior indebtedness. Interest of approximately $1.3 million, is payable semi-annually on June 15 and December 15. We will also be required to pay contingent interest on the applicable interest payment date to the holders of the debentures for the period commencing June 20, 2011, and ending December 14, 2011, if the average trading price of the debentures for each of the last five trading days immediately preceding June 20, 2011, equals 125% or more of the principal amount of the debentures. Thereafter, we will pay contingent interest on the interest payment date for a six-month interest period if the average trading price of the debentures during the five trading day period immediately preceding the first day of the applicable six-month interest period equals or exceeds 125% of the principal amount of the debentures. The contingent interest payable per debenture will equal 0.25% of the average trading price of such debenture during the applicable five trading day reference period.

We may elect to redeem all or any portion of the debentures on or after June 20, 2011, at a repurchase price equal to 100% of the principal amount of the debentures, plus accrued and unpaid interest. We may be required to repurchase all or any portion of the debentures, at the option of each holder, on June 15, 2011, June 15, 2014, June 15, 2019, June 15, 2024 and June 15, 2029, and upon certain specified fundamental changes, at a price equal to 100% of the principal amount of the debentures, plus accrued and unpaid interest. Upon a fundamental change involving a change of control of CRA, we may also be required to pay a make-whole premium which in some cases could be substantial and which may be paid in cash, shares of common stock, or a combination thereof, to the holders of debentures who elect to require us to repurchase or convert debentures.

Borrowings under the Revolving Line of Credit. On January 14, 2004, we entered into a senior loan agreement with our bank for a two-year, $40 million revolving line of credit. Subject to the terms of the agreement, we may use borrowings under this line of credit for acquisition financing, working capital, general corporate purposes, letters of credit, and foreign exchanges contracts. The available line of credit is reduced, as necessary, to account for certain letters of credit outstanding. In June 2005, we amended our loan agreement to increase the existing line of credit from $40 million to $90 million to mitigate the potential liquidity risk, and to provide funding if required, in the event of conversion by the debenture holders. Funds available under the expanded facility will allow us to continue to classify up to $90 million of our convertible debentures as long-term debt, rather than short-term, and will give us additional flexibility to meet our unforeseen financial requirements. In March 2005, we extended the maturity date on the line of credit from January 14, 2006 to April 30, 2007. Other than for letters of credit outstanding, there were no amounts outstanding under this line of credit as of September 2, 2005, and the line of credit then available was $89.4 million.

Borrowings under our credit facility bear interest, at our option, either at LIBOR plus an applicable margin or at the prime rate. Applicable margins range from 0.75% to 1.50%, depending on the ratio of our consolidated total debt to consolidated earnings before interest, taxes, depreciation and amortization, or EBITDA, for the preceding four fiscal quarters, subject to various adjustments stated in the senior loan agreement. These margins are adjusted both quarterly and each time we borrow under the credit facility. Interest is payable monthly. A commitment fee of 0.165% is payable on the unused portion of the credit facility. Borrowings under the credit facility are secured by 100% of the stock of certain of our U.S. subsidiaries and by 65% of the stock of certain of our foreign subsidiaries, amounting to net assets of approximately $55 million as of September 2, 2005.

Uses of Cash during the forty weeks ended September2, 2005. During the first forty weeks of fiscal 2005, we used cash primarily for the following activities: $11.5 million to acquire ECL and $12.7 million

to acquire Lee & Allen (after deducting cash acquired, and adding acquisition costs and transaction fees paid), and $12.1 million for capital expenditures.

Debt Restrictions. Under our senior credit agreement, we must comply with various financial and non-financial covenants. The financial covenants require us to maintain a minimum consolidated working capital of $25.0 million and require us to comply with a consolidated total debt to EBITDA ratio of not more than 3.5 to 1.0 and a consolidated senior debt to EBITDA ratio of not more than 2.0 to 1.0. Compliance with these financial covenants is tested on a fiscal quarterly basis, commencing with the first quarter of fiscal 2004. In March 2005, we amended the definition of "current liabilities" included in the working capital covenant of the senior credit agreement to exclude any convertible subordinated debt for which we have not been notified of the intention to convert. The non-financial covenants of the senior credit agreement prohibit us from paying dividends and place certain restrictions on our ability to incur additional indebtedness, repurchase our securities, engage in acquisitions or dispositions, and enter into business combinations. Any indebtedness outstanding under the senior credit facility may become immediately due and payable upon the occurrence of stated events of default, including our failure to pay principal, interest or fees or a violation of any financial covenant.

As of September 2, 2005, we were in compliance with our covenants under the senior credit agreement.

Other Matters. As part of our business, we regularly evaluate opportunities to acquire other consulting firms, practices or groups or other businesses. In recent years, we have typically paid for acquisitions with cash, our common stock, and borrowings under our revolving credit facility, and we may continue to do so in the future. To pay for an acquisition, we may use cash on hand, cash generated from our operations or borrowings under our revolving credit facility, or we may pursue other forms of financing. Our ability to secure short-term and long-term debt or equity financing in the future will depend on several factors, including our future profitability, the levels of our debt and equity, restrictions under our existing line of credit with our bank, and the overall credit and equity market environments.

In connection with our acquisition of InteCap, certain InteCap employees purchased an aggregate of 87,316 shares of common stock in exchange for full recourse, interest-bearing notes, maturing in June 2007, totaling approximately $2.9 million. These notes are recorded as a reduction of stockholders' equity, net of principal payments received.

In connection with the ECL and Lee & Allen acquisitions, we are expecting to incur restructuring costs to eliminate duplicate offices. Such costs have not yet been determined, but we are expecting to recognize them in the fourth quarter of fiscal 2005 as a liability assumed as of the acquisition date, resulting in additional goodwill.

Contingencies. In connection with the ECL and Lee & Allen acquisitions completed during fiscal 2005, and with the NECG and TCA acquisitions completed in fiscal 2004, we agreed to pay additional consideration, in cash and our stock, contingent on the achievement of certain performance targets by the respective acquired businesses. We believe that we will have sufficient funds to satisfy any obligations related to the contingent consideration. We expect to fund these contingent cash payments, if any, from existing cash resources and cash generated from operations.

Impact of Inflation. To date, inflation has not had a material impact on our financial results. There can be no assurance, however, that inflation will not adversely affect our financial results in the future.

Factors Affecting Future Performance

Set forth below and elsewhere in this quarterly report and in other documents we file with the SEC are risks and uncertainties that could cause actual results to differ materially from the results contemplated by the forward-looking statements contained in this quarterly report. The following risks and uncertainties are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may impair our operations. The occurrence of any of the following risks could harm our business, financial condition or results of operations. In that case, the market price of our common stock could decline, and you may lose all or part of your investment.

We depend upon key employees to generate revenue

Our business consists primarily of the delivery of professional services, and accordingly, our success depends heavily on the efforts, abilities, business generation capabilities, and project execution capabilities of our employee consultants. In particular, our employee consultants' personal relationships with our clients are a critical element in obtaining and maintaining client engagements. If we lose the services of any employee consultant or if our employee consultants fail to generate business or otherwise fail to perform effectively, that loss or failure could adversely affect our revenues and results of operations. We do not have non-compete agreements with the majority of our employee consultants, and they can terminate their relationships with us at will and without notice. The non-competition and non-solicitation agreements that we have with some of our employee consultants offer us only limited protection and may not be enforceable in every jurisdiction.

Our failure to manage growth successfully could adversely affect our revenues and results of operations

Any failure on our part to manage growth successfully could adversely affect our revenues and results of operations. Over the last several years, we have continued to open offices in new geographic areas, including foreign locations, and to expand our employee base as a result of internal growth and acquisitions, including our recent acquisitions of ECL, Lee & Allen, NECG, TCA, and InteCap. We expect that this trend will continue over the long term. Opening and managing new offices often requires extensive management supervision and increases our overall selling, general, and administrative expenses. Expansion creates new and increased management, consulting, and training responsibilities for our employee consultants. Expansion also increases the demands on our internal systems, procedures, and controls, and on our managerial, administrative, financial, marketing, and other resources. We depend heavily upon the managerial, operational, and administrative skills of our officers, particularly James C. Burrows, our President and Chief Executive Officer, to manage our expansion. New responsibilities and demands may adversely affect the overall quality of our work.

Our entry into new lines of business could adversely affect our results of operations

If we attempt to develop new practice areas or lines of business outside our core economic and business consulting services, those efforts could harm our results of operations. Our efforts in new practice areas or new lines of business involve inherent risks, including risks associated with inexperience and competition from mature participants in the markets we enter. Our inexperience may result in costly decisions that could harm our business.

Clients can terminate engagements with us at any time

Many of our engagements depend upon disputes, proceedings, or transactions that involve our clients. Our clients may decide at any time to seek to resolve the dispute or proceeding, abandon the transaction, or file for bankruptcy. Our engagements can therefore terminate suddenly and without advance notice to us. If an engagement is terminated unexpectedly, our employee consultants working on the engagement could be underutilized until we assign them to other projects. In addition, because

much of our work is project-based rather than recurring in nature, our consultants' utilization depends on our ability to secure additional engagements on a continual basis. Accordingly, the termination or significant reduction in the scope of a single large engagement could reduce our utilization and have an immediate adverse impact on our revenues and results of operations.

We depend on our antitrust and mergers and acquisitions consulting business

We derive a substantial portion of our revenues from engagements in our antitrust and mergers and acquisitions practice areas. Any substantial reduction in the number or size of our engagements in these practice areas could adversely affect our revenues and results of operations. We derived significant revenues from engagements relating to enforcement of United States antitrust laws. Changes in federal antitrust laws, changes in judicial interpretations of these laws, or less vigorous enforcement of these laws as a result of changes in political appointments or priorities or for other reasons could substantially reduce our revenues from engagements in this area. In addition, adverse changes in general economic conditions, particularly conditions influencing the merger and acquisition activity of larger companies, could adversely affect engagements in which we assist clients in proceedings before the U.S. Department of Justice and the U.S. Federal Trade Commission. An economic slowdown may have an adverse effect on mergers and acquisitions activity, which would reduce the number and scope of our engagements in this practice area. Any such downturn would adversely affect our revenues and results of operations.

We derive our revenues from a limited number of large engagements

We derive a portion of our revenues from a limited number of large engagements. If we do not obtain a significant number of new large engagements each year, our business, financial condition, and results of operations could suffer. In general, the volume of work we perform for any particular client varies from year to year, and due to the specific engagement nature of our practice, a major client in one year may not hire us in the following year.

We enter into fixed-price engagements

We derive a significant portion of our revenues from fixed-price contracts. These contracts are more common in our business consulting practice, and would likely grow in number with any expansion of that practice. If we fail to estimate accurately the resources required for a fixed-price project or fail to satisfy our contractual obligations in a manner consistent with the project budget, we might generate a smaller profit or incur a loss on the project. On occasion, we have had to commit unanticipated additional resources to complete projects, and we may have to take similar action in the future, which could adversely affect our revenues and results of operations.

Our business could suffer if we are unable to hire additional qualified consultants as employees

Our business continually requires us to hire highly qualified, highly educated consultants as employees. Our failure to recruit and retain a significant number of qualified employee consultants could limit our ability to accept or complete engagements and adversely affect our revenues and results of operations. Relatively few potential employees meet our hiring criteria, and we face significant competition for these employees from our direct competitors, academic institutions, government agencies, research firms, investment banking firms, and other enterprises. Many of these competing employers are able to offer potential employees significantly greater compensation and benefits or more attractive lifestyle choices, career paths, or geographic locations than we can. Competition for these employee consultants has increased our labor costs, and a continuation of this trend could adversely affect our margins and results of operations.

We depend on our non-employee experts

We depend on our relationships with our exclusive non-employee experts. In fiscal 2004 and fiscal 2003, six of our exclusive non-employee experts generated engagements that accounted for approximately 18% and 22% of our revenues in those years, respectively. We believe that these experts are highly regarded in their fields and that each offers a combination of knowledge, experience, and expertise that would be very difficult to replace. We also believe that we have been able to secure some engagements and attract consultants in part because we could offer the services of these experts. Most of these experts can limit their relationships with us at any time for any reason. These reasons could include affiliations with universities with policies that prohibit accepting specified engagements, the pursuit of other interests, and retirement.

As of September 2, 2005, we had non-competition agreements with 42 of our non-employee experts. The limitation or termination of any of their relationships with us, or competition from any of them after these agreements expire, could harm our reputation, reduce our business opportunities and adversely affect our revenues and results of operations.

To meet our long-term growth targets, we need to establish ongoing relationships with additional non-employee experts who have reputations as leading experts in their fields. We may be unable to establish relationships with any additional non-employee experts. In addition, any relationships that we do establish may not help us meet our objectives or generate the revenues or earnings that we anticipate.

Acquisitions may disrupt our operations or adversely affect our results

We regularly evaluate opportunities to acquire other businesses. The expenses we incur evaluating and pursuing acquisitions could adversely affect our results of operations. If we acquire a business, such as our recent acquisitions of ECL, Lee & Allen, NECG, TCA, and InteCap, we may be unable to manage it profitably or successfully integrate its operations with our own. Moreover, we may be unable to realize the financial, operational, and other benefits we anticipate from these acquisitions or any other acquisition. Competition for future acquisition opportunities in our markets could increase the price we pay for businesses we acquire and could reduce the number of potential acquisition targets. Further, acquisitions may involve a number of special financial and business risks, such as:

- charges related to any potential acquisition from which we may withdraw;
- diversion of our management's time, attention, and resources;
- decreased utilization during the integration process;
- loss of key acquired personnel;
- increased costs to improve or coordinate managerial, operational, financial, and administrative systems including compliance with the Sarbanes-Oxley Act of 2002;
- dilutive issuances of equity securities, including convertible debt securities;
- the assumption of legal liabilities;
- amortization of acquired intangible assets;
- potential write-offs related to the impairment of goodwill;
- difficulties in integrating diverse corporate cultures; and
- additional conflicts of interests.

Our international operations create special risks

We may continue our international expansion, and our international revenues may account for an increasing portion of our revenues in the future. Our international operations carry special financial and business risks, including:

- greater difficulties in managing and staffing foreign operations;
- cultural differences that result in lower utilization;
- currency fluctuations that adversely affect our financial position and operating results;
- unexpected changes in trading policies, regulatory requirements, tariffs, and other barriers;
- greater difficulties in collecting accounts receivable;
- longer sales cycles;
- restrictions on the repatriation of earnings;
- potentially adverse tax consequences, such as trapped foreign losses;
- less stable political and economic environments; and
- civil disturbances or other catastrophic events that reduce business activity.

Particularly as a result of our acquisition in May 2002 of certain assets of the U.K. operations of the Chemicals and Energy Vertical consulting practice of the then Arthur D. Little corporation (Arthur D. Little is now known as Dehon, Inc.), we conduct a portion of our business in the Middle East. The ongoing military conflicts in the region have significantly interrupted our business operations in that region and have slowed the flow of new opportunities and proposals, which ultimately have adversely affected our revenues and results of operations.

If our international revenues increase relative to our total revenues, these factors could have a more pronounced effect on our operating results.

Our debt obligations may adversely impact our financial performance

In June and July of 2004, we issued a total of $90.0 million of 2.875% convertible senior subordinated debentures due 2034. We have previously operated with little or no debt, and our previous payments of interest have not been material. The interest we will be required to pay on these debentures will reduce our net income each year until the debentures are no longer outstanding. The terms of the debentures also include provisions that could accelerate our obligation to repay all amounts outstanding under the debentures if certain events happen, such as our failure to pay interest in a timely manner, failure to pay principal upon redemption or repurchase, failure to deliver cash, shares of common stock, or other property upon conversion and other specified events of default. In addition, on June 15, 2011, June 15, 2014, June 15, 2019, June 15, 2024 and June 15, 2029, or following specified fundamental changes, holders of the debentures may require us to repurchase their debentures for cash. On December 14, 2004, we irrevocably elected to settle with cash 100% of the principal amount of the debentures upon conversion thereof, and holders of the debentures may convert them if our stock price exceeds $50 per share for at least 20 out of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter. Because the closing price of our common stock did not equal or exceed the $50 per share contingent conversion trigger price for 20 out of 30 consecutive trading days ending on September 2, 2005, holders of the debentures are not able to exercise their right to convert the bonds during our fourth fiscal quarter ended November 26, 2005. However, this test is repeated each fiscal quarter and has been met previously. On June 20, 2005, we amended our loan agreement with our bank to increase the existing line of credit from $40 million to $90 million to mitigate the potential liquidity risk, and to provide funding if required, in the event of

conversion by the debenture holders. We intend to use the amounts available under our bank line of credit, in the event debenture holders exercise their rights to convert. The degree to which we are leveraged could adversely affect our ability to obtain further financing for working capital, acquisitions or other purposes and could make us more vulnerable to industry downturns and competitive pressures.

Our clients may be unable to pay us for our services

Our clients include some companies that may from time to time encounter financial difficulties. If a client's financial difficulties become severe, the client may be unwilling or unable to pay our invoices in the ordinary course of business, which could adversely affect collections of both our accounts receivable and unbilled services. On occasion, some of our clients have entered bankruptcy, which has prevented us from collecting amounts owed to us. The bankruptcy of a client with a substantial account receivable could adversely affect our financial condition and results of operations. A small number of clients who have paid sizable invoices later declared bankruptcy, and a court determination that we were not properly entitled to that payment may require repayment of some or all of the amount we received, which could adversely affect our financial condition and results of operations.

Fluctuations in our quarterly revenues and results of operations could depress the market price of our common stock

We may experience significant fluctuations in our revenues and results of operations from one quarter to the next. If our revenues or net income in a quarter or our guidance for future periods fall below the expectations of securities analysts or investors, the market price of our common stock could fall significantly. Our results of operations in any quarter can fluctuate for many reasons, including:

- the number of weeks in our fiscal quarter;
- the number, scope, and timing of ongoing client engagements;
- the extent to which we can reassign our employee consultants efficiently from one engagement to the next;
- the extent to which our employee consultants take holiday, vacation, and sick time;
- employee hiring;
- the extent of fees discounting or cost overruns;
- fluctuations in revenues and results of operations of our software subsidiary, NeuCo;
- severe weather conditions and other factors affecting employee productivity; and
- collectibility of receivables and unbilled work in process.

Because we generate the majority of our revenues from consulting services that we provide on an hourly fee basis, our revenues in any period are directly related to the number of our employee consultants, their billing rates, and the number of billable hours they work in that period. We have a limited ability to increase any of these factors in the short term. Accordingly, if we underutilize our consultants during one part of a fiscal period, we may be unable to compensate by augmenting revenues during another part of that period. In addition, we are occasionally unable to utilize fully any additional consultants that we hire, particularly in the quarter in which we hire them. Moreover, a significant majority of our operating expenses, primarily office rent and salaries, are fixed in the short term. As a result, if our revenues fail to meet our projections in any quarter, that could have a disproportionate adverse effect on our net income. For these reasons, we believe our historical results of operations are not necessarily indicative of our future performance.

Potential conflicts of interests may preclude us from accepting some engagements

We provide our services primarily in connection with significant or complex transactions, disputes, or other matters that are usually adversarial or that involve sensitive client information. Our engagement by a client may preclude us from accepting engagements with the client's competitors or adversaries because of conflicts between their business interests or positions on disputed issues or other reasons. Accordingly, the nature of our business limits the number of both potential clients and potential engagements. Our recent acquisitions of ECL, Lee & Allen, NECG, TCA, and InteCap have significantly expanded our client base, which may increase the frequency with which we encounter conflicts of interest. Moreover, in many industries in which we provide consulting services, such as in the telecommunications industry, there has been a continuing trend toward business consolidations and strategic alliances. These consolidations and alliances reduce the number of potential clients for our services and increase the chances that we will be unable to continue some of our ongoing engagements or accept new engagements as a result of conflicts of interests.

Maintaining our professional reputation is crucial to our future success

Our ability to secure new engagements and hire qualified consultants as employees depends heavily on our overall reputation as well as the individual reputations of our employee consultants and principal non-employee experts. Because we obtain a majority of our new engagements from existing clients or from referrals by those clients, any client that is dissatisfied with our performance on a single matter could seriously impair our ability to secure new engagements. Given the frequently high-profile nature of the matters on which we work, any factor that diminishes our reputation or the reputations of any of our employee consultants or non-employee experts could make it substantially more difficult for us to compete successfully for both new engagements and qualified consultants.

Competition from other economic and business consulting firms could hurt our business

The market for economic and business consulting services is intensely competitive, highly fragmented, and subject to rapid change. We may be unable to compete successfully with our existing competitors or with any new competitors. In general, there are few barriers to entry into our markets, and we expect to face additional competition from new entrants into the economic and business consulting industries. In the legal and regulatory consulting market, we compete primarily with other economic and financial consulting firms and individual academics. In the business consulting market, we compete primarily with other business and management consulting firms, specialized or industry-specific consulting firms, the consulting practices of large accounting firms, and the internal professional resources of existing and potential clients. Many of our competitors have national or international reputations as well as significantly greater personnel, financial, managerial, technical, and marketing resources than we do, which could enhance their ability to respond more quickly to technological changes, to finance acquisitions, and to fund internal growth. Some of our competitors also have a significantly broader geographic presence than we do.

Our engagements may result in professional liability

Our services typically involve difficult analytical assignments and carry risks of professional and other liability. Many of our engagements involve matters that could have a severe impact on the client's business, cause the client to lose significant amounts of money, or prevent the client from pursuing desirable business opportunities. Accordingly, if a client is dissatisfied with our performance, the client could threaten or bring litigation in order to recover damages or to contest its obligation to pay our fees. Litigation alleging that we performed negligently or otherwise breached our obligations to the client could expose us to significant liabilities and tarnish our reputation.

We could incur substantial costs protecting our proprietary rights from infringement or defending against a claim of infringement

As a professional services organization, we rely on non-competition and non-solicitation agreements with many of our employees and non-employee experts to protect our proprietary business interests. These agreements, however, may offer us only limited protection and may not be enforceable in every jurisdiction. In addition, we may incur substantial costs trying to enforce these agreements.

Our services may involve the development of custom business processes or solutions for specific clients. In some cases, the clients retain ownership or impose restrictions on our ability to use the business processes or solutions developed from these projects. Issues relating to the ownership of business processes or solutions can be complicated, and disputes could arise that affect our ability to resell or reuse business processes or solutions we develop for clients.

In recent years, there has been significant litigation in the United States involving patents and other intellectual property rights. We could incur substantial costs in prosecuting or defending any intellectual property litigation. For example, our NeuCo subsidiary has recently been sued for patent infringement by one of its competitors. While we are contesting the complaint, we cannot be certain that we will prevail. See Part II, Item 1, Legal Proceedings, for more detail on this matter. We may be required to incur substantial costs in defending this litigation or other similar litigation in the future, which could adversely affect our operating results and financial condition.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to obtain and use information that we regard as proprietary. Litigation may be necessary in the future to enforce our proprietary rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement or invalidity. Any such resulting litigation could result in substantial costs and diversion of resources and could adversely affect our business, operating results and financial condition. Any failure by us to protect our proprietary rights could adversely affect our business, operating results and financial condition.

Our reported earnings per share may be more volatile because of the accounting standards, rules, and regulations as they relate to the dilutive effect of our convertible senior subordinated debentures

Holders of our 2.875% convertible senior subordinated debentures due 2034 may convert the debentures only under certain circumstances, including certain stock price-related conversion contingencies. Under accounting regulations effective for periods through December 15, 2004, until the contingent conversion condition was met, any shares underlying our debentures were not included in the calculation of diluted earnings per share. Under current accounting regulations, effective for periods ending after December 15, 2004, contingently convertible securities should be included in diluted earnings per share computations regardless of whether a stock price-related conversion contingency has been met. Under a proposed amendment to SFAS No. 128, in order to remain under the treasury stock method of accounting, issuers of debentures such as ours must commit, contractually and irrevocably, to settle the par value of the debentures in cash. On December 14, 2004, we elected, contractually and irrevocably, to settle the par value of our debentures with cash. As a result of our election, we must settle the conversion of the debentures, as follows: (i) $1,000 in cash per $1,000 principal amount of debentures converted; and (ii) in cash or shares of our common stock (at our further election, except for cash in lieu of fractional shares), any conversion obligation that exceeds the principal amount of the debentures converted.

We will continue to account for the debentures under the treasury stock method of accounting. The treasury stock method of accounting allows us to report dilution only when our average stock price per share for the reporting period exceeds the $40 conversion price and only to the extent of the additional shares we may be required to issue in the event our conversion obligation exceeds the principal amount of the debentures converted. For the first $1 per share that our average stock price

exceeds the $40 conversion price of the debentures, we will include approximately 55,000 additional shares in our diluted share count. For the second $1 per share that our average stock price exceeds the $40 conversion price, we will include approximately 52,000 additional shares, for a total of approximately 107,000 shares, in our diluted share count, and so on, with the additional shares' dilution falling for each $1 per share that our average stock price exceeds $40 if the stock price rises further above $40 (see table, below).

"TREASURY" METHOD OF ACCOUNTING FOR SHARE DILUTION

Conversion Price:	**$40**
Number of Underlying Shares:	**2,250,000**

Formula: Number of extra dilutive shares created
= ((Stock Price - Conversion Price)* Underlying Shares)/Stock Price

Condition: Only applies when share price exceeds $40

Stock Price	Conversion Price	Price Difference	Include in Share Count	Per $1 Share Dilution
$ 40	$ 40	$ 0	0	0
$ 41	$ 40	$ 1	54,878	54,878
$ 42	$ 40	$ 2	107,143	53,571
$ 45	$ 40	$ 5	250,000	50,000
$ 50	$ 40	$ 10	450,000	45,000
$ 55	$ 40	$ 15	613,636	40,909
$ 60	$ 40	$ 20	750,000	37,500
$ 65	$ 40	$ 25	865,385	34,615
$ 70	$ 40	$ 30	964,286	32,143
$ 75	$ 40	$ 35	1,050,000	30,000
$ 80	$ 40	$ 40	1,125,000	28,125

Accordingly, volatility in our stock price could cause volatility in our reported diluted earnings per share.

We may not be able to deduct interest on our convertible senior subordinated debentures

Due to the potential application of certain U.S. federal income tax laws, we may be unable to deduct all or a portion of the paid or accrued interest with respect to our convertible senior subordinated debentures in any given year in which the debentures remain outstanding. The extent, if any, to which these restrictions would apply is currently being evaluated based on the fiscal 2004 corporate income tax return for CRA and its subsidiaries. These restrictions are based on a number of factors, some of which are not within our control. While we currently believe that none of these restrictions applies to reduce the full amount of our deductions for fiscal 2004, we cannot assure you that this will be the case for the current or future fiscal years. If we were unable to deduct all or any portion of the paid or accrued interest with respect to the debentures, our effective tax rate would increase and our cash flow and after-tax operating results could be adversely affected.

The market price of our common stock may be volatile

The market price of our common stock has fluctuated widely and may continue to do so. For example, from September 3, 2004, to September 2, 2005, the trading price of our common stock ranged

from a high of $58.47 per share to a low of $29.92 per share. Many factors could cause the market price of our common stock to rise and fall. Some of these factors are:

- variations in our quarterly results of operations;
- the hiring or departure of key personnel or non-employee experts;
- changes in our professional reputation;
- the introduction of new services by us or our competitors;
- acquisitions or strategic alliances involving us or our competitors;
- changes in accounting principles;
- changes in estimates of our performance or recommendations by securities analysts;
- future sales of shares of common stock in the public market; and
- market conditions in the industry and the economy as a whole.

In addition, the stock market has recently experienced significant price and volume fluctuations. These fluctuations are often unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the market price of our common stock. When the market price of a company's stock drops significantly, stockholders often institute securities class action litigation against that company. Any litigation against us could cause us to incur substantial costs, divert the time and attention of our management and other resources, or otherwise harm our business.

Our charter and by-laws and Massachusetts law may deter takeovers

Our amended and restated articles of organization and amended and restated by-laws and Massachusetts law contain provisions that could have anti-takeover effects and could discourage, delay, or prevent a change in control or an acquisition that our stockholders and debenture holders may find attractive. These provisions may also discourage proxy contests and make it more difficult for our stockholders to take some corporate actions, including the election of directors. These provisions could limit the price that investors might be willing to pay for shares of our common stock.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

As of September 2, 2005, we were exposed to market risks, which include primarily changes in U.S. interest rates and foreign currency exchange rates.

We maintain a portion of our investments in financial instruments with purchased maturities of one year or less and a portion of our investments in financial instruments with purchased maturities of two years or less. These financial instruments are subject to interest rate risk and will decline in value if interest rates increase. Because these financial instruments are readily marketable, an immediate increase in interest rates would not have a material effect on our financial position.

We are subject to risk from changes in foreign exchange rates for our subsidiaries that use a foreign currency as their functional currency. We currently manage our foreign exchange exposure through frequent settling of intercompany account balances and by self-hedging our foreign dollar position. We do not currently enter into foreign exchange agreements to hedge our exposure, but we may do so in the future.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our President and Chief Executive Officer and our Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, our President and Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective to provide reasonable assurance that we record, process, summarize and report the information we must disclose in reports that we file or submit under the Securities Exchange Act of 1934, as amended, within the time periods specified in the SEC's rules and forms.

Evaluation of Changes in Internal Control over Financial Reporting

Under the supervision and with the participation of our management, including our President and Chief Executive Officer and our Chief Financial Officer, we have determined that, during the third quarter of fiscal 2005, there were no changes in our internal control over financial reporting that have affected, or are reasonably likely to affect, materially our internal control over financial reporting.

Important Considerations

The effectiveness of our disclosure controls and procedures and our internal control over financial reporting is subject to various inherent limitations, including cost limitations, judgments used in decision making, assumptions about the likelihood of future events, the soundness of our systems, the possibility of human error, and the risk of fraud. Moreover, projections of any evaluation of effectiveness of future periods are subject to the risk that controls may become inadequate because of changes in conditions and the risk that the degree of compliance with policies or procedures may deteriorate over time. Because of these limitations, there can be no assurance that any system of disclosure controls and procedures or internal control over financial reporting will be successful in preventing all errors or fraud or in making all material information known in a timely manner to the appropriate levels of management.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

On March 15, 2005, Pegasus Technologies, Inc. filed a complaint against our subsidiary NeuCo, Inc. in the United States District Court for the Northern District of Ohio alleging patent infringement. The complaint was subsequently amended on May 10, 2005 to specify particular patents at issue. The complaint seeks, among other remedies, preliminary and permanent injunctions, and damages. We have been informed that NeuCo intends to contest the amended complaint vigorously.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

As reported in our previous quarterly report, on June 16, 2005, we issued an aggregate of $3.8 million in loan notes to the former shareholders of Economics of Competition & Litigation Limited ("ECL") as part of the consideration paid by us to acquire ECL. The loan notes were exchangeable for an aggregate of 70,533 shares of our common stock. In issuing the loan notes, we relied on the exemption from registration afforded by Section 4(2) of the Securities Act of 1933, as amended, for transactions by an issuer not involving any public offering. On July 18, 2005, we issued 70,533 shares of our common stock upon the conversion of the loan notes. In issuing these shares, we relied on the exemption from registration afforded by Section 4(2) of the Securities Act of 1933, as amended, for transactions by an issuer not involving any public offering.

ITEM 6. Exhibits

Item No.	Description
10.1	Second Amendment to Loan Agreement, dated as of June 20, 2005, by and between CRA International, Inc. and Citizens Bank of Massachusetts (included as Exhibit 10.1 to our current report on Form 8-K filed on June 24, 2005 and incorporated by reference herein).
10.2	Second Amendment to Revolving Note, dated as of June 20, 2005, by and between CRA International, Inc. and Citizens Bank of Massachusetts (included as Exhibit 10.2 to our current report on Form 8-K filed on June 24, 2005 and incorporated by reference herein).
10.3	First Amendment to Stock Pledge Agreement, dated as of June 20, 2005, by and between CRA International, Inc. and Citizens Bank of Massachusetts (included as Exhibit 10.3 to our current report on Form 8-K filed on June 24, 2005 and incorporated by reference herein).
10.4	Underwriting Agreement, dated as of June 23, 2005, by and among CRA International, Inc., certain stockholders and option-holders of CRA International, Inc., J.P. Morgan Securities Inc., William Blair & Company, L.L.C., Piper Jaffray & Co., and Adams Harkness, Inc. (included as Exhibit 10.4 to our current report on Form 8-K filed on June 24, 2005 and incorporated by reference herein).
10.5	Second Amendment to Stock Restriction Agreement dated as of June 10, 2005 among CRA International, Inc. and certain holders of pre-IPO stock (included as Exhibit 99.1 to our current report on Form 8-K filed on June 16, 2005 and incorporated by reference herein).
31.1	Rule 13a-14(a)/15d-14(a) certification of principal executive officer
31.2	Rule 13a-14(a)/15d-14(a) certification of principal financial officer
32.1	Section 1350 certification

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.

CRA INTERNATIONAL, INC.

Date: October 12, 2005

By: /s/ JAMES C. BURROWS

James C. Burrows
President, Chief Executive Officer

Date: October 12, 2005

By: /s/ WAYNE D. MACKIE

Wayne D. Mackie
Vice President, Treasurer,
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT INDEX

Item No.	Description
10.1	Second Amendment to Loan Agreement, dated as of June 20, 2005, by and between CRA International, Inc. and Citizens Bank of Massachusetts (included as Exhibit 10.1 to our current report on Form 8-K filed on June 24, 2005 and incorporated by reference herein).
10.2	Second Amendment to Revolving Note, dated as of June 20, 2005, by and between CRA International, Inc. and Citizens Bank of Massachusetts (included as Exhibit 10.2 to our current report on Form 8-K filed on June 24, 2005 and incorporated by reference herein).
10.3	First Amendment to Stock Pledge Agreement, dated as of June 20, 2005, by and between CRA International, Inc. and Citizens Bank of Massachusetts (included as Exhibit 10.3 to our current report on Form 8-K filed on June 24, 2005 and incorporated by reference herein).
10.4	Underwriting Agreement, dated as of June 23, 2005, by and among CRA International, Inc., certain stockholders and option-holders of CRA International, Inc., J.P. Morgan Securities Inc., William Blair & Company, L.L.C., Piper Jaffray & Co., and Adams Harkness, Inc. (included as Exhibit 10.4 to our current report on Form 8-K filed on June 24, 2005 and incorporated by reference herein).
10.5	Second Amendment to Stock Restriction Agreement dated as of June 10, 2005 among CRA International, Inc. and certain holders of pre-IPO stock (included as Exhibit 99.1 to our current report on Form 8-K filed on June 16, 2005 and incorporated by reference herein).
31.1	Rule 13a-14(a)/15d-14(a) certification of principal executive officer
31.2	Rule 13a-14(a)/15d-14(a) certification of principal financial officer
32.1	Section 1350 certification

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Exhibit 31.1

CERTIFICATION

I, James C. Burrows, President and Chief Executive Officer of CRA International, Inc. certify that:

1. I have reviewed this quarterly report on Form 10-Q of CRA International, Inc.;

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 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of the financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) 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

   d) Disclosed 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; and

5. The registrant's other certifying officer 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 the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect adversely 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 control over financial reporting.

Date: October 12, 2005

By: /s/ James C. Burrows

James C. Burrows
President, Chief Executive Officer

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Exhibit 31.1

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Exhibit 31.2

CERTIFICATION

I, Wayne D. Mackie, Vice President, Treasurer and Chief Financial Officer of CRA International, Inc. certify that:

1. I have reviewed this quarterly report on Form 10-Q of CRA International, Inc.;

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 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of the financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) 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

   d) Disclosed 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; and

5. The registrant's other certifying officer 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 the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect adversely 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 control over financial reporting.

Date: October 12, 2005	By:	/s/ Wayne D. Mackie
		Wayne D. Mackie Vice President, Treasurer, and Chief Financial Officer

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Exhibit 31.2

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Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of CRA International, Inc. (the "Company") for the quarter ended September 2, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned President and Chief Executive Officer and Vice President, Treasurer, and Chief Financial Officer of the Company, certifies, to the best knowledge and belief of the signatory, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James C. Burrows

James C. Burrows
President and Chief Executive Officer
Date: October 12, 2005

/s/ Wayne D. Mackie

Wayne D. Mackie
Vice President, Treasurer,
and Chief Financial Officer
Date: October 12, 2005

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Exhibit 32.1