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Additional Information and Where To Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. The proposed merger transaction between AMR Corporation (AMR) and US Airways Group, Inc. (US Airways) will be submitted to the stockholders of US Airways for their consideration. AMR expects to file with the Securities and Exchange Commission (SEC) a registration statement on Form S-4 that will include a prospectus of AMR and a proxy statement of US Airways, and US Airways expects to file with the SEC a definitive proxy statement on Schedule 14A. AMR and US Airways also plan to file other documents with the SEC regarding the proposed transaction. INVESTORS AND SECURITY HOLDERS OF US AIRWAYS ARE URGED TO READ THE PROXY STATEMENT, PROSPECTUS AND OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of the proxy statement, prospectus and other documents containing important information about AMR and US Airways, once such documents are filed with the SEC, through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by US Airways, when and if available, can be obtained free of charge on US Airways website at www.usairways.com or by directing a written request to US Airways Group, Inc., 111 West Rio Salado Parkway, Tempe, Arizona 85281, Attention: Vice President, Legal Affairs. Copies of the documents filed with the SEC by AMR, when and if available, can be obtained free of charge on AMR s website at www.aa.com or by directing a written request to AMR Corporation, P.O. Box 619616, MD 5675, Dallas/Fort Worth International Airport, Texas 75261-9616, Attention: Investor Relations or by emailing investor.relations@aa.com.

US Airways, AMR and certain of their respective directors, executive officers and certain members of management may be deemed to be participants in the solicitation of proxies from the stockholders of US Airways in connection with the proposed transaction. Information about the directors and executive officers of US Airways is set forth in its proxy statement for its 2012 annual meeting of stockholders, which was filed with the SEC on April 27, 2012. Information about the directors and executive officers of AMR is set forth in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which was filed with the SEC on February 15, 2012. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the prospectus and proxy statement and other relevant materials when and if filed with the SEC in connection with the proposed transaction.

Cautionary Statement Regarding Forward-Looking Statements

This document includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be identified by words such as may, will, expect, intend, anticipate, believe, estimate, plan, project, should, would, continue, seek, target, guidance, outlook, forecast and other similar words. These forward-looking statements are based on and US Airways' current objectives, beliefs and expectations, and they are subject to significant risks and uncertainties that may cause actual results and financial position and timing of certain events to differ materially from the information in the forward-looking statements. The following factors, among others, could cause actual results and financial position and timing of certain events to differ materially from those described in the forward-looking statements: failure of a proposed transaction to be implemented; the challenges and costs of closing, integrating, restructuring and achieving anticipated synergies; the ability to retain key employees; and other economic, business, competitive, and/or regulatory factors affecting the businesses of US Airways and AMR generally, including those set forth in the filings of US Airways and AMR with the SEC, especially in the Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations sections of their respective annual reports on Form 10-K and quarterly reports on Form 10-Q, their current reports on Form 8-K and other SEC filings, including the registration statement, proxy statement and prospectus. Any forward-looking statements speak only as of the date hereof or as of the dates indicated in the statements. Neither AMR nor US Airways assumes any obligation to publicly update or supplement any forward-looking statement to reflect actual results, changes in assumptions or changes in other factors affecting these forward-looking statements except as required by law.

The following transcript is from an investor conference call on February 14, 2013.

AMERICAN AIRLINES

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AMERICAN AIRLINES

Moderator: Tom Horton

February 14, 2013

8:30 a.m. ET

Operator:

Good morning and welcome to the American Airlines and US Airways Merger conference call. Participating on the call this morning are Tom Horton, American Airlines Chairman, President, and CEO; Doug Parker, US Airways Chairman and CEO and members of both company leadership teams.

We will begin the call with some prepared remarks from Mr. Horton and Mr. Parker and we will then open the call for questions. At this point we do have all of your lines in a muted or listen-only mode. After the speakers remarks there will be a question-and-answer session. If you would like to ask a question at this time simply press star then the number one on your telephone keypad. To withdraw your question, press the pound key.

As a reminder today's call is being recorded and a copy of the slide presentation is available on the following Web site, www.newamericanarriving.com and on the Investor Relations section of aa.com and usairways.com. An archive of this call will be available shortly after the call has concluded.

A discussion today may contain forward-looking statements that are not limited to historical facts that reflect current objective, beliefs and expectations regarding future events. Forward-looking statements may be identified by words such as may, will, expect, contend, anticipate, believe, estimate, plan, project, should, would, continue, speak, pardon, guidance, outlook, forecast and like words.

All forward-looking statements involve significant risks and uncertainties that could cause actual results and financial position and timing of certain events to differ materially. Examples of such risks and uncertainties include without limitation one, the failure of a proposed transaction to be implemented; two, the challenges and costs of closing, integrating, restructuring and achieving anticipated synergies; three, the ability to retain key employees; and four, other economic, business, competitive, and/or regulatory factors affecting the businesses of US Airways and AMR generally. For other examples of such risks and uncertainties, please see the Risk Factors set forth in each of the companies' Form 10-K and other filings with the SEC.

At this time, I would like to introduce Mr. Tom Horton. Please go ahead sir.

Thomas Horton, CEO, American Airlines:

Thank you and Good morning everyone. Doug and I are delighted to introduce you to the new American Airlines. This merger will build on the strong foundation that the American team has put in place for the past 14 months. A transformed fleet with hundreds of new planes on the way, a stronger network with much improved revenue performance, deepened partnerships with the best international airlines in one role, the premier global alliance, a stream of new products to enhance the traveler experience and the renewal of our iconic American brand.

All with the goal of putting our customers at the center of everything we do. There has been an immense amount of work and progress and the proof is in our performance. And in the enormous value we've created. All of that has brought us to this momentous day.

We're excited to announce that our renewed American Airlines plans to join forces with US Airways to create a premier global carrier, a truly new American that can and will compete and win as a global industry leader. Simply put the new American will provide our customers with the most connected, most comfortable travel experience available bar none. And as we deliver a leading network product in customer experience our investors, our partners, our people, and our communities will reap the rewards. When we look at what's so compelling about this combination, we focus on four main things.

First our global network and especially our ability to better feed our international network. The new American will offer 6700 daily flights to almost 340 destinations in 56 countries. We will have the best hubs in network and more people will be able to get more places more easily.

Second, we will operate from a strong financial foundation with the power of American's restructuring, enhanced by more than \$1 billion in annual net synergies through this combination. Also this amount will be coming from the revenue generated by our combined network and a more flexible fleet. That coupled with our competitive cost structure will drive sustainable profitability going forward.

Our strong financial foundation in turn leads to the third key point which is that we will be able to continue to make the investments and products and services that distinguish the top tier players in today's very competitive global industry. The new American will have a modern, efficient fleet with all the comforts our customers expect. And not only that, we'll have the right aircraft in the right market at the right time to give us the flexibility we need to match schedule to demand, a big factor in profitability.

And finally with new labor agreements, we'll have an unprecedented level of clarity and certainty as we develop our labor integration plan. These four key elements together position the new American to lead globally in delivering the network products and customer service that our loyal customers deserve and expect.

As I mentioned at the outset it's taken a tremendous amount of work in a relatively short span of time to reach this important day and the possibilities that it brings. American's people and the US Airways people put our companies in a position to make this combination happen in the right way. And the AMR's Board rigorous and extensive evaluation of alternatives concluded that with our own house in order, this merger is the best path forward to make the new American even stronger.

The merger is structured as an all stock transaction with AMR creditors and shareholders owning 72 percent of the combined company and US Airways shareholders owning 28 percent. I am especially pleased that in addition to this merger providing enhanced potential for full recovery for AMR creditors we were also able to obtain the support of a sizable portion of our unsecured creditors for a plan that provides a recovery of at least a 3-1/2 percent aggregate ownership stake in the new American for our shareholders today.

The combined company will be called AMR Corporation, operate under the American Airlines name, and have its headquarters in Dallas Fort Worth with a significant corporate and operational presence in Phoenix. When the deal closes I will become Chairman of the Board and Doug will be CEO. I've known Doug as a colleague and friend for more than 25 years and as many of you know, he is a first rate leader.

He started his career at American and he understands all that we have built here. And I'm pleased to partner up with Doug as we take the new American into the future. Before I turn it over to Doug in just a moment I would like to take this opportunity to give thanks to people of American for their enormous dedication and hard work in creating the foundation on which we are building today. And now I'll turn it over to Doug. Doug?

Doug Parker, CEO, US Airways:

Thanks Tom. This is indeed a great day for our two airlines. We couldn't be more excited. And I want to start by noting that we wouldn't be here today if it wasn't for Tom and his leadership and the team in American. Tom, Tom, it's correct I did start at American long ago. I started actually sitting in a cubicle looking across to another cubicle that had Tom sitting in it. And it's nice to be sitting here today looking at Tom not in a cubicle.

So, at any rate, and this really is just, it's fantastic for all the reasons Tom stated. I'm going to walk you through the slides that were included as, that hopefully you have in front of you. If you don't we'll make it so you don't have to have it in front of you. But if you do we're now on slide number six, and which is labeled global network carrier. As most of you listening know I've been along proponent of industry consolidation.

I think this is the last major piece to fully rationalize the industry enabling airlines to be intensely competitive but also sustainably profitable and as you see on this chart, what happens is a, a very competitive set of three carriers between the new American being the largest, but very similarly sized United and Delta that results in a competitive global network carriers. On page seven, what you see is this the world-class global network that Tom referenced.

This airline combined is extremely complimentary first here on the global side you'll see the new airline will fly to some 118 destinations with over 250 routes. The fantastic Latin American network at American complimented by US Airways Caribbean and Mexico destinations, the outstanding business network to Europe that American has complimented by US Airways network that actually almost doubles the number of destinations serving Europe.

I would also note as you look at this, there's not one of those routes that overlaps with each other, of, of the nearly 200, the over 250 routes on, on that slide. We're moving next to page eight, you see this highly complementary (desk) domestic network, the blue lines being US Airways, the red being American.

See the US Airways network with most of it's intensity up and down the east coast, filling in an area where American wasn't particularly strong, where American is extremely strong flying a lot of east to west over Chicago and Dallas and in and out of Miami and New York and L.A. which we complement well. Also worth noting as you look at this slide the, there're only 12 routes that we share. So between the prior slide and this slide you have over 900 routes the two airlines serve, only 12 of them which are shared routes.

And you see most of those are hub-to-hub type flying which of course we share, so this is an extremely complementary merger putting together two networks that are highly complementary. On page nine you begin to see what this means in terms of the value of putting together these two networks and what it can mean in terms of cities served and for customers, the cities they can now serve.

There are 130 cities served by American but not by US Airways so once we merge these companies US Airways customers can now fly to 130 cities they couldn't fly to before. Similarly there are 62 cities served by US Airways, not by American. So by the same token American passengers who couldn't, who couldn't get to those cities on American now will be able to get there on, will be able to get to those cities on American.

Page 10 talks about how important this is to one, Oneworld, Oneworld in particular that's shown on the left is extremely strong alliance in terms of it's ability to serve the largest worldwide premium destinations and on the right what you see is how with US Airways becoming part of American and therefore leaving, leaving Star how the balance of power shifts there.

This isn't necessarily the best way to show the balance of power as the chart on the left shows Oneworld while smaller serves the most important markets. But now Oneworld will be similarly sized as SkyTeam and Star as well. So it makes Oneworld that much stronger.

On page 11 talking about the significant benefits for fliers, some of the product enhancements that Tom and his team have been working on and have been talked about, what this means is all these enhancements will, will be done but now on a larger airline as we take the US Airways system and move it up to American's product enhancements.

On page 12, what I, what I found to be a phenomenal number anyway the combined network will have over 100 million frequent flier members the largest by far, 100 million of customer preferred frequent fliers in a loyalty program that clearly is a huge asset that we can use to our advantage and particularly we expect that number to grow as more and more people now can fly on the combined network. That's what they're doing in between the two of them.

Tom mentioned as is shown on page 13 the benefits of the, the fleet modernization work that American has done as well as a lot of the work that US Airways has done results in what will be one of the most modern efficient fleets in the industry. It'll also be what is certain to be the largest fleet in the industry with, when you add the regional fleet over 1,500 aircraft. So that's a huge benefit. On page 14 we'll begin, we started to talk about what I personally am, as, as more happy about than anything, was what this means for the employees of both companies.

Tom, thanks the people of American and I want to thank the people of US Airways. They've, they've done phenomenal work getting us to this point and the reality is now with this merger we can build, we can do more for our employees than we could as standalone companies. Certainly that's true for US Airways.

It allows us to finally get our employees into an airline with the breadth and the scale that they, that gives them better job security, allows us to broaden a path to higher compensation, we're happy to have the support of so many of our employees and labor leaders. It's a great day for all of them and for all us and we couldn't be happier about it. Page 15 just gives you some quotes from labor leaders on both sides, expressing how happy they are about this transaction.

That's something you don't generally see on the date of announcement of our merger but we're happy to have that support for today. Page 16 talks about the synergies we expect. This is, these are 2015 numbers but what you see are network synergies of around \$900 million, some cost synergies of \$550 million offset by a cost dis-synergy what with labor harmonization that is the, the increase in compensation that I talked about for employees is a, is a negative \$400 million.

The result is over \$1 billion in annual synergies. We expect those to be, the cost of obtaining those is a onetime cost of \$1.2 billion that'll be spread over three years. And we can talk more about all those numbers if you'd like as we get to questions. Page 17 shows that how those compare to other mergers that have been announced in the past. We believe those, these numbers to be achievable. They look conservative versus other airlines.

We hope that to be the case and that we can do even better than this and we're highly confident that we can indeed achieve the billion dollars per year and we are that confidence is enhanced by looking at what other airlines have done. So, what is it, when can we get this done? Page 18 we start to talk about the roadmap to completion. The bottom line to this is we believe we have a target closing, an emergence in the third quarter of 2013, the long pole in the tent is antitrust approval.

We jointly filed for HSR, filed, did our HSR filing on January 31st. So that work has already begun. Based on what we've seen with other airlines, based on what we know about how complimentary these networks, we don't expect any issues with regulatory authorities but they certainly need to do their work and we appreciate them and look forward to working with them. And that will take some time.

We expect that again will be completed in a, at a schedule that allow us to have this closed and merging and AMR merging from bankruptcy in the third quarter of 2013.

So then finally on page 19, just to summarize where Tom started this, this we think is one of the transactions that is great for everyone. It's great for the shareholders of US Airways. It's great for the creditors and now the equity as Tom noted of AMR which is phenomenal. It's great for the employees of both companies which couldn't make us happier. It's good for our customers because you now have a network to fly across that is stronger and more competitive with other global carriers. And it's good for all communities we serve because the networks are so complimentary. We plan to continue service to all those communities and the people that live there will have more access to more cities over the combined networks.

So that concludes our comments. Tom, anything else?

Thomas Horton, CEO, American Airlines:

No, it just took you longer to say what I said.

Doug Parker, CEO, US Airways:

Well, we'll open it for questions. Thank you. Operator?

Operator:

Thank you. At this time if you would like to ask a question, press star then the number one on your telephone keypad. In the interest of time, we do ask that you limit yourself to one initial and one follow up question.

Your first question comes from Mike Linenberg of Duetsche Bank.

Michael Linenberg, Analyst, Duetsche Bank:

Good morning and Congratulations.

Doug Parker, CEO, US Airways:

Mike, thank you.

Thomas Horton, CEO, American Airlines:

Hey Mike.

Michael Linenberg, Analyst, Duetsche Bank:

Hey. So two questions here, one is you know Tom you've done a great job working through the bankruptcy, the Chapter 11 process and it feels like you know you can, you can see the finish line. We're still I guess a few months away since the deal, as you indicated, is not going to close until the third quarter, are there additional things that you jointly with US Airways can do that you know may result in I don't know additional savings or upside or are we 99.9 percent there.

Thomas Horton, CEO, American Airlines:

Well, I think as you know Mike, and thanks for the comments. It's been you know it's been a pretty powerful restructuring and indeed our cost structure is competitive and our balance sheet is strong and the company is returning to strong profitability. So that's good.

We will continue to see the benefits of the restructuring ramp up in 2013. You'll see that in the first and second quarters in a very meaningful way.

Michael Linenberg, Analyst, Duetsche Bank:

Yes.

Thomas Horton, CEO, American Airlines:

And you know as we, as Doug and I kick off the transition planning here, obviously we're going to look for any thing we can do to be creative in view of what the new company is going to be. Of course you know we work within the confines of the antitrust rules and you know we will continue to operate our companies as separate companies until closing, but you know we'll be very thoughtful about things like facilities and supplier contracts and things that you know will have bearing on the combined company.

Michael Linenberg, Analyst, Duetsche Bank:

OK. Very good and then just my question, you mentioned about you know you're obviously going to have to operate per the antitrust rules on one hand. On the other hand, my sense is that there are things that you can do as two separate companies, you can still probably sit down and talk about things maybe like you know maintenance plans and/or IT or maybe even begin to engage in code sharing. Is that something that you could start now or just because I know code sharing does involve a DOT process? It may be something that's just better you know something that would be better to implement when you formally merge in the third quarter.

Thomas Horton, CEO, American Airlines:

Yes. I think as to code sharing that's something you know that we'll start at the time we you know close the deal. In the interim though you know we'll put together transition teams on both companies with an integration leader and you know we'll have leads in each of the functional areas. We'll start thinking about and planning you know how we want the company to look and operate you know on day one.

So we'll be doing a little that planning work and we'll be looking to create efficiencies and better processes everywhere we can.

Michael Linenberg, Analyst, Duetsche Bank:

OK. Well very exciting. It's great.

Thomas Horton, CEO, American Airlines:

Thank you Mike.

Doug Parker, CEO, US Airways:

Thanks Mike.

Operator:

Thank you. Your next question comes from Jamie Baker of JP Morgan.

Doug Parker, CEO, US Airways:

Hello Jamie.

Jamie Baker, Analyst, JP Morgan:

Hey. Good morning, gentlemen. How are you?

Thomas Horton, CEO, American Airlines:

Hey Jamie.

Jamie Baker, Analyst, JP Morgan:

You know its good that labor is on board and that you both have you know Saber backbones. I guess I m a little surprised in the timing of realizing all of your synergies. I wonder, I m not sure you re going to answer, if you know if you re just playing it safe given sort of the integration mayhem that occurred at UA-CL last year. Or are there other areas of the integration besides IT and labor where you think that yours may simply prove more complex.

Doug Parker, CEO, US Airways:

That s not the case where there s any others that we think is more complex than either has had to go through? So again we, we like to go set objectives and targets and do our best to exceed them. So we re hopeful that is the case here but this is what we believe, do the work of both of our teams is certainly achievable. And we re planning to get there.

Now there is nothing here Jamie that is different or going to be harder. Indeed with labor behind us I think most of this gets much easier. So we should be able to get, we should be able to get this done sooner rather than later versus some of our competitors. So anyway, I think that s the answer.

I should also note it hasn t been noted, Tom and I are sitting here in Dallas with a number of other people. There is another team on the line who is in New York which includes Verasb, Bella, and Doug from Tom s team. And Scott Kirby and Derek from our team. So anyway, Scott or Verasb you want to chime on that?

Scott Kirby, President, US Airways:

I thank you guys. The fact that we have labor on board you know means we ll have a 100,000 people working together on the integration and will make it go much smoother and we ve learned a lot of lessons from the past as you know having gone through integrations on both sides that should make our integration process smoother than it s been historically for each of us and some of our competitors.

Jamie Baker, Analyst, JP Morgan:

OK. That s helpful.

Doug Parker, CEO, US Airways:

But they re in New York by the way because there is an investor luncheon that s happening later that some of you will probably be and it s also going to be Webcasted.

Jamie Baker, Analyst, JP Morgan:

Right. And maybe this come up at the luncheon but since Scott has dialed in here, you know obviously this deal you know unlike you know prior deals that we've seen in the industry. This deal doesn't appear to be done or getting done on the basis of capacity, rationalization, dehubbing and all of that. So yes, I fully expect that aggregate capacity is unchanged but there is still room presumably for some hub rebalancing. Not dehubbing but rebalancing. Would you be able to speak for example the relationship between JFK and Philadelphia? Just relative to ASM size today how that might look in 2015. How Phoenix sandwiched between LA and DFW how that may be rebalanced?

Thomas Horton, American Airlines CEO:

Well what, Jamie I'll take a maybe a cut at that and let Doug and Scott chime in. You know obviously we're, we're not at a point where we can talk about network rationalization because you know we don't yet have the approvals to do so. But our plan is to maintain all hubs currently served by both companies. And, but we'll, you know we recognize that you know as market conditions change here, we're going to need to be really smart and thoughtful about making network decisions that create the highest returns for our owners.

And so that's what we'll go do. That'll be our guiding principal here and so you know there will be some changes but it's going to be built on the notion that we're going to retain and build our existing hubs.

Jamie Baker, Analyst, JP Morgan:

Excellent. Thanks a lot you guys. We're very enthused about this. Take care.

Thomas Horton, American Airlines CEO:

Thanks Jamie.

Doug Parker, US Airways CEO:

Thanks Jamie. So are we.

Thomas Horton, American Airlines CEO:

That's it see you guys. Operator?

Hunter Key, Analyst, Wolfe Trahan:

Oh no.

Thomas Horton, American Airlines CEO:

You never want to hear oh no.

Who said oh no? Hunter Key are you on?

Hunter Key, Analyst, Wolfe Trahan:

Is this me? That was me said oh no.

Good I'm glad I didn't say anything else I was on air. So that's helpful. Wow

Thomas Horton, American Airlines CEO:

Jamie, you're still on.

Hunter Key, Analyst, Wolfe Trahan:

Wow, oh that was a close on. OK, hey this is Hunter. Can you guys hear me?

Doug Parker, US Airways CEO:

Oh, hi Hunter. OK, yes. Hey, Hunter.

Hunter Keay, Analyst, Wolfe Trahan:

All right, good stuff. Your next question comes from Hunter Keay with Wolfe Trahan. Let's talk about, let's talk about the fleet a little bit, not just necessarily the order book with the existing fleet, is the Section 11-10 process actually over officially? Can it be you know restarted in terms of, of addressing the aircraft that you have obviously flying for you right now? Doug, are you able to provide any input in that process to as it pertains to the, you know still obviously falling under the bankruptcy umbrella?

And I guess the bigger question is, is it possible for you guys to take delivery of all the planes you have on order, still keep capacity growth under say 1-2 percent on a consolidated basis and generate positive free cash flow next year?

Doug Parker, US Airways CEO:

You asked a lot of questions there Hunter.

Hunter Keay, Analyst, Wolfe Trahan:

I know, (squeezing them in).

Doug Parker, US Airways CEO:

Well look, I can answer the last one. I'll let Tom answer the Section 11-10 process which is the, the existing aircraft order between the two companies we like and can remain in place as is, deliveries as scheduled and still have the kind of growth rates that we think are the right growth rates for the combined carrier which are modest. And that happens because there's, there's so many, there's so much replacement opportunities between the two air, between the two airlines.

Hunter Keay, Analyst, Wolfe Trahan:

Yes.

Thomas Horton, American Airlines CEO:

Yes, and I'll take the other part of the question. You know the Section 11-10 process is complete. And of course we've affirmed the aircraft contracts but because we have you know we have a lot of new airplanes coming but we also have a lot of older airplanes come off of lease, we have tremendous flexibility in the new fleet, the combined fleet to dial up or down capacity.

So, I think it's going to be, I think it's going to provide for, for the right sort of flexibility to match, match supply and demand and create returns of our owners since that's what this is all about.

Hunter Keay, Analyst, Wolfe Trahan:

OK, thanks a lot and follow-up question on the, on the reservation system cutover, curious how you guys plan on attacking this and what you learned potentially from the Delta-Northwest situation, the United-Continental situation, and are you guys going to be using any of this third, any of the same say third party vendors to help with that process? And could we get a timeline of what your expectations are too? And thanks for all the time.

Doug Parker, US Airways CEO:

Sure, thanks Hunter. A little early for all that again we're just announcing the merger today. We have a lot of work to do on transition planning and then having done that not until we close do we actually start working on implementation of integration.

But what I, what I think, well know I can tell you is what we learned at the America West US Airways and while this could vary by system in general, what I, what I know we learned is that its, it's much easier to take the larger airline systems and put those in place at the smaller airline than it is to try and do it the other way around. And we did some of that in the America

West US Airways.

So I think the ingoing premise would be that you'd see most of the American airline systems put in place at US Airways unless there's a really compelling reason not to do that. Now there may be compelling reasons. And we may, we may find those as we go forward. But like I say, if you're, if you're trying to guess, I would guess that you'd see American airline systems put in

place at, at US Airways.

And, but we've got a lot of work to do to see if there are compelling reasons. There may be on res I just don't know yet.

Hunter Keay, Analyst, Wolfe Trahan:

OK, great thanks. I'll mute my line.

Doug Parker, US Airways CEO:

Thanks. All right, thanks so much Hunter. We're going to have to call on them because she's gone.

Thomas Horton, American Airlines CEO:

Kevin Crissey.

Doug Parker, US Airways CEO:

Kevin, are you on?

Kevin Crissey, Analyst, UBS:

Yes, I am, thanks.

Doug Parker, US Airways CEO:

OK, thanks.

Kevin Crissey, Analyst, UBS:

So, could you, going back to the aircraft deliveries, I think the press release said 600. That was 600 over what timeframe?

Scott Kirby, President, US Airways:

Oh, it runs out really to balance this decade.

Kevin Crissey, Analyst, UBS:

I mean so if it's, if it's 10 years, I think Tom like years ago and I think it was in discussions of the MD80 replacements and stuff back in the day it was, you thought that you could handle about three airplanes a month or something like 36 airplanes a year I thought was what you thought you

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could comfortably handle. So, now we're talking about 60 airplanes a year if I just divide it by 10 at the same time that the two companies are merging. Why is, why is this OK?

Thomas Horton, American Airlines CEO:

Well I hope it's OK because that's what we're doing.

Kevin Crissey, Analyst, UBS:

Well, me too.

Thomas Horton, American Airlines CEO:

No, we're taking about five a month this year and we'll do the same approximately next year. And it's really a you know a very dramatic transformation of our fleet which is going to reduce your you know, reduce our fuel cost or maintenance cost and create a much, much improved product for our customers. So we're excited about it. We took about 30 airplanes last year so it's, it, the transformation of the American fleet is happening very, very quickly. In fact we now have more 737 800s than MD80s. And our customers are, are taking notice.

So yes, we can, we can handle it Kevin. And you know we're in the midst of it right now. We're introducing the 777 300ER into our fleet. In fact I'm here at the VFW Admirals Club looking out at it right now. It's a beautiful new airplane and that's going to be really the flagship of our fleet. But we've got the plans in place to accommodate the, the new airplanes this year.

Kevin Crissey, Analyst, UBS:

OK, thanks and I think one of the other just one other separate question, is there any plan that's part of the synergies given the bankruptcy and stuff? I know there was some division as to whether it was possible but is there any credit card combined deal as part of the, the net synergies?

Thomas Horton, American Airlines CEO:

Well that's something we're going to have to evaluate. That's one of the, the big, the big decisions to work through going forward.

Kevin Crissey, Analyst, UBS:

OK, thanks and all useable.

Doug Parker, CEO, US Airways:

Thank you, Kevin.

Doug Parker, CEO, US Airways:

John?

Hunter Keay, Analyst, Wolfe Trahan:

OK, great thanks. I'll mute my line.

Doug Parker, US Airways CEO:

Thanks. All right, thanks so much Hunter. We're going to have to call on them because she's gone.

Thomas Horton, American Airlines CEO:

Kevin Crissey.

Doug Parker, US Airways CEO:

Kevin, are you on?

Kevin Crissey, Analyst, UBS:

Yes, I am, thanks.

Doug Parker, US Airways CEO:

OK, thanks.

Kevin Crissey, Analyst, UBS:

So, could you, going back to the aircraft deliveries, I think the press release said 600. That was 600 over what timeframe?

Scott Kirby, President, US Airways:

Oh, it runs out really to balance (in the next space).

Kevin Crissey, Analyst, UBS:

I mean so if it's, if it's 10 years, I think Tom like years ago and I think it was in discussions of the MD80 replacements and stuff back in the day it was, you thought that you could handle about three airplanes a month or something like 36 airplanes a year I thought was what you thought you could comfortably handle. So, now we're talking about 60 airplanes a year if I just divide it by 10 at the same time that the two companies are merging. Why is, why is this OK?

Thomas Horton, American Airlines CEO:

Well I hope it's OK because that's what we're doing.

Kevin Crissey, Analyst, UBS:

Well, me too.

Thomas Horton, American Airlines CEO:

No, we're taking about five a month this year and we'll do the same approximately next year.

And it's really a you know a very dramatic transformation of our fleet, which is going to reduce our, you know, reduce our fuel cost our maintenance cost and create a much, much improved product for our customers. So we're excited about it. We took about 30 airplanes last year so it's, it, the transformation of the American fleet is happening very, very quickly. In fact we now have more 737 800s than MD80s. And our customers are, are taking note.

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Thomas Horton, American Airlines CEO:

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Kevin Crissey, Analyst, UBS:

OK, thanks and I'll mute as well.

Doug Parker, CEO, US Airways:

Thank you, Kevin.

Doug Parker, CEO, US Airways:

John?

John Strong, Analyst, Forecast International:

Hey, hey guys. Thanks for taking my question here. Just two, could you elaborate on some of the I guess big buckets that are driving the revenue synergies and cost synergies, if there is anything that sort of has outside contribution and to clarify the last question from Kevin, just to be clear, there is no credit card agreement in that revenue synergy number. I just want to clarify that as well.

Thomas Horton, CEO, American Airlines:

That is correct. Scott, tell me if I'm wrong.

Scott Kirby, President, US Airways:

Yes. There are no synergies assumed in the revenue numbers from the credit card deal. Obviously that's something that we'll go work on and see if there is additional opportunities going forward.

Thomas Horton, CEO, American Airlines:

Right. While you're talking why don't you answer the rest of John's question?

Scott Kirby, President, US Airways:

Sure. The revenue synergies broadly are kind of from three big categories. One is about network connectivity. You put two networks together and you can just connect more customers on flight between Charlotte and Chicago. We can now connect customers on both ends. Second is fleet optimization. This was I think the largest revenue synergy with Delta Northwest as an example but it's putting the right size airplane on the right route. And as you put two big route networks together you have opportunity to move airplanes around and put large airplanes on high load factor out and vice versa. That's another several hundred million dollar synergy.

Then finally it is winning back and winning corporate share. Delta and United with global comprehensive network have been able to win share from both American and US Airways on a stand-alone basis simple because the networks are more comprehensive in being able to win back our fair share is the third large bucket of revenue synergy. And that adds up in total to the \$900 million you've seen in the press release.

John Strong, Analyst, Forecast International:

Great. Thanks. That's very helpful. And I know guys all of you have analyzed a ranged of different consolidations scenarios across the industry over the years and I know it's a learning process as you sort of get your hands dirty. But I couldn't help but notice that chart where you had revenue, sorry, synergies as a percent of revenue and you're sort of low versus some of the other deals. Structurally is there anything about New American I guess their network, assets that couldn't one day generate synergies sort of over \$1 billion as you get your hands dirty and find new opportunities.

Thomas Horton, CEO, American Airlines:

Well you know we will of course look to exceed our estimates of synergies and we'll work very hard on that but you know unlike, unlike cost synergies, which are very straight forward, revenue synergies are as you know more sensitive to assumptions. And the revenue environment is pretty dynamic. So we've worked real hard to make sure our assumptions are reasonable and not too optimistic. We've seen some other deals where projections were maybe a little high and folks struggled to hit the target. So we're confident that we will achieve these targets.

John Strong, Analyst, Forecast International:

Great. Thanks a lot.

Doug Parker, CEO, US Airways:

Thank you. Alright. Glenn Engel, are you on?

Glenn Engel, Analyst, Bank of America:

Yes, I am. Thanks.

Doug Parker, CEO, US Airways:

I'm expanding my duties of operating this call.

Glenn Engel, Analyst, Bank of America:

I guess a follow up to that one you and Tom sort of touched on it. If you looked at the, the other mergers that we've seen, although they announced big synergies they're really not evident in the numbers. I can't say the margins of United, Delta or Southwest has done any better than the industry in the years following the merger. So why will your merger create added value when we really haven't seen it in any of these previous mergers?

Doug Parker, CEO, US Airways:

Let me try and Tom may follow on if he wants, but look, that's easy to say of course you can say if they're relative margins haven't improved as much versus the industry as what they had said in the synergies. Well what you don't know is what would have happened if they had not done it.

And the reality is there are some competitive responses that happen to each of us. So and my own view is again I don't know each of these and their analysis but certainly I know from ours that American/ US Airways what we know is had we not done it the combined earnings of those companies would have been lower by the \$680 million of synergies that we said we were going to have if not more.

So you can't just look at the margins of everyone else who is going through other things themselves. For example, you know bankruptcy filings and other consolidation and say well you didn't improve enough versus the industry so therefore you couldn't have gotten it. What you don't know is what would have happened had you not done it.

And having said all that, in this case, clearly there could be responses but there is not going to be any response of another merger of a large scale and I don't think you're going to see a response of someone of a large airline filing bankruptcy. So I don't think you're going to see the kind of things that have resulted in what you are describing, which is the synergies do take hold but you don't actually see in terms of relative margin improvement because others go do things as well.

Because I don't know what others do at this point. This is, you know, as has been noted, we're, it's hard to imagine another large merger beyond this one amongst U.S. carriers.

Thomas Horton, CEO, American Airlines:

But I think it's fair to say Glenn, you know it's all in the execution and we've got to get this right for our customers. If we don't do that, then you know the revenue synergies don't exist. And you know, Doug and I are going to be very focused on making sure we put together a team here is that is the best of the best and goes out and executes this thing in an extraordinarily strong fashion.

Glenn Engel, Analyst, Bank of America:

And as a follow up, could you go through the major technology platforms and where you're different and where you're similar.

Doug Parker, CEO, US Airways:

We don't have that in front of us Glenn.

Glenn Engel, Analyst, Bank of America:

Thanks a lot.

Doug Parker, CEO, US Airways:

Thanks.

Operator:

Your next question comes from Dan McKenzie of Buckingham Research Group.

Dan McKenzie, Analyst, Buckingham Research Group:

Oh yes, hey, Good morning, guys. Thanks for the time here.

Thomas Horton, CEO, American Airlines:

Hi, Dan.

Dan McKenzie, Analyst, Buckingham Research Group:

A Valentine's Day announcement here. Nice to see a merger of love. Are the, a couple of questions here. one is just sort of housekeeping is are the mergers' synergies net of the anticipated carve outs or are you anticipating those are still dominions like you know not really a factor and then how do the synergies phase in by year. Is it, you know it appears that there could be a net dyssynergy in year one or does the ability to implement connectivity really offset that?

Thomas Horton, CEO, American Airlines:

Hey, Dan, I'll start and Doug can chime in but we don't anticipate any carve outs. You know this is a merger that is very complimentary and in fact of the 900 or so routes that we serve together, only 12 of them are direct overlaps as Doug mentioned. So we think this will, this should clear regulatory approval without any carve outs.

Doug Parker, CEO, US Airways:

Yes. Absolutely and as to timing of synergies in transition costs, Dan, what we have said is we expect the merger to be accretive in 2014. So those transition costs spread out over a three-year period. They're certainly front end loaded but they're not large enough in the first year to offset the synergy value that's created in the first year.

Dan McKenzie, Analyst, Buckingham Research Group:

Very good. Thank you. And then you know given what we've seen from other M&A you know investors are sensitive to execution and integration risks and you know, you both have done airline M&A. And I wonder if you could just you know comment you know about what you learned or about you know what the, you know biggest things to keep your eye on, you know just based on your experience to you know essentially to, to mitigate that risk?

Doug Parker, CEO, US Airways:

Yes, investors should be sensitive to that. Again in our case two things, one making sure the management teams are fully integrated, excited, and ready to go at the time you announce the merger. We will, Tom and I will work together and endeavor to do that. The great news is we both have extremely good teams. So this is not going to be a problem of, of finding the right people. It's going to be a high class problem making sure that you end up with the right mix of a couple of great teams.

So, we will do that. I'm highly confident we can accomplish that and looking forward to making sure that happens and having a team of employees that can go execute and then the second one, again I was harkened back to what I said before. The learning experience we had that we will certainly bring to this, is it is you know airlines talk a lot about when these mergers about the systems, and indeed it is about systems. But really, what really is, the real issue is the processes that those systems drive is where you can get yourselves caught.

I mean I know it, at America it was US Airways, our reservations system integration was not an issue at all. The system worked perfectly well. The problem is the reservation system drives all sorts of processes throughout the, throughout an airline. And it was harder for the large airline to learn all those new processes and caused us some issues that we probably wouldn't have had, had we gone the other way or certainly wouldn't have had on the same scales.

So I think you know I, stealing from a competitor I know from talking to people at Delta, they called it adopt and go. I think that's a good philosophy to have. It doesn't mean you do it in every case. But go adopt the larger carriers systems and processes and try to put it on the smaller carrier is easier than trying to go the other way around. And that's certainly something we learned through our experience.

Thomas Horton, CEO, American Airlines:

And I would just add a couple of thoughts to that. I think you know first and foremost it's about running a good operation, running a good airline which goes to the systems and all the things Doug talked about. But you know at American we, we focus very much on our highest value customers, you know global travelers that provide a disproportionate share of our revenue. And, and our strategy over the past couple of years has been all about building a great experience for those customers.

Doug and I have talked a lot about that and so you know our mission going forward is going to make sure that we are pushing forward with all those things and insuring that we, we only make it better for our best customers.

Dan McKenzie, Analyst, Buckingham Research Group:

Thanks much. Appreciate that.

Doug Parker, CEO, US Airways:

Thanks, Dan.

Operator:

Thank you. Your next question comes from Helene Becker of Dahlman Rose & Company.

Helene Becker, Analyst, Dahlman Rose & Co.:

Thank you very much operator. Hi guys.

Thomas Horton, CEO, American Airlines:

Hello Helene.

Helene Becker, Analyst, Dahlman Rose & Co.:

Thank you for taking the, the question. So my one question, my first question is, I know you need EU approval for this. And earlier in the week the EU rejected the Ryan Air takeover of Air Lingus even after they actually had agreements in place to divest things. And I'm just kind of wondering, you're a bigger merger, it shouldn't affect you. You should have no problem getting their approval. But are you concerned at all about it?

Thomas Horton, CEO, American Airlines:

Helene, it's Tom. We're, we're not concerned about that and in fact if you look at our, you know our transatlantic business there is really no overlap. So I think, I think this deal should be readily cleared by the EU. Doug, anything to add?

Doug Parker, CEO, US Airways:

Absolutely.

Helene Becker, Analyst, Dahlman Rose & Co.:

OK, and then my follow up question is, Doug, I know that your flight attendants are voting on their contract with the vote due to be counted I think February 28. Are you, you know do you have any comments with respect to that, you know vote and then the second, I notice the flight attendants are quoted as saying they agree you know with the merger. I notice that your IAM union said they were not going to be in favor of the merger. So I was just kind of wondering what you thought about that.

Doug Parker, CEO, US Airways:

Yes, I, well, I wouldn't characterize it that way exactly.

Helene Becker, Analyst, Dahlman Rose & Co.:

OK.

Doug Parker, CEO, US Airways:

What our advice is, both of these are related to standalone agreement. Our flight attendants are voting on a standalone agreement that is currently in ramification and I, I don't know much more than that. Our, our union leaders are out working to get it ratified and I'm hopeful this time it will get ratified. And the RIN contracts are still in negotiations and I, I believe you know what you saw from our, our RIN was a statement that said we'd like to see you guys get our contract done before you go to work on this merger.

So we'd like to see that too. We'll see if we can get that done but there's, the, the very nice thing about this merger for the US Airways employees is it allows us to do, to pay our employees better than we can as a standalone company. We, we, they all know this. We spent several years talking about it and if, if this merger weren't to happen we would've spent several more years talking about it and educating our team on the fact that we just you know the route network we had we didn't generate the same revenues.

We couldn't have the same cost structure. And that's the case for any standalone contracts we signed before we get this merger done. But once we get, once we get this merger done which I expect we will now, that they'll, all of our employees will be better off.

Helane Becker, Analyst, Dahlman Rose & Co:

OK, great. Thank you very much and congratulations.

Thomas Horton, CEO, American Airlines:

Thanks Helane.

Doug Parker, CEO, US Airways:

Thank you.

Scott Kirby, President, US Airways:

Thank you.

Operator:

Thank you. Your next question comes from Jeff Kauffman of Sterne Agee.

Jeff Kauffman, Analyst, Sterne Agee:

Hey guys, congratulations.

Doug Parker, CEO, US Airways:

Thanks Jeff.

Thomas Horton, CEO, American Airlines:

Thank you.

Jeff Kauffman, Analyst, Sterne Agee:

Thank you. Just a quick question that you kind of addressed earlier, but how are the strategic priorities in the consolidated company any different from the strategic priorities the individual companies? You talked about some of the benefits of, of the new routes in Europe, but when we look domestically you're going to have 500 plus regional aircraft. You're going to have five hubs on the East Coast of the U.S. internationally.

Kind of how does the combined entity look at the world differently than the individual companies before?

Thomas Horton, CEO, American Airlines:

Well I'll start and I'll let Doug chime in. I think it's, it's about capitalizing on our new position as the leading world-class global airline. And with our stronger more powerful network I think that'll allow us to leverage that and, and win more business. And that's what the revenue synergies are reflecting.

Jeff Kauffman, Analyst, Sterne Agee:

Yes, all right, well listen, thank you very much and congratulations to both.

Doug Parker, CEO, US Airways:

Thanks Jeff.

Thomas Horton, CEO, American Airlines:

Thank you Jeff.

Operator:

And once again if you would like to ask a question, press star then the number one on your telephone keypad. At this time media are invited to ask questions as well.

Your next question comes from Kevin Starke of CRT Capital.

Kevin Starke, Analyst, CRT Capital:

(Thanks), congratulations. The press release you put out this morning isn't clear on what the recovery would be to single dip creditors while it is clear that double dip creditors are going to get post-petition interest. I wondered if you could comment on that and discuss whether there's any relationship between the ultimate recovery to single dip creditors and, and the equity and what is exactly this mechanism by which the equity could receive more than 3-1/2 percent of the, of the company? Thanks.

Thomas Horton, CEO, American Airlines:

Yes, Kevin, as you can imagine, this is you know pretty complicated stuff so I'll try to keep, I'll try to keep it fairly high level as appropriate to the call. You know we've been very focus on building value with the company and you know there was talk of merger earlier in the year and we felt it was best for us to get our restructuring done and then pursue the discussions from a position of greater strength, which is what we did.

And in fact the deal was struck with the American owners owning 72 percent of the combined company. So we have also struck a deal with a group of the creditors to create a plan support agreement that would sort of provided the mechanism for how that 72 percent would be allocated among the stakeholders of AMR.

And I think what's interesting about this is that you know the unsecured creditors are you know this very much enhances their ability to be fully satisfied you know par plus accrued and as part of this deal with this group we agreed that 3-1/2 percent of the equity of the combined company would be allocated to AMR existing shareholders.

So having the unsecured creditors fully satisfied and having the equity created for the existing equity holders is as you know really quite extraordinary. And the way the deal is structured is that and it's fairly complicated but the punch line is that once the unsecured creditors are fully satisfied par plus accrued any incremental value that gets created over a certain period goes to the equity holders over and above that 3-1/2 percent I talked about a minute ago.

So it's really quite an interesting construct and I think has the potential to be quite a good deal for of course our creditors but also our existing shareholders, which is very unusual.

Kevin Starke, Analyst, CRT Capital:

Does your, does the bondholder group own some of the single dip

Doug Parker, CEO, US Airways:

They do.

Kevin Starke, Analyst, CRT Capital:

OK, thank you.

Doug Parker, CEO, US Airways:

Thank you.

Operator:

Your next question comes from John Godyn of Morgan Stanley.

John Godyn, Analyst, Morgan Stanley:

Hey, hey guys. I just had a follow up. Scott you mentioned one of the buckets of revenue synergies with this winning back corporate share. So you know if I think about that it sounds like the net synergy to the industry that's accruing as a result of this deal is actually less than whatever synergies US Airways and American specifically are able to achieve. Or are there offsetting incremental synergies for the industry that might not be included in that simple math I just suggested.

Scott Kirby, President, US Airways:

Our own synergies are just about what's going to happen for American Airlines you know not about what's going to happen for our competitors and at least some of us, not all of us, but some of the synergies are increasing our share by having a global comprehensive network that can out compete and win against United, Delta, Southwest and everyone else that we compete with.

John Godyn, Analyst, Morgan Stanley:

Got it but I guess that's a fixed pie or do you expect that pie to go up. I mean you're taking that share out of effectively United and Delta's synergies today.

Scott Kirby, President, US Airways:

Yes. Well we're not commenting on what the size of the pie you as analysts do a lot better job of forecasting what GDP growth, how big the pie will be. But our, those synergy numbers do include some redistribution of the pie to American Airlines.

Ross M. Darrow, American Airlines:

John, this is Ross. The only other I would add is when you think about this you should think about it on a more global basis in between the alliances including Oneworld. So there is a lot of opportunity as Oneworld gets bigger and stronger with this acquisition. There is a lot of opportunity for shifting share from the other alliances and high value customers internationally to our joint businesses.

John Godyn, Analyst, Morgan Stanley:

OK, that's, that's very helpful, those, that might be an offsetting positive. Thanks.

Operator:

Thank you. Your next question comes from Aaron Karp of Air Transport World.

Thomas Horton, CEO, American Airlines:

Hello, Aaron.

Aaron Karp, Editor, Air Transport World:

Yes. Hello. Could you go into how long the discussions have been ongoing in terms of, you said Mr. Horton you wanted to get American bankruptcy in place. The reorganization in place first. How long has the actual merger discussions been ongoing. And how difficult was it to move away from the original plan of emerging as an independent entity?

Thomas Horton, CEO, American Airlines:

Well, I can tell you that and Doug knows this as well having spent time at American, American has been looking at US Air for about 20 years now. So it goes back quite a long way but you know Doug and I had a conversation you know back in the summer of 11 but as it became increasingly clear that American was going to need to go pursue a restructuring and get it's own house in order you know we set that to the side.

And, but it was clear that you know US Airways had a strong view about this. And we also believed there was value in a merger but we felt very strongly that it was important that we get our own house in order and get our costs competitive and our balance sheet sorted out. And once we got to that point which we did you know later in the year, we really ramped up our dialogue with US Airways. And indeed we signed a nondisclosure agreement with them back in the middle of the year.

So our teams have been working together diligently to evaluate the benefits of the merger and we've also been working hard to create the right labor contracts and labor construct to facilitate the merger. And once we got all that squared away, it become clear this was really the right deal and the right time and in fact American could you know could do it on terms that were sensible because of the, because of having gotten our restructuring out of the way.

Aaron Karp, Editor, Air Transport World:

And Mr. Parker, what did you learn from the sale that jumped to merger Delta a few years ago that applied to this one and made the outcome different?

Doug Parker, CEO, US Airways:

Well first off I just, you know that first we think was extremely helpful in getting us here today, not just because we learned from it but also it was, I think it was key in starting a series of consolidations in the industry, you know, I frankly not sure Delta and Northwest would have gotten done if we hadn't done what we did in terms of Delta.

So I don't view that as failure. I think we did what we were suppose to do and the result we're really happy with, which is consolidation in the industry started and that led us to follow on consolidation that's gotten us here today. Now as it related to American, if anything you know what we learned in that process was it was important to make sure, it, our view wasn't in the Delta transaction much like this transaction. There is so much value created by the merger and bankruptcy is suppose to be about value creation for creditors so we knew if we could just, our view was we create enough value for the creditors that that would win the day.

In Delta that wasn't the case. We got in I think too late and we also didn't have the support of the employees so in this case we had both those things and that helped persuade Tom and his team. This made a lot of sense because there was, we didn't have those issues to overcome.

Aaron Karp, Editor, Air Transport World:

Thank you.

Doug Parker, CEO, US Airways:

Thank you.

Operator:

Your final question will come from Christine Grimaldi from Aviation Week.

Christine Grimaldi, Senior Editor, Aviation Week:

Hi, how are you all doing today?

Doug Parker, CEO, US Airways:

Hi, Christine.

Thomas Horton, CEO, American Airlines:

We are great.

Christine Grimaldi, Senior Editor, Aviation Week:

Thanks for taking my call. I just wanted to ask kind of a two-parter. How long do you think the actual or how long do you expect the actual integration to take? And also when do you expect to get a single operating certificate for your transport?

Doug Parker, CEO, US Airways:

Well the single operations certificate actually, Scott tell me if I've got this wrong, but I believe in the last couple of , has gotten done within a 18 month period which is, so I would expect we should be able to do it certainly within that timeframe.

And that is, that is pretty much the longer pull, the longest pull in the term in terms of operational integration so I think it's the same answer to your first question. We would hope within 18 months after closing the merger we'd have full integration by having one certificate and certainly looking to consumers like one airline actually well before that because operational integration is not, is kind of behind the scenes. One certificate issue makes it a little harder to run your airline but the consumer, the customer doesn't see it by then so.

What the customer sees would be hopefully sooner than that. The last piece of that is always the (RIZ) migration which I don't know exactly what the time frame is but something that should be shorter than 18 months.

Christine Grimaldi, Senior Editor, Aviation Week:

All right. Thank you very much.

Doug Parker, CEO, US Airways:

Thank you.

Operator:

I would now like to turn the call over to Doug Parker for any closing remarks.

Doug Parker, CEO, US Airways:

That was me. And again, look I'll, I'll close again by saying thanks to all of you being here. This is exciting news to all of us. It's just the beginning obviously we've got a lot of work ahead of us and we're really excited about the prospects. This is, we're going to go build an airline that is great for everyone involved for our employees, for our customers, and for our investors and we couldn't be happier about it. Tom?

Thomas Horton, CEO, American Airlines:

Couldn't agree more. Thanks Doug, well said.

Doug Parker, CEO, US Airways:

Thank you all for your time. We'll be in touch.

Thomas Horton, CEO, American Airlines:

Thanks.

Operator:

Ladies and gentlemen, that concludes our American Airlines and US Airways merger conference call. Thank you very much for your participation. You may now disconnect.

END

size="2">)

Purchases of treasury stock
(103,784) (12,195)

Net cash provided by (used in) financing activities
184,114 (5,139)

Net decrease in cash and cash equivalents
(109,987) (365)
Cash and cash equivalents at beginning of period
253,011 490,797

Cash and cash equivalents at end of period
\$143,024 \$490,432

SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES

Issuance of equity securities in connection with strategic alliances and services
\$24 \$10,246

Issuance of equity securities to satisfy retirement plan obligations
\$5,530 \$590

Reacquisition of convertible preferred stock and issuance of warrants in connection with revision of strategic alliances

\$ \$(151,171)

See notes to consolidated financial statements.

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Table of Contents

WEBMD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except per share data, unaudited)

1. Summary of Significant Accounting Policies

Organization and Business

WebMD Corporation (the Company) was incorporated in December 1995 and commenced operations in January 1996, as Healthcon Corporation. In May 1998, the Company merged with ActaMed Corporation (ActaMed) in a transaction accounted for as a pooling of interests. In November 1999, the Company completed the acquisitions of WebMD, Inc., MedE America Corporation (MedE America) and Greenberg News Networks, Inc. (Medcast) and changed its name from Healthcon Corporation to Healthcon/WebMD Corporation. In January 2000, the Company completed its acquisition of Kinetra LLC (Kinetra). In May 2000, the Company completed its acquisition of Envoy Corporation (Envoy). In September 2000, the Company completed its acquisitions of Medical Manager Corporation (Medical Manager), CareInsite, Inc. (CareInsite) and OnHealth Network Company (OnHealth) and changed its name from Healthcon/WebMD Corporation to WebMD Corporation. All financial information has been presented to reflect the combined operations of the Company, ActaMed, WebMD, Inc., MedE America, Medcast, Kinetra, Envoy, Medical Manager, CareInsite and OnHealth for all periods presented. All other acquisitions have been included for the period subsequent to their respective acquisition date.

The Company has aligned its business into three operating segments as follows:

Transaction Services or WebMD Envoy transmits transactions between healthcare payers and physicians, pharmacies, dentists, hospitals, laboratory companies and other healthcare providers using dial-up, Internet and dedicated communication methods. This group provides connectivity and transaction services through an integrated electronic transaction processing system. These services assist the group's customers in automating key administrative and clinical functions. In addition, Transaction Services provides automated patient billing services to providers, including statement printing and mailing services. This segment includes certain operations from the former Healthcon and the ActaMed, WebMD, Inc., MedE America, Kinetra, Envoy and CareInsite acquisitions.

Physician Services or WebMD Medical Manager develops and markets integrated physician practice management systems, including administrative, financial and clinical applications and services, primarily under The Medical Manager, Intergy and Medical Manager Network Services brands. These systems and services allow physician offices to automate their scheduling, billing and other administrative tasks, to maintain electronic medical records and to automate documentation of patient encounters. This segment includes operations of Medical Manager and subsequent acquisitions.

Portal Services or WebMD Health provides online healthcare information and related resources and services for consumers and healthcare professionals, both directly and through its relationships with leading general consumer Internet portals. The group also provides online content for use by media and healthcare partners in their Web sites. The group develops and sells online and offline programs for advertisers and sponsors, particularly those who are interested in influencing healthcare decisions. This segment includes certain operations of the former Healthcon and the ActaMed, WebMD, Inc., Medcast, OnHealth and Medscape acquisitions.

Basis of Presentation

The unaudited consolidated financial statements have been prepared by management and reflect all adjustments (consisting of only normal recurring adjustments) that, in the opinion of management, are necessary for a fair presentation of the interim periods presented. The results of operations for the nine months ended September 30, 2002 are not necessarily indicative of the results to be expected for any subsequent period or for the entire year ending December 31, 2002. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles

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WEBMD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

generally accepted in the United States have been condensed or omitted under the Securities and Exchange Commission's rules and regulations. Porex Holdings, Inc. and the Company's other plastics and filtration subsidiaries (collectively referred to as Porex) are reflected as assets and liabilities of discontinued operations.

The unaudited consolidated financial statements and notes included herein should be read in conjunction with the Company's audited consolidated financial statements and notes for the year ended December 31, 2001, which were included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission.

Accounting Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Actual results could differ from these estimates. Significant estimates and assumptions by management affect the Company's allowance for doubtful accounts, the carrying value of prepaid content and distribution services, the carrying value of assets and liabilities of discontinued operations, the carrying value of its long-lived assets (including goodwill and intangible assets), the amortization period of long-lived assets, the capitalization of software development costs, the carrying value of short-term and long-term investments, certain accrued expenses, revenue recognition and restructuring costs.

Revenue

Effective January 1, 2002, the Company adopted EITF 01-14, Income Statement Characterization of Reimbursements Received for Out of Pocket Expenses Incurred, formerly FASB Staff Announcement Topic D-103 issued in November 2001, which requires reimbursements received for out-of-pocket expenses to be classified as revenue as opposed to an offset against the related expense. Upon application, comparative financial statements for prior periods are required to be reclassified. The Company reclassified amounts it had paid for expenses related to postage, primarily for the mailing of customized billing statements to patients on behalf of healthcare providers. This reclassification resulted in an increase in previously reported revenue and cost of operations of \$18,093 and \$55,273 for the three and nine months ended September 30, 2001. Postage expense included in cost of operations for the three and nine months ended September 30, 2002 was \$21,686 and \$59,528, respectively.

Revenue from related parties consists of revenues for services provided to News Corporation during the three months ended March 31, 2001. Revenue from News Corporation ceased being considered from a related party as of February 15, 2001 when News Corporation surrendered the Company's Series A convertible preferred stock. There was no revenue from related parties for the three and nine months ended September 30, 2002 or the six months ended September 30, 2001.

Revenue recognized from the nonmonetary exchange of advertising for advertising (Barter) totaled approximately \$5,814 and \$17,322 for the three and nine months ended September 30, 2001, respectively. There were no revenues recognized from Barter transactions for the three and nine months ended September 30, 2002. The costs related to these transactions were equal to the revenues derived from these transactions and are included in sales, marketing, general and administrative expenses.

Reclassifications

Certain reclassifications have been made to the prior period financial statements to conform with the current period presentation. These reclassifications had no net effect on previously reported financial position or results of operations.

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WEBMD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2. Business Combinations

2002 Acquisitions

During the nine months ended September 30, 2002, the Company acquired sixteen physician services companies for a total cost of \$9,574, which was paid in cash. These acquisitions were accounted for using the purchase method of accounting with the purchase price being allocated to assets acquired and liabilities assumed based on their fair values. In connection with the preliminary allocation of the purchase price, goodwill of \$7,586 and intangible assets subject to amortization of \$2,965 were recorded. The Company expects that substantially all of the goodwill recorded will be deductible for tax purposes. The intangible assets are comprised of \$983 related to non-compete agreements with estimated useful lives of one to five years and \$1,982 related to customer relationships with estimated useful lives of nine years. The results of operations of these companies have been included in the financial statements of the Company from the respective acquisition closing dates and are included in the Physician Services segment.

2001 Acquisitions

On December 26, 2001, the Company completed its acquisition of the portal assets of MedicaLogic/Medscape, Inc. (Medscape). Medscape operated both consumer and professional Web sites. The total purchase consideration for these assets was approximately \$9,852, comprised of \$9,242 in cash and acquisition costs of \$610. The acquisition was accounted for using the purchase method of accounting and, accordingly, the purchase price was allocated to the tangible and intangible assets acquired and the liabilities assumed on the basis of their respective fair values. In connection with the final allocation of the purchase price, goodwill of \$5,732 and intangible assets subject to amortization totaling \$2,420 were recorded. The Company expects that substantially all of the goodwill recorded will be deductible for tax purposes. The intangible assets are comprised of \$800 related to a tradename and \$1,620 related to customer relationships with estimated useful lives of three and five years, respectively. The results of operations of Medscape have been included in the financial statements of the Company from December 26, 2001, the closing date of the acquisition. Medscape s results of operations are included in the Portal Services segment.

In 2001, the Company acquired ten physician services companies for a total cost of \$8,159, which was paid primarily in cash. These acquisitions were accounted for using the purchase method of accounting with the purchase price being allocated to assets acquired and liabilities assumed based on their fair values. In connection with the preliminary allocation of the purchase price, goodwill of \$9,879 and intangible assets subject to amortization of \$3,453 were recorded. The Company expects that substantially all of the goodwill recorded will be deductible for tax purposes. Amortization of goodwill related to business combinations completed prior to June 30, 2001 has been provided through December 31, 2001. The intangible assets are comprised of \$886 related to non-compete agreements with estimated useful lives of one to five years and \$2,567 related to customer relationships with estimated useful lives of nine years. The results of operations of these companies have been included in the financial statements of the Company from the respective acquisition closing dates and are included in the Physician Services segment.

The pro forma impact of the 2002 Acquisitions and the 2001 Acquisitions was not significant in any of the periods presented.

3. Impairment of Long-Lived and Other Assets

During the three months ended September 30, 2001, the Company identified certain indicators of possible impairment of its long-lived assets, primarily goodwill and other acquired intangible assets. The indicators of possible impairment that were identified included a further decline in the price of the Company s common stock to its lowest price in the last twelve months accompanied by a significant

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WEBMD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

decline in the volatility of the Company's stock price, a sustained decline in valuations in the e-health, technology and Internet sectors and the impact of recent trends in general economic conditions.

The Company reviewed substantially all of its long-lived assets for impairment. The Company's long-lived assets primarily related to goodwill and other acquired intangible assets recorded in connection with the acquisitions of WebMD, Inc., MedE America and Medcast in November 1999 and the acquisitions of Kinetra, Envoy, Medical Manager, CareInsite and OnHealth during 2000. The Company utilized its common stock as the primary consideration for the acquisitions.

The Company evaluated its long-lived assets for impairment by determining identifiable cash flows to related asset groupings at the lowest level that were largely independent of the cash flows of other asset groupings. The projected undiscounted cash flows for each asset grouping was compared to the related carrying value. As a result of these comparisons, the Company determined its long-lived assets were impaired.

The Company determined the amount of the impairment by comparing the fair value of each asset grouping to the related carrying value. The fair value for each asset grouping was determined using a discounted cash flow approach. As a result of these comparisons, the Company recorded a write-down of \$3,800,398 related to its long-lived assets reflecting the difference between the carrying value and fair value of the asset groupings. The write-down consisted of \$3,663,233 of goodwill, \$94,186 of other acquired intangibles and \$42,979 of other long-lived assets consisting of computer equipment, leasehold improvements, office equipment and furniture and fixtures. The Company continues to use the majority of the other long-lived assets.

The Company also recorded a \$26,495 write-down to reduce the carrying value of Porex to fair value.

4. Restructuring and Integration Charge

In the third quarter of 2000, the Company's Board of Directors approved a restructuring and integration plan, with the objective of eliminating duplication and redundancies that resulted from the acquisitions made by the Company since November 1999 and consolidating the Company's operational infrastructure into a common platform to more efficiently serve its customers. As part of the Company's restructuring and integration efforts, the Company also undertook a review of its existing strategic relationships in light of several criteria, including strategic relevance to both the Company and the other party, potential conflicts with other relationships as a result of the numerous acquisitions made by the Company, profitability and impact on future revenue streams. As a result of this process, the Company entered into discussions to revise or terminate many of those relationships. In some cases, the Company and the other party have agreed to redefine the relationships in a manner that better serves the needs of each party. In other cases, these discussions have resulted in the termination of relationships. The Company's restructuring and integration efforts continued in 2001, and a new plan to include the impact of eliminating duplicate functions resulting from the acquisition of Medscape in December 2001 was initiated.

During the three months ended September 30, 2001, a charge of \$267 was recorded which consisted of (i) personnel-related costs of \$2,324 associated with severance and outplacement services for approximately 150 employees that the Company notified of termination, (ii) a facilities charge of \$13,553 primarily associated with additional anticipated costs of exiting previously vacated facilities as a result of a decline in rental values in certain markets, and (iii) a \$15,610 cash benefit relating to the settlement of certain obligations under the original strategic relationship with Microsoft.

A charge of \$220,161 was recorded for the nine months ended September 30, 2001, which consisted of (i) \$122,429 primarily relating to the restructuring of the original strategic relationship with Microsoft, of which \$133,500 represented non-cash charges related to the write off of intangible assets associated with the Company's original Microsoft agreement recorded as part of the Company's acquisition of WebMD,

Table of Contents**WEBMD CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Inc. in 1999 offset by a \$15,610 cash benefit relating to the settlement of certain obligations from the original strategic relationship with Microsoft, (ii) personnel-related costs of \$65,787, of which \$51,998 represented non-cash stock option compensation charges primarily related to the resignation or termination of certain employees pursuant to the applicable employment and separation arrangements, with the remaining balance relating to severance and outplacement services for approximately 500 employees that the Company identified and notified of termination during the nine months ended September 30, 2001, (iii) facilities charges of \$15,538, comprised of future lease obligations and lease cancellation penalties related to additional anticipated costs of existing previously vacated facilities as a result of decline in rental values in a certain market and vacating additional facilities identified during the nine months ended September 30, 2001, (iv) \$8,000 in payments made to customers to exit contractual obligations, and (v) \$8,407 of integration costs, consisting of employee retention arrangements related to exit activities.

The Company has substantially completed its restructuring efforts. Restructuring and integration activity for the three and nine months ended September 30, 2002 is comprised of benefits of \$2,100 and \$5,850, respectively, resulting from the settlements of certain contractual obligations.

The following table presents cash activity in the restructuring and integration related accrual:

	<u>Severance</u>	<u>Facilities</u>	<u>Other</u>	<u>Total</u>
Balance at December 31, 2001	\$ 3,456	\$40,897	\$	\$44,353
Accruals			(5,850)	(5,850)
Cash payments	(2,904)	(6,019)	5,850	(3,073)
Balance at September 30, 2002	<u>\$ 552</u>	<u>\$34,878</u>	<u>\$</u>	<u>\$35,430</u>

The Company expects to pay the remaining restructuring and integration liabilities noted above, other than those related to lease payments that are long-term in nature, during 2002.

5. Stockholders Equity*Repurchase Program*

On March 29, 2001, the Company announced a stock repurchase program (the Program). Under the Program, the Company was originally authorized to use up to \$50,000 to purchase shares of its common stock from time to time beginning on April 2, 2001, subject to market conditions. On November 2, 2001, the maximum aggregate amount of purchases under the Program was increased to \$100,000 and on November 7, 2002 it was increased to \$150,000. As of September 30, 2002, the Company had repurchased a total of 19,811 shares at a cost of approximately \$84,866 under the Program, of which 3,237 and 3,883 shares were repurchased during the three and nine months ended September 30, 2002 for an aggregate purchase price of \$15,037 and \$19,043, respectively. These repurchased shares are reflected as treasury shares in the accompanying consolidated balance sheet.

Cerner Corporation Repurchase

During the three months ended June 30, 2002, the Company repurchased 14,100 shares of its common stock from Cerner Corporation at a purchase price of \$6.01 per share, or an aggregate purchase price of \$84,741. The repurchase of the shares from Cerner Corporation was separately approved by the Executive Committee of the Company's Board of Directors and, accordingly, was not part of the Stock Repurchase Program.

Series B Convertible Redeemable Preferred Stock

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In September 2000, the Board of Directors authorized two hundred shares of Series B Convertible Redeemable Preferred Stock (Series B Preferred). In connection with the acquisition of CareInsite, the

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WEBMD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Company issued one hundred shares of Series B Preferred in exchange for all the outstanding shares of CareInsite's preferred stock. The Series B Preferred was convertible in March 2002 into an aggregate of 264 shares of common stock (conversion price of \$37.885) plus a warrant to acquire an equal number of shares at \$37.885 per share. Additionally, the Series B Preferred was redeemable for an aggregate of \$10,000 by the Company or the holder in March 2002 or by the holder following the notice of a change of control of the Company. In March 2002, the Company redeemed the outstanding Series B Preferred for \$10,000 in accordance with its terms.

6. Convertible Subordinated Notes

On April 1, 2002, the Company issued \$300,000 aggregate principal amount of 3 1/4% Convertible Subordinated Notes due 2007 (the Notes) in a private offering. Interest on the Notes will accrue at the rate of 3 1/4% per annum and is payable semi-annually on April 1 and October 1 of each year; the first interest payment was made on October 1, 2002. Unless previously redeemed or converted, the Notes will mature on April 1, 2007. The Notes are convertible into an aggregate of approximately 32,387 shares of the Company's common stock, subject to adjustment in certain circumstances. The Notes are redeemable at the Company's option at any time after April 5, 2005. The redemption price, as a percentage of principal amount, is 101.3% beginning April 5, 2005 and 100.65% beginning April 1, 2006. The Company incurred issuance costs related to the Notes of approximately \$8,000, which are included in other long-term assets net of amortization. The debt issuance costs are being amortized using the effective interest method over the term of the Notes. The amortization of the debt issuance costs is included in interest expense.

7. Discontinued Operations

In connection with the acquisition of Medical Manager and the related integration and consolidation of the Company's acquired businesses, the Company's Board of Directors approved management's plan to dispose of Porex. Porex was wholly owned by Medical Manager prior to the completion of the Company's acquisition of Medical Manager on September 12, 2000. Porex designs, manufactures and distributes porous and solid plastic components and products used in life sciences, healthcare, industrial and consumer applications.

In accordance with EITF 87-11, Allocation of Purchase Price to Assets to be Sold (EITF 87-11), the results of operations of Porex were excluded from the Company's consolidated statements of operations prior to September 12, 2001. Porex had net income of \$3,425 for the period from July 1, 2001 through September 12, 2001 and net income of \$12,514 for the period from January 1, 2001 through September 12, 2001, respectively. Porex's net income reflects the impact of tax benefits from being included in the Company's consolidated tax return.

As the divestiture of Porex was not completed within the one year time period allotted by EITF 87-11, the Company is required to record the results of operations of Porex in the statement of operations beginning September 13, 2001 as a discontinued operation in accordance with EITF 90-6, Accounting for Certain Events Not Addressed in Issue No. 87-11 Relating to an Acquired Operating Unit to be Sold. The Company expects Porex to generate earnings while the Company continues its divestiture process. As a result of the Company's adoption of Statement of Financial Accounting Standards (SFAS) No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS No. 144) on January 1, 2002, the assets and liabilities representing the fair value of Porex are presented separately within the asset and liability sections of the Company's consolidated balance sheets. The net income for Porex of \$4,517 and \$12,857 for the three and nine months ended September 30, 2002 is reflected in the Company's

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consolidated statement of operations as income from discontinued operations. The Company recorded \$15,000 and \$24,086 of net cash distributions received from Porex during the three and nine months ended September 30, 2002, respectively, as a reduction in carrying value.

Assets and liabilities of the discontinued operations as of September 30, 2002 were as follows:

Assets:	
Current assets	\$ 65,154
Property, plant and equipment, net	46,023
Other long term assets, net	106,160
	<u>217,337</u>
Liabilities:	
Current liabilities	\$ 27,238
Long term liabilities	13,210
	<u>40,448</u>

While the Company has received various proposals to acquire Porex, the disposal of Porex has taken longer than anticipated. If the disposal process of Porex is not completed by the time the Company issues its 2002 financial results, Porex will be reclassified as a continuing operation in the Company's financial statements.

8. Segment Information

Segment information has been prepared in accordance with SFAS No. 131, Disclosure about Segments of an Enterprise and Related Information. Inter-segment revenues are reflected at rates comparable to those charged to third parties for comparable services. The performance of the Company's business is monitored based on income or loss before restructuring, non-cash and other items. Non-cash items include depreciation, amortization, and other non-cash expenses primarily comprised of stock compensation expense and the non-cash expenses related to content, distribution, advertising and services acquired in exchange for the Company's equity securities in acquisitions and strategic alliances. The Company does not disaggregate assets for internal management reporting.

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Summarized financial information for each of the segments and a reconciliation to income (loss) from continuing operations is presented below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Revenues				
Transaction services	\$ 115,026	\$ 110,695	\$ 350,157	\$ 344,348
Physician services	70,581	62,113	202,738	194,709
Portal services	19,851	15,908	54,991	54,560
Eliminations and other, net (a)	(5,257)	(3,588)	(15,218)	(8,104)
	<u>\$ 200,201</u>	<u>\$ 185,128</u>	<u>\$ 592,668</u>	<u>\$ 585,513</u>
Income (loss) before restructuring, non-cash and other items				
Transaction services	\$ 24,327	\$ 10,615	\$ 60,129	\$ 28,378
Physician services	7,174	3,437	19,660	15,332
Portal services	3,577	(18,564)	(3,479)	(66,826)
Corporate and other	(11,493)	(21,339)	(38,741)	(78,188)
Interest income	5,093	6,449	13,932	25,656
Interest expense	(2,819)	(69)	(5,675)	(269)
	<u>\$ 25,859</u>	<u>\$ (19,471)</u>	<u>\$ 45,826</u>	<u>\$ (75,917)</u>
Restructuring, non-cash and other items				
Depreciation and amortization	\$ (31,011)	\$ (751,487)	\$ (92,446)	\$ (2,266,357)
Impairment of long-lived and other assets		(3,826,893)		(3,826,893)
Non-cash content and distribution services and stock compensation	(12,818)	(26,482)	(41,117)	(96,414)
Restructuring and integration benefit (charge)	2,100	(267)	5,850	(220,161)
Gain on investments	681		6,547	
Other income	2,323		2,323	
Income tax benefit	12,887		12,887	
	<u>\$ 21</u>	<u>\$ (4,624,600)</u>	<u>\$ (60,130)</u>	<u>\$ (6,485,742)</u>

- (a) Includes revenues related to information technology outsourcing, consulting and other operations that the Company began to exit as a result of restructuring and integration efforts that began in the third quarter of 2000, and elimination of inter-segment revenues of \$5,257 and \$15,218 for the three and nine months ended September 30, 2002, respectively, and \$3,588 and \$9,885 for the three and nine months ended September 30, 2001, respectively.

9. Fair Value of Financial Instruments

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The following disclosure of the estimated fair value of financial instruments is made in accordance with the requirements of SFAS No. 107, Disclosures about Fair Value of Financial Instruments. The estimated fair values have been determined using available market information. However, considerable judgment is required in interpreting market data to develop estimates of fair value. Accordingly, the

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estimates presented herein are not necessarily indicative of the amounts that the Company could realize in a current market exchange.

	September 30, 2002		December 31, 2001	
	Cost Basis	Fair Value	Cost Basis	Fair Value
Assets:				
Cash and cash equivalents	\$ 143,024	\$ 143,024	\$ 253,011	\$ 253,011
Short-term investments	8,962	8,977	97,005	99,194
Marketable securities - long term	447,619	473,183	5,803	15,707
Liability:				
Convertible subordinated notes	\$ 300,000	\$ 237,375		

As of September 30, 2002, the Company's short-term investments consisted of certificates of deposit and asset backed securities, marketable debt securities consisted of Federal agency notes, U.S. Treasury notes and an asset backed security and marketable equity securities consisted of an equity investment in a publicly traded company. At December 31, 2001, the Company's short-term investments consisted principally of U.S. Treasury notes and certificates of deposit, and marketable equity securities consisted of equity investments in publicly traded companies.

In accordance with the requirements of SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities, below is a summary of the fair value and unrealized gains relating to the Company's investments in debt and equity securities:

	September 30, 2002			December 31, 2001		
	Cost Basis	Fair Value	Unrealized Gain	Cost Basis	Fair Value	Unrealized Gain
Available-for-sale securities:						
Certificates of deposit and marketable debt securities	\$ 209,780	\$ 216,071	\$ 6,291	\$ 97,005	\$ 99,194	\$ 2,189
Equity securities	3,170	14,025	10,855	5,803	15,707	9,904
	<u>\$ 212,950</u>	<u>\$ 230,096</u>	<u>\$ 17,146</u>	<u>\$ 102,808</u>	<u>\$ 114,901</u>	<u>\$ 12,093</u>
Held-to-maturity securities:						
Marketable debt securities	\$ 243,631	\$ 252,064	\$ 8,433	\$	\$	\$

As of September 30, 2002, the Company's short-term investments in certificates of deposit and asset backed securities had contractual maturities of less than one year and an aggregate principal amount of \$8,896. The Company's investments in available-for-sale marketable debt securities had contractual maturities of less than two years and an aggregate principal amount of \$201,000. The investments in held-to-maturity debt securities had contractual maturities of less than two years and two to five years and aggregate principal amounts of \$100,000 and \$141,110, respectively.

During the three months ended September 30, 2002, one of the Company's investments in Federal agency notes was called for early redemption by the issuer for net proceeds of \$56,000. As a result of the redemption, the Company realized a gain of \$681 reflecting the difference between the proceeds received and the related carrying amount of the investment. The proceeds from this redemption have been included in proceeds from the redemption of held-to-maturity securities in the accompanying statements of cash flows and the gain has been included in gain on investments in the accompanying statements of operations for the three and nine months ended September 30, 2002.

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During the three months ended June 30, 2002 the Company sold one of its investments in marketable equity securities for proceeds of \$7,026, which resulted in a gain of \$5,866. The proceeds from this sale

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have been included in proceeds from maturities and sales of available-for-sale securities in the accompanying statements of cash flows and the gain has been reflected as gain on investments in the accompanying statements of operations for the nine months ended September 30, 2002.

10. Net Income (Loss) Per Common Share

Basic net income (loss) per common share and diluted net income (loss) per common share are presented in conformity with SFAS No. 128, Earnings Per Share. In accordance with SFAS No. 128, basic net income (loss) per common share has been computed using the weighted-average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share has been computed using the weighted-average number of shares of common stock outstanding during the period, increased to consider the effect of potentially dilutive securities.

The following table presents the calculation of basic and diluted income (loss) per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Income (loss) from continuing operations	\$ 21	\$ (4,624,600)	\$ (60,130)	\$ (6,485,742)
Weighted average shares of common stock outstanding used in computing basic income (loss) per share	297,352	359,600	306,161	358,095
Dilutive effect of options/warrants	11,185			
Adjusted weighted average shares of common stock outstanding used in computing diluted income (loss) per share	308,537	359,600	306,161	358,095
Income (loss) per share from continuing operations:				
Basic	\$.00	\$ (12.86)	\$ (.20)	\$ (18.11)
Diluted	\$.00	\$ (12.86)	\$ (.20)	\$ (18.11)

The Company has excluded all convertible redeemable preferred stock, convertible preferred stock and convertible subordinated notes as well as certain warrants and certain outstanding stock options from the calculation of diluted income (loss) per common share because such securities are anti-dilutive for the periods presented. The total weighted average number of shares excluded from the calculations of diluted income (loss) per common share was approximately 150,505 and 163,393 shares for the three and nine months ended September 30, 2002, respectively, and 158,508 and 161,703 shares for the three and nine months ended September 30, 2001, respectively.

11. Income Taxes

During the three months ended September 30, 2002, the Company recognized a Federal income tax benefit of \$12,887 related to the carryback of its 2001 net operating losses. The net operating losses were carried back to prior tax years of certain acquired subsidiaries, in which those subsidiaries generated taxable income. The Company's ability to carry back losses to these periods was a result of the Job Creation and

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Workers Assistance Act of 2002 that was enacted on March 9, 2002, which extended the carry back period for operating losses incurred in 2001 and 2002 to five tax years. The Company recorded the Federal tax benefit in conjunction with filing the Company's fiscal 2001 Federal tax returns and claim for carry back losses, both of which were completed during the three months ended September 30, 2002.

Table of Contents**WEBMD CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****12. Goodwill and Other Intangible Assets**

Effective July 1, 2001, the Company adopted SFAS No. 141, Business Combinations (SFAS No. 141), and effective January 1, 2002, the Company adopted SFAS No. 142, Goodwill and Other Intangible Assets (SFAS No. 142). SFAS No. 141 requires business combinations initiated after June 30, 2001 to be accounted for using the purchase method of accounting. It also specifies the types of acquired intangible assets that are required to be recognized and reported separately from goodwill. SFAS No. 142 requires that goodwill and certain intangibles no longer be amortized, but instead tested for impairment at least annually. SFAS No. 142 also requires that intangible assets with definite useful lives be amortized over their respective estimated useful lives and reviewed for impairment in accordance with SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of (SFAS No. 121), which was superseded by SFAS No. 144. Based on the Company's analysis, there was no impairment of goodwill upon adoption of SFAS No. 142 on January 1, 2002. The Company intends to conduct its annual impairment testing of goodwill during the fourth quarter of each year.

The changes in the carrying amount of goodwill for the nine months ended September 30, 2002 are as follows:

	<u>Transaction Services</u>	<u>Physician Services</u>	<u>Portal Services</u>	<u>Total</u>
Balance as of January 1, 2002.	\$333,412	166,002	7,347	\$506,761
Adjustment for acquired workforce intangibles	8,555	8,089		16,644
Goodwill recorded during the period		7,586		7,586
Adjustments to finalize purchase price allocations		(3,474)	(1,615)	(5,089)
Balance as of September 30, 2002.	<u>\$341,967</u>	<u>178,203</u>	<u>\$ 5,732</u>	<u>\$525,902</u>

Intangible assets subject to amortization consist of the following:

	<u>September 30, 2002</u>			<u>December 31, 2001</u>		
	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net</u>
Customer lists	\$208,601	(160,107)	\$48,494	\$204,052	(103,303)	\$100,749
Tradenames	24,329	(11,278)	13,051	24,329	(3,072)	21,257
Technology, patents and other	144,988	(140,925)	4,063	159,763	(128,231)	31,532
Total	<u>\$377,918</u>	<u>(312,310)</u>	<u>\$65,608</u>	<u>\$388,144</u>	<u>(234,606)</u>	<u>\$153,538</u>

Aggregate amortization expense for intangible assets is estimated to be:

Year ending December 31,	
2002	\$101,391
2003	31,134
2004	4,335
2005	3,136

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2006	1,158
2007	604

Table of Contents**WEBMD CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The pro forma results of operations for the three and nine months ended September 30, 2001, assuming the provisions of SFAS No. 142 were applied, are as follows:

	Three Months Ended September 30, 2001	Nine Months Ended September 30, 2001
Loss from continuing operations (as reported)	\$(4,624,600)	\$(6,485,742)
Add back amortization for:		
Goodwill	703,047	2,116,365
Workforce	3,713	11,097
Adjusted loss from continuing operations	<u>\$(3,917,840)</u>	<u>\$(4,358,280)</u>
Basic and diluted net loss per common share:		
Loss from continuing operations (as reported)	\$ (12.86)	\$ (18.11)
Add back amortization for:		
Goodwill	1.96	5.91
Workforce	.01	.03
Adjusted loss from continuing operations	<u>\$ (10.89)</u>	<u>\$ (12.17)</u>

13. Recent Accounting Pronouncements

In June 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities. SFAS 146 requires recording costs associated with exit or disposal activities at their fair values when a liability has been incurred. Under previous guidance, certain exit costs were accrued upon management's commitment to an exit plan, which is generally before an actual liability has been incurred. SFAS 146 is effective for exit or disposal activities initiated after December 31, 2002. The Company does not anticipate that SFAS 146 will have a material effect on the Company's consolidated financial position or results of operations.

On January 1, 2002, the Company adopted SFAS No. 144, which prescribes the accounting for long-lived assets (excluding goodwill) to be disposed of by sale. SFAS No. 144 retains the requirement of SFAS No. 121 to measure long-lived assets classified as held for sale at the lower of their carrying value or fair market value less the cost to sell. Therefore, discontinued operations are no longer measured on a net realizable basis, and future operating results are no longer recognized before they occur. The impact on the Company's financial condition and results of operations from the adoption of SFAS No. 144 was not material.

In June 2001, the FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations (SFAS 143). The Company is required to adopt this standard on January 1, 2003. SFAS No. 143 establishes accounting standards for recognition and measurement of a liability for the costs of asset retirement obligations. Under SFAS 143, the future costs of retiring a tangible long-lived asset will be recorded as a liability at its present value when the retirement obligation arises, and will be amortized to expense over the life of the asset. The Company does not anticipate that SFAS 143 will have a material effect on the Company's consolidated financial position or results of operations.

14. Commitments and Contingencies

In the normal course of business, the Company and its subsidiaries are involved in various claims and legal proceedings. While the ultimate resolution of these matters, including those discussed in the Company's 2001 Annual Report on Form 10-K under the heading Legal Proceedings, has yet to be determined, the Company does not believe that their outcome will have a material adverse effect on the Company's financial position or results of operations.

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WEBMD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

15. Subsequent Event

On October 31, 2002, the Company acquired WellMed, Inc., a privately held company, for approximately \$20 million in cash. WellMed develops and markets healthcare information technology applications, including online healthcare decision support and health management tools for use by consumers. The results of operations of WellMed will be included in the Company's financial statements from the acquisition closing date and will be included in the Portal Services segment.

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

WebMD Corporation is a Delaware corporation that was incorporated in December 1995 and commenced operations in January 1996 as Healthon Corporation. Our common stock has traded on the Nasdaq National Market under the symbol HLTH since February 11, 1999. In May 1998, Healthon merged with ActaMed Corporation. In November 1999, Healthon completed mergers with WebMD, Inc., MedE America and Medcast. Following these mergers, Healthon changed its name to Healthon/WebMD Corporation. Healthon/WebMD completed acquisitions of Kinetra and Envoy in January 2000 and May 2000, respectively. On September 12, 2000, Healthon/WebMD completed mergers with Medical Manager, CareInsite and OnHealth and changed its name to WebMD Corporation.

This Item 2 contains forward-looking statements with respect to possible events, outcomes or results that are, and are expected to continue to be, subject to risks, uncertainties and contingencies, including those identified in this Item. See Cautionary Statement Regarding Forward-Looking Statements on page 3.

Critical Accounting Policies and Estimates

Our discussion and analysis of WebMD's financial condition and results of operations are based upon our Consolidated Financial Statements and Notes to Consolidated Financial Statements, which were prepared in conformity with generally accepted accounting principles in the United States. The preparation of the financial statements requires us to make estimates and assumptions that affect the amounts reported in the financial statements. We base our estimates on historical experience, current business factors, and various other assumptions that we believe are necessary to form a basis for making judgments about the carrying values of assets and liabilities and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

We evaluate our estimates on an ongoing basis, including those related to revenue recognition, carrying value of short-term and long-term investments, deferred tax assets, income taxes, collectibility of customer receivables, discontinued operations, prepaid content and distribution services, long-lived assets including goodwill and other intangible assets, certain accrued expenses, accruals related to our restructuring program, contingencies and litigation.

We believe the following reflect our critical accounting policies and our more significant judgments and estimates used in the preparation of our consolidated financial statements:

Revenue. Our revenue recognition policies for each segment are as follows:

Transaction Services or WebMD Envoy. Healthcare payers and providers pay us fees for our services, generally on a per transaction basis or monthly basis. We recognize revenue as we perform the service. Healthcare payers and providers also pay us one-time implementation and annual maintenance fees. We recognize revenue from these fees ratably over the term of the respective agreements.

Physician Services or WebMD Medical Manager. Healthcare providers pay us one-time fees for the purchase of our practice management systems. We recognize revenue from these one-time fees when we enter into noncancelable agreements with our customers, the products have been delivered and there are no uncertainties regarding product acceptance and delivery and no significant future performance obligations. Amounts received in advance of meeting these criteria are deferred until we meet these criteria. Healthcare providers also pay us fees for maintenance and support of their practice management system, including the hardware and software. We recognize revenue from these fees ratably over the contract period, typically in one year or less. Healthcare providers may also pay us fees for transmitting transactions to payers and patients. We recognize revenue from these fees, which are generally paid on a monthly or per transaction basis, as we provide the service.

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Portal Services or WebMD Health. Customers pay us for advertising, sponsorship, continuing medical education (CME), content syndication and distribution, and e-commerce transactions related to our online distribution channels and the online and offline distribution channels of our strategic partners. Revenue from advertising is recognized as advertisements are delivered. Revenue from sponsorship arrangements is recognized ratably over the term of the applicable agreement. Revenue from CME arrangements is recognized over the period we satisfy the minimum credit hour requirements of the applicable agreements. Revenue from fixed fee content license or carriage fees is recognized ratably over the term of the applicable agreement. E-commerce revenue is recognized when a subscriber or consumer utilizes our Internet-based services or purchases goods or services through our Web site or co-branded Web site with one of our strategic partners. Subscription revenue, including subscription revenue from sponsorship arrangements, is recognized over the subscription period.

Long-Lived Assets. Our long-lived assets consist of property and equipment, goodwill and other intangible assets. Goodwill and other intangible assets arise from the acquisitions we have made. The amount assigned to intangible assets is subjective and based on our estimates of the future benefit of the intangible asset using accepted valuation techniques, such as discounted cash flow and replacement cost models. Our long-lived assets are amortized over their estimated useful lives, which we determined based on the consideration of several factors, including the period of time the asset is expected to remain in service. We evaluate the carrying value and remaining useful lives of long-lived assets, excluding goodwill, whenever indicators of impairment are present. We will perform a goodwill impairment test on at least an annual basis. Other unknown future indications of possible impairment charges, such as a significant downturn in one of our business segments or general economic conditions, could result in an assessment of our long-lived assets for impairment and could result in an impairment charge in the future.

Investments. Our investments at September 30, 2002 consisted of Federal agency notes, asset backed securities, certificates of deposit, U.S. Treasury notes and an equity investment in a public company. Each reporting period we evaluate the carrying value of our investments and record a loss on investments when we believe an investment has experienced a decline in value that is other than temporary. We do not recognize gains on an investment until sold. Our carrying value is not necessarily indicative of the underlying value of an investment. Future changes in market or economic conditions or operating results of our investments could result in gains or losses or an inability to recover the carrying value of the investments that may not be reflected in an investment's carrying value.

Deferred Tax Assets. Our deferred tax assets are comprised primarily of net operating loss carryforwards. These loss carryforwards may be used to offset taxable income in future periods reducing the amount of taxes we might otherwise be required to pay. Due to a lack of a history of generating taxable income, we record a valuation allowance equal to 100% of our net deferred tax assets. In the event that we are able to generate taxable earnings in the future and determine it is more likely than not that we can realize our deferred tax assets, an adjustment to the valuation allowance would be made which may increase income in the period that such determination was made.

Allowance for Doubtful Accounts. We maintain allowances for doubtful accounts for estimated amounts of accounts receivable that may not be recoverable. Actual future events and experience may require revisions in our estimates for bad debt expense.

Discontinued Operations. Our Board of Directors approved our plan to dispose of our plastics and filtration technologies subsidiaries, collectively referred to as Porex. Our estimate of the fair value of the assets and liabilities of Porex are stated on our balance sheet. Expectations regarding Porex's future financial performance and factors that affect valuations of companies in general, such as volatility in the financial markets and the availability and terms of financing for potential acquirers of companies, could affect our carrying value in the future and possibly result in a future

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impairment charge. Additionally, our completion of the divestiture of this asset could result in a gain or loss in the future to the extent that proceeds received differs from our carrying value. While we have received various proposals to acquire Porex, the disposal of Porex has taken longer than anticipated. If the disposal process of Porex is not completed by the time we issue our 2002 financial results, Porex will be reclassified as a continuing operation in our financial statements.

Restructuring and Integration. In connection with our restructuring and integration efforts, modifications to our strategic relationship with News Corporation resulted in a change in the carrying value of the domestic advertising services we have the rights to, classified as prepaid content and distribution services. We estimated the fair value of our rights under the new agreement using a discounted cash flow approach. This estimate also affects the amortization of this asset in future periods over the contractual term. Also, in connection with our restructuring and integration effort, we recorded charges for estimated future lease obligations and lease cancellation penalties related to exited facilities based on many different variables, such as the term to expiration, contractual rights under the lease agreement and current real estate market conditions. Future changes in any of these variables, such as a change in real estate market conditions, could have an impact on these estimates.

Warrants. We have issued warrants to acquire shares of our common stock as consideration for services. The value of these warrants has been determined using the Black-Scholes model, which may not necessarily be representative of the cash consideration we could have received in exchange for the warrants.

Restructuring and Integration Initiatives

After the mergers with Medical Manager, CareInsite and OnHealth, our Board of Directors approved a restructuring and integration plan, with the objective of eliminating duplication and redundancies which resulted from the acquisitions made by us since November 1999 and consolidating our operational infrastructure into a common platform to more efficiently serve our customers.

Additionally, as part of our restructuring and integration efforts, we also undertook a review of our existing strategic relationships in light of several criteria, including strategic relevance to both us and our partners, potential conflicts with other agreements as a result of the numerous acquisitions made by us, profitability, and impact on future revenue streams. These discussions have resulted in significant revisions to some of our strategic relationships. Our restructuring and integration efforts continued in 2001, and a new plan to include the impact of eliminating functions resulting from our acquisition of Medscape in December 2001 was initiated.

In connection with our restructuring and integration efforts, we recorded a restructuring and integration benefit of \$2.1 million and \$5.9 million during the three and nine months ended September 30, 2002. Our efforts are substantially complete and our remaining obligations related to these efforts is estimated to be \$35.4 million, which is included in accrued expenses as of September 30, 2002.

As we announced on September 28, 2000, our Board of Directors approved management's plan to dispose of Porex, which we acquired in our merger with Medical Manager on September 12, 2000. Porex designs, manufactures and distributes porous and solid plastic components and products used in life sciences, healthcare, industrial and consumer applications. In accordance with EITF 87-11, the expected net proceeds and the cash flows of Porex until sold were initially allocated to assets held for sale in the allocation of the Medical Manager purchase price and were included in current assets. At that time, we reduced the consolidated balance sheet for all items that pertained specifically to Porex. As the divestiture of Porex was not completed within the one year period allotted by EITF 87-11, we are now required to record the results of Porex in our statement of operations as of September 13, 2001, as a discontinued operation in accordance with EITF 90-6. We expect Porex to continue to generate earnings while we continue to explore various divestiture alternatives. As a result of our adoption of SFAS 144 on January 1, 2002, the fair value of Porex is reflected as assets and liabilities of discontinued operations.

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While we have received various proposals to acquire Porex, the disposal of Porex has taken longer than anticipated. If the disposal process of Porex is not completed by the time we issue our 2002 financial results, Porex will be reclassified as a continuing operation in our financial statements.

Results of Operations

Revenue is derived from our three business segments: Transaction Services, Physician Services and Portal Services. Our Transaction Services include administrative services, such as transaction processing for medical, dental and pharmacy claims, automated patient statements and clinical lab and reporting services, such as lab test orders and results. Physician Services include sales of practice management systems, including administrative, financial and clinical applications and services, under The Medical Manager, Intergy and Medical Manager Network Services brands. Portal Services include advertising, sponsorship, continuing medical education, content syndication and distribution, and e-commerce transactions through our online distribution channels and the online and offline distribution channels of our strategic partners. Revenues for 2001 reflect the reclassification of reimbursements for certain out-of-pocket expenses as a result of adoption of EITF 01-14 effective January 1, 2002. See Recent Accounting Pronouncements.

Cost of operations consists of costs related to services we provide to customers and costs associated with the operation and maintenance of our networks. These costs include salaries and related expenses for network operations personnel and customer support personnel, telecommunication costs, maintenance of network equipment, cost of hardware related to the sale of practice management systems by Physician Services, a portion of facilities expenses, leased personnel and facilities costs, sales commissions paid to certain re-sellers of our Transaction Services products and non-cash expenses related to content and distribution services.

Development and engineering expense consists primarily of salaries and related expenses associated with the development of applications and services. Expenses include compensation paid to development and engineering personnel, fees to outside contractors and consultants, and the maintenance of capital equipment used in the development process.

Sales, marketing, general and administrative expense consists primarily of advertising, product and brand promotion, salaries and related expenses for sales, administrative, finance, legal, information technology, human resources and executive personnel. These expenses include items related to account management and marketing personnel, commissions, costs and expenses for marketing programs and trade shows, and fees for professional marketing and advertising services, as well as fees for professional services, costs of general insurance, costs of accounting and internal control systems to support our operations. Also included are non-cash expenses related to content and distribution services acquired for our equity securities and stock compensation expense primarily related to the amortization of deferred compensation. Content and distribution services consist of advertising, promotion and distribution services from our arrangements with News Corporation, AOL and other partners. Stock compensation primarily relates to deferred compensation associated with the fair value of the vested portion of stock options issued in exchange for outstanding stock options of companies acquired in 2000, and the excess of the market price over the exercise price of options granted to employees.

The following discussion includes a comparison of the results of operations for the three and nine months ended September 30, 2002 to the three and nine months ended September 30, 2001.

Consolidated

Revenue. Revenues for the three months ended September 30, 2002 were \$200.2 million compared to \$185.1 million a year ago. Transaction Services, Physician Services and Portal Services were responsible for \$4.3 million, \$8.5 million and \$3.9 million, respectively, of the revenue increase for the quarter, which was partially offset by an increase of \$1.7 million in inter-segment eliminations and other.

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Revenues for the nine months ended September 30, 2002 were \$592.7 million, compared to \$585.5 million a year ago. Transaction Services, Physician Services and Portal Services accounted for \$5.8 million, \$8.0 million and \$0.4 million, respectively, of the revenue increase, which was partially offset by an increase of \$7.1 million in inter-segment eliminations and other.

Costs and Expenses

Cost of Operations. Cost of operations decreased to \$116.7 million and \$359.5 million for the three and nine months ended September 30, 2002 from \$129.7 million and \$411.6 million a year ago. Our cost of operations represented 58.3% and 60.7% of revenues for the three and nine month periods ended September 30, 2002, respectively, compared to 70.1% and 70.3% for the three and nine month periods ended September 30, 2001. This decrease was primarily due to the elimination of costs as a result of our restructuring and integration initiatives, consisting primarily of reduced personnel-related and facilities costs from consolidating data center operations in our Transaction Services segment as well as in our Portal Services segment. Also contributing to the decrease were the elimination of direct costs associated with residual revenue from technology outsourcing and consulting relationships and other non-core products that were exited in 2001. As we have substantially completed our restructuring and integration initiatives, continued decreases in cost of operations as a percentage of revenues, if any, are not expected to occur at the same rate as the decrease from 2001. Cost of operations for the three and nine month periods ended September 30, 2002 includes approximately \$0.5 million and \$2.2 million in non-cash expenses related to content and distribution services.

Development and Engineering. Development and engineering expense increased to \$9.7 million during the three months ended September 30, 2002 from \$9.0 million a year ago. The increase was due to our increased investment in product offerings in both the Transaction Services and Physician Services segments, partially offset by the impact of cost reductions resulting from our restructuring and integration efforts.

Development and engineering expense for the nine months ended September 30, 2002 was \$29.5 million, a decrease of \$0.9 million from a year ago. The decrease was mainly due to the impact of cost reductions resulting from our restructuring and integration efforts, partially offset by increased investment in our product offerings.

Sales, Marketing, General and Administrative. Sales, marketing, general and administrative expense decreased to \$63.0 million and \$207.1 million for the three and nine month periods ended September 30, 2002, compared to \$98.8 million and \$341.2 million a year ago, which represents decreases of 36.3% and 39.3% during the three and nine month periods, respectively. Sales, marketing, general and administrative expenses excluding non-cash expenses decreased to \$50.6 million and \$168.1 million for the three and nine month periods ended September 30, 2002, compared to \$72.4 million and \$244.8 million a year ago. The decrease in sales, marketing, general and administrative expenses excluding non-cash expenses is due to the elimination of costs as a result of our restructuring and integration efforts. The nature of these expenses are primarily reduced personnel-related costs across all segments as well as reduced advertising expenses related to the elimination of barter arrangements and distribution costs in our Portal Services segment. As we have substantially completed our restructuring and integration initiatives, continued decreases in sales, marketing, general and administrative expenses, if any, are not expected to occur at the same rate as the decreases from 2001. Non-cash expenses related to content and distribution services were \$5.7 million and \$17.4 million for the three and nine month periods ended September 30, 2002, compared to \$9.8 million and \$26.2 million a year ago. This decrease was primarily due to the expiration of certain content and distribution alliance agreements. Non-cash stock compensation was \$6.7 million and \$21.6 million for the three and nine months ended September 30, 2002, compared to \$16.6 million and \$70.2 million a year ago. The decrease in non-cash stock compensation is primarily related to the vesting schedules of options issued and assumed in connection with our 1999 and 2000 acquisitions.

Depreciation and Amortization. Depreciation and amortization expense decreased to \$31.0 million and \$92.4 million for the three and nine month periods ended September 30, 2002, compared to

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\$751.5 million and \$2.3 billion a year ago. The decrease was primarily attributable to the adoption of SFAS No. 142 on January 1, 2002, which eliminates amortization expenses related to goodwill and certain intangibles and requires these assets to be tested for impairment at least annually. We recorded goodwill and intangible amortization of \$706.8 million and \$2.1 billion during the three and nine month periods ended September 30, 2001 related to goodwill and certain intangible assets that are no longer subject to amortization. We plan to conduct an annual impairment test for goodwill during the fourth quarter of each year.

Restructuring and Integration Charges. In connection with our restructuring and integration efforts, we recorded benefits of \$2.1 million and \$5.9 million during the three and nine months ended September 30, 2002 related to the settlements of certain contractual obligations. During the nine months ended September 30, 2001, we recorded a charge of \$220.2 million of which \$0.3 million was recorded during the three months ended September 30, 2001. The \$220.2 million charge recorded a year ago consists of:

\$122.4 million relating to the restructuring of strategic relationships primarily associated with Microsoft, of which \$133.5 million represented non-cash charges related to the write-off of intangible assets associated with our original Microsoft agreement recorded as part of our acquisition of WebMD, Inc. in 1999, offset by a benefit of \$15.6 million relating to the settlement of certain obligations from the original strategic relationship with Microsoft,

personnel-related restructuring costs of \$65.8 million, of which \$52.0 million represented non-cash stock option compensation charges primarily related to the resignation of certain employees pursuant to the applicable employment and separation arrangements, with the remaining personnel-related charge relating to severance and outplacement services for approximately 500 employees that we identified and notified of termination during the nine months ended September 30, 2001,

facilities charges of \$15.5 million, comprised of future lease obligations and lease cancellation penalties related to vacating additional facilities identified during the nine months ended September 30, 2001,

\$8.0 million in payments made to customers to exit contractual obligations, and

\$8.4 million of integration costs, consisting of employee retention arrangements related to exit activities.

Gain on Investments. Gain on investments of \$6.5 million consists of a \$5.9 million gain related to one of our investments in available-for-sale securities that was sold during the quarter ended June 30, 2002 and a \$0.6 million gain related to one of our investments in held-to-maturity securities that was called for early redemption during the quarter ended September 30, 2002.

Interest Income. Interest income decreased to \$5.1 million and \$13.9 million during the three and nine month periods ended September 30, 2002 from \$6.4 million and \$25.7 million a year ago. This decrease is due to lower average balances available for investment as a result of cash used to settle certain contracts with certain of our strategic partners, repurchases of our stock, acquisitions during 2002 and 2001, and payments made under our restructuring and integration program, combined with lower available rates of return, offset in part by interest income related to the \$292 million of net proceeds received from our issuance of 3 1/4% Convertible Subordinated Notes on April 1, 2002.

Interest Expense. Interest expense increased to \$2.8 million and \$5.7 million for the three and nine months ended September 30, 2002 from \$0.1 million and \$0.3 million a year ago as a result of interest expense and amortization of debt issuance costs related to the 3 1/4% Convertible Subordinated Notes issued in April 2002.

Other Income. Other income of \$2.3 million during the three and nine months ended September 30, 2002 relates to the settlement of various preacquisition issues related to certain of the companies acquired in 1998 through 2000.

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Income from Discontinued Operations. Income from discontinued operations for the three and nine months ended September 30, 2002 was \$4.5 million and \$12.9 million compared to \$1.0 million of income during the three and nine months ended September 30, 2001. The income from discontinued operations for the 2001 periods is not comparable to 2002 as, in accordance with EITF 87-11, Allocation of Purchase Price to Assets to be Sold, the results of operations of Porex were excluded from our consolidated statement of operations prior to September 12, 2001.

Federal Income Tax Benefit. Federal income tax benefit of \$12.9 million during the three and nine months ended September 30, 2002 reflects the carryback of net operating losses to the prior periods of certain acquired subsidiaries in which those subsidiaries generated taxable income. The carryback was allowed as a result of the Job Creation and Workers Assistance Act of 2002 that was enacted on March 9, 2002.

Segments

Our segments are as follows:

Transaction Services or WebMD Envoy. We transmit transactions between healthcare payers and physicians, pharmacies, dentists, hospitals, laboratory companies and other healthcare providers using dial-up, Internet and dedicated communication methods. We provide connectivity and transaction services through an integrated electronic transaction processing system. These services assist the group's customers in automating key administrative and clinical functions. In addition, Transaction Services provides automated patient billing services to providers, including statement printing and mailing services. This segment includes certain operations from the former Healtheon, and the ActaMed, MedE America, WebMD, Inc., Kinetra, Envoy and CareInsight acquisitions.

Physician Services or WebMD Medical Manager. We develop and market integrated physician practice management systems, including administrative, financial and clinical applications and services, primarily under The Medical Manager, Intergy and Medical Manager Network Services (Network Services) brands. These systems and services allow physician offices to automate their scheduling, billing and other administrative tasks, to maintain electronic medical records and to automate documentation of patient encounters. This segment includes operations of Medical Manager and subsequent acquisitions.

Portal Services or WebMD Health. We provide online healthcare information and related resources and services for consumers and healthcare professionals, both directly and through our relationships with leading general consumer Internet portals. We also provide online content for use by media and healthcare partners in their Web sites. We develop and sell online and offline programs for advertisers and sponsors, particularly those who are interested in influencing healthcare decisions. This segment includes certain operations from the former Healtheon and the ActaMed, WebMD, Inc., Medcast, OnHealth and Medscape acquisitions.

We evaluate the performance of our business segments based upon income or loss before restructuring, non-cash and other items. Non-cash and other items include depreciation, amortization, impairment charges, gain on investments, other income and non-cash expenses related to content and distribution services acquired in exchange for our equity securities in acquisitions and strategic alliances and stock compensation primarily related to stock options issued and assumed in connection with acquisitions. The accounting policies of the segments are the same as the accounting policies for the consolidated company. We record inter-segment revenues at rates comparable to those charged to third parties for comparable services.

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Results for the three and nine month periods ended September 30, 2002 and 2001 for each of our segments and a reconciliation to income (loss) from continuing operations is presented below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
Revenue				
Transaction services	\$ 115,026	\$ 110,695	\$ 350,157	\$ 344,348
Physician services	70,581	62,113	202,738	194,709
Portal services	19,851	15,908	54,991	54,560
Inter-segment eliminations and other, net	(5,257)	(3,588)	(15,218)	(8,104)
	<u>\$ 200,201</u>	<u>\$ 185,128</u>	<u>\$ 592,668</u>	<u>\$ 585,513</u>
Income (loss) before restructuring, non-cash and other items				
Transaction services	\$ 24,327	\$ 10,615	\$ 60,129	\$ 28,378
Physician services	7,174	3,437	19,660	15,332
Portal services	3,577	(18,564)	(3,479)	(66,826)
Corporate and other	(11,493)	(21,339)	(38,741)	(78,188)
Interest income	5,093	6,449	13,932	25,656
Interest expense	(2,819)	(69)	(5,675)	(269)
	<u>\$ 25,859</u>	<u>\$ (19,471)</u>	<u>\$ 45,826</u>	<u>\$ (75,917)</u>
Restructuring, non-cash and other items				
Depreciation and amortization	\$ (31,011)	\$ (751,487)	\$ (92,446)	\$ (2,266,357)
Impairment of long-lived and other assets		(3,826,893)		(3,826,893)
Non-cash content and distribution services and stock compensation	(12,818)	(26,482)	(41,117)	(96,414)
Restructuring and integration benefit (charge)	2,100	(267)	5,850	(220,161)
Gain on investments	681		6,547	
Other income	2,323		2,323	
Income tax benefit	12,887		12,887	
	<u>\$ 21</u>	<u>\$ (4,624,600)</u>	<u>\$ (60,130)</u>	<u>\$ (6,485,742)</u>

The following discussion is a comparison of the results of operations for the three and nine month periods ended September 30, 2002 to the three and nine month periods ended September 30, 2001.

Transaction Services. Revenues were \$115.0 million and \$350.2 million for the three and nine months ended September 30, 2002, an increase of \$4.3 million and \$5.8 million compared to a year ago. The increases were due to higher transaction volumes and the impact of the postal rate increase that was effective July 1, 2002 of approximately \$1.8 million for the three and nine months ended September 30, 2002. These increases were partially offset by the net reduction in revenues of \$6.7 million and \$16.1 million for the three and nine months ended September 30, 2002, respectively, when compared to those same periods a year ago. These reductions in revenue related to certain terminated products and relationships, such as hospital and laboratory connectivity relationships and consolidation of duplicate product offerings.

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Income before restructuring, non-cash and other items for the three and nine months ended September 30, 2002 increased by \$13.7 million or 129.2% and \$31.8 million or 111.9%, respectively, compared to a year ago. As a percentage of revenue, income before restructuring, non-cash and other items improved to 21.1% and 17.2% for the three and nine months ended September 30, 2002, respectively, compared to 9.6% and 8.2% a year ago. The improvement was a result of our consolidation

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and integration efforts which resulted in lower personnel and occupancy-related expenses and the elimination of certain unprofitable products and relationships.

We expect continued improvement in revenues and income before restructuring, non-cash and other items for Transaction Services throughout the balance of 2002, compared to last year.

Physician Services. Revenues were \$70.6 million and \$202.7 million for the three and nine months ended September 30, 2002, an increase of \$8.5 million and \$8.0 million, compared to those same periods a year ago. The increase in revenue for the three months ended September 30, 2002 is primarily attributable to an increase in Network Services revenues as well as higher systems sales and maintenance revenues compared to the same period a year ago. The increase in revenues during the nine months ended September 30, 2002 was largely due to higher Network Services revenues and higher maintenance revenues, partially offset by a decrease in system sales compared to the same period a year ago. The higher sales in the quarter ended September 30, 2002 reflect the full quarter impact of the June 2002 release of Intergy. The cumulative revenues from the 2001 and 2002 Acquisitions contributed \$1.3 million and \$4.4 million more in revenues for the three and nine months ended September 30, 2002, compared to a year ago.

Income before restructuring, non-cash and other items increased by \$3.7 million and \$4.3 million for the three and nine months ended September 30, 2002, respectively, compared to a year ago. As a percentage of revenue, income before restructuring, non-cash and other items was 10.2% and 9.7% for the three and nine months ended September 30, 2002 compared to 5.5% and 7.9% a year ago. These improvements related to changes in the mix of revenues offset by roll-out costs related to our new products.

We expect that revenue and income before restructuring, non-cash and other items for Physician Services will increase in 2002 compared to last year although the results for the balance of 2002 may be impacted by continued roll-out costs of new products in advance of revenue generation.

Portal Services. Revenues were \$19.9 million and \$55.0 million for the three and nine months ended September 30, 2002. Revenues increased by \$3.9 million and \$0.4 million for the three and nine months ended September 30, 2002, compared to a year ago. These changes in revenues were impacted by the acquisition of Medscape in late 2001, which contributed \$5.9 million and \$15.8 million in revenues, which was partially offset by the elimination of arrangements which generated barter revenue of \$5.8 million and \$17.3 million for the three and nine months ended September 30, 2001. Revenue from related parties was \$3.0 million during the nine months ended September 30, 2001. These revenues consist of services provided to News Corporation. Revenue from News Corporation ceased being considered from a related party as of February 15, 2001 when News Corporation surrendered our Series A convertible preferred stock.

Income before restructuring, non-cash and other items for the three months ended September 30, 2002 was \$3.6 million, compared to a loss of \$18.6 million a year ago. Losses before restructuring, non-cash and other items for the nine months ended September 30, 2002 and 2001 were \$3.5 million and \$66.8 million, respectively, a decline of \$63.3 million or 94.8% compared to a year ago. As a percentage of revenue, the income (loss) before restructuring, non-cash and other items improved to 18.0% and (6.3)% for the three and nine months ended September 30, 2002, compared to (116.7)% and (122.5)% a year ago. These improvements from our restructuring, integration and cost containment efforts have resulted in substantial reductions in personnel, marketing, advertising, content, distribution and other expenses.

We expect revenue for the three months ended December 31, 2002 will increase compared to the three months ended September 30, 2002 at a rate equal to or higher than the increase between the same quarters last year. Revenues have tended to be higher in the fourth quarter due to the timing of the product marketing initiatives of our customers. We expect income before restructuring, non-cash and other items will increase for the three months ending December 31, 2002 compared to the three months ended September 30, 2002 as a result of the increased revenues.

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Corporate and Other includes expenses shared across all segments, such as executive personnel, corporate finance, legal, human resources and risk management as well as the residual costs during the prior year periods related to the exit of discontinued products resulting from our restructuring and integration efforts. Corporate and other expenses declined to \$11.5 million and \$38.7 million during the three and nine month periods ended September 30, 2002 from \$21.3 million and \$78.2 million a year ago as a result of consolidating many duplicative corporate functions and the elimination of residual expenses related to discontinued products. These efforts resulted in reduced expenses in occupancy, personnel, outside services and other operating expenses.

Inter-Segment Eliminations and Other, Net. The increase in inter-segment eliminations for the three and nine months ended September 30, 2002, compared to a year ago, resulted from higher sales of Transaction Services products into the Physician Services customer base, offset by the elimination of \$1.8 million in revenues during the nine months ended September 30, 2001, from technology outsourcing and consulting relationships and other non-core products exited in 2001.

Liquidity and Capital Resources

We have incurred significant operating and net losses since we began operations and, as of September 30, 2002, we had an accumulated deficit of \$10.2 billion. We plan to continue to invest in acquisitions, strategic relationships, infrastructure and product development.

As of September 30, 2002, we had approximately \$152.0 million in cash and cash equivalents and short-term investments and working capital of \$238.9 million. Additionally, we had long-term investments of \$450.7 million in marketable debt securities and \$14.0 million in marketable equity securities. We invest our excess cash principally in U.S. Treasury obligations and federal agency notes and expect to do so in the future.

Cash provided by operating activities was \$76.3 million during the nine months ended September 30, 2002 compared to cash used in operating activities of \$87.5 million a year ago. The cash provided from operating activities was primarily a result of the net loss of \$47.3 million for the nine month period and net changes in operating assets and liabilities of \$15.4 million, offset by non-cash charges of \$134.3 million, respectively. The cash used in operating activities a year ago was primarily attributable to a net loss from continuing operations of \$6.5 billion, offset primarily by non-cash charges of \$6.4 billion. The non-cash charges consist of depreciation and amortization, impairment of long-lived and other assets, non-cash expenses related to content and distribution services and stock compensation, amortization of debt issuance costs and the non-cash portion of the restructuring and integration charge.

Cash used in investing activities was \$370.4 million for the nine months ended September 30, 2002, compared to cash provided by investing activities of \$92.3 million a year ago. Cash used in investing activities during the nine months ended September 30, 2002 primarily related to \$506.1 million of purchases of held-to-maturity and available-for-sale securities, partially offset by \$162.1 million of proceeds from the maturities, sales and redemption of available-for-sale and held-to-maturity securities. Cash provided by investing activities a year ago primarily related to maturities of short term marketable debt securities. Investments in property and equipment were \$16.8 million for the nine months ended September 30, 2002, compared to \$20.7 million a year ago.

Cash provided by financing activities was \$184.1 million during the nine months ended September 30, 2002, primarily related to the receipt of net proceeds of \$292.0 million from our offering of \$300.0 million aggregate principal amount of 3 1/4% Convertible Subordinated Notes. The Notes are convertible into an aggregate of approximately 32.4 million shares of common stock. We also received net proceeds of \$8.8 million related to exercises of employee stock options, offset by \$103.8 million used to repurchase 18.0 million shares of our common stock and \$10 million used to redeem our Series B Preferred Stock. Cash used in financing activities was \$5.1 million a year ago, primarily related to \$12.2 million used to repurchase shares of our common stock partially offset by \$9.5 million net proceeds from exercises of employee stock options.

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As of September 30, 2002, we did not have any material commitments for capital expenditures. Our principal commitments at September 30, 2002 consisted primarily of our commitments related to the \$300 million of Convertible Subordinated Notes, obligations under operating leases and guaranteed payments under our strategic agreements. We had entered into agreements that provided for us to make aggregate guaranteed payments in the following estimated amounts, net of sublease income, under operating leases and our strategic relationships. The lease amounts include leases identified in our restructuring and integration efforts.

Year Ending December 31,	Leases	Strategic Relationships	Total
	(In Millions)		
2002	\$ 24.1	\$ 6.0	\$ 30.1
2003	22.3	1.1	23.4
2004	20.2	0.5	20.7
2005	16.2	0.5	16.7
2006	13.8	0.5	14.3
Thereafter	56.0	0.1	56.1

We believe that we will have sufficient cash resources to meet our presently anticipated working capital and capital expenditure requirements, including the capital requirements related to the continued roll-out of our new products in 2002 and for the foreseeable future. Our future liquidity and capital requirements will depend upon numerous factors, including the success of the integration of our businesses, our existing and new application and service offerings, competing technological and market developments, potential future acquisitions and additional repurchases of our common stock. We may need to raise additional funds to support expansion, develop new or enhanced applications and services, respond to competitive pressures, acquire complementary businesses or technologies or take advantage of unanticipated opportunities. If required, we may raise such additional funds through public or private debt or equity financing, strategic relationships or other arrangements. There can be no assurance that such financing will be available on acceptable terms, if at all, or that such financing will not be dilutive to our stockholders.

Recent Accounting Pronouncements

In June 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities. SFAS No. 146 requires recording costs associated with exit or disposal activities at their fair values when a liability has been incurred. Under previous guidance, certain exit costs were accrued upon management's commitment to an exit plan, which is generally before an actual liability has been incurred. SFAS No. 146 is effective for exit or disposal activities initiated after December 31, 2002. We do not anticipate that SFAS No. 146 will have a material effect on our consolidated financial position or results of operations.

In June 2001, the FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations (SFAS 143), which establishes accounting standards for recognition and measurement of a liability for the costs of asset retirement obligations. Under SFAS 143, the future costs of retiring a tangible long-lived asset will be recorded as a liability at its present value when the retirement obligation arises, and will be amortized to expense over the life of the asset. We do not anticipate that SFAS No. 143 will have a material effect on our consolidated financial position or results of operations. We are required to adopt this standard on January 1, 2003.

On August 1, 2001, FASB issued SFAS No. 144, Accounting For Impairment of Long-Lived Assets. We adopted this pronouncement beginning January 1, 2002. SFAS No. 144 prescribes the accounting for long-lived assets (excluding goodwill) to be disposed of by sale. SFAS No. 144 retains the requirement of SFAS No. 121 to measure long-lived assets classified as held for sale at the lower of their carrying value or fair market value less the cost to sell. Therefore, discontinued operations are no longer measured on a net realizable basis, and future operating results are no longer recognized before they occur.

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The adoption of SFAS No. 144 did not have a significant impact on our financial condition or results of operations.

Effective January 1, 2002, we adopted EITF 01-14, Income Statement Characterization of Reimbursements Received for Out of Pocket Expenses Incurred, formerly FASB Staff Announcement Topic D-103 issued in November 2001, which requires reimbursements received for out-of-pocket expenses to be classified as revenue as opposed to being offset against the related expense. Application of EITF No. 01-14 is required for financial reporting periods beginning after December 15, 2001. Upon application, comparative financial statements for prior periods are required to be reclassified to comply with this guidance. As a result of applying EITF No. 01-14, we reclassified reimbursements we received for out-of-pocket expenses related to postage for customized billing statements mailed to patients on behalf of healthcare providers.

Factors That May Affect Our Future Financial Condition or Results of Operations

Our ability to generate revenue could suffer if we do not continue to update and improve our existing products and services and develop new ones

We must introduce new products and services and improve the functionality of our existing products and services in a timely manner in order to retain existing customers and attract new ones. However, we may not be successful in responding to technological developments and changing customer needs. The pace of change in the markets we serve is rapid and there are frequent new product and service introductions by our competitors and by vendors whose products and services we use in providing our own products and services. If we do not respond successfully to technological changes and evolving industry standards, our products and services may become obsolete. Technological changes may also result in the offering of competitive products and services at lower prices than we are charging for our products and services, which could result in our losing sales unless we lower the prices we charge.

We rely on a combination of internal development, strategic relationships, licensing and acquisitions to develop our products and services. The cost of developing new healthcare information technology products and services is inherently difficult to estimate. Our development of proposed products and services may take longer than originally expected, require more testing than originally anticipated and require the acquisition of additional personnel and other resources. In addition, there can be no assurance that the products we develop or license will be able to compete with the alternatives available to our customers. See We face significant competition for our products and services below.

New or newly integrated products and services will not become profitable unless they achieve sufficient levels of physician penetration and market acceptance

There can be no assurance that physicians and payers will accept from us new products and services or products and services that result from integrating existing and/or acquired products and services, including the products and services we are developing to integrate our transaction services and portal services into the physician office workflow, such as our handheld solution.

Even physicians and payers who are already our customers may not purchase new or newly integrated products or services, especially when they are initially offered. Physicians using our existing products and services may refuse to adopt new or newly integrated products and services when they have made extensive investments in hardware, software and training relating to those existing products and services. Similarly, other healthcare participants may not accept new or newly integrated products and services from us developed for their use. In addition, there can be no assurance that any pricing strategy that we implement for any such products and services will be economically viable or acceptable to the target markets. Failure to achieve broad penetration in target markets with respect to new or newly integrated products and services could have a material adverse effect on our business prospects.

Achieving market acceptance for new or newly integrated products and services is likely to require substantial marketing efforts and expenditure of significant funds to create awareness and demand by

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participants in the healthcare industry. In addition, deployment of new or newly integrated products and services may require the use of additional resources for training our existing sales force and customer service personnel and for hiring and training additional salespersons and customer service personnel. There can be no assurance that the revenue opportunities from new or newly integrated products and services will justify amounts spent for their development, marketing and roll-out.

Developments in the healthcare industry could adversely affect our revenues

Almost all of our revenues come from customers in various parts of the healthcare industry. Developments that result in a reduction of expenditures by customers or potential customers in the healthcare industry could have a material adverse effect on our business. The healthcare industry has changed significantly in recent years and we expect that significant changes will continue to occur. However, the timing and impact of developments in the healthcare industry are difficult to predict. Reductions in expenditures by healthcare industry participants could result from, among other things:

government regulation or private initiatives that affect the manner in which healthcare providers interact with patients, payers or other healthcare industry participants, including changes in pricing or means of delivery of healthcare products and services;

decreases in marketing expenditures by pharmaceutical companies or medical device manufacturers, including as a result of governmental regulation or private initiatives that discourage or prohibit promotional activities by pharmaceutical or medical device companies;

consolidation of healthcare industry participants;

reductions in governmental funding for healthcare; and

adverse changes in business or economic conditions affecting healthcare payers or providers, pharmaceutical companies, medical device manufacturers or other healthcare industry participants.

In addition, even if general expenditures by industry participants remain the same or increase, developments in the healthcare industry may result in reduced spending on information technology and services or in some or all of the specific segments of that market we serve or are planning to serve. Expectations of our customers regarding pending or potential developments may also affect their budgeting processes and spending plans. We cannot provide assurance that the markets for our products and services will expand and develop or that we will have adequate technical, financial and marketing resources to maintain or increase our share of these markets or to enter additional markets.

For additional discussion of the potential effects of regulatory matters on our business and on participants in the healthcare industry, see Government regulation could adversely affect our business below and the information contained under Business Government Regulation in our 2001 Annual Report on Form 10-K.

Government regulation could adversely affect our business

Healthcare Regulation General. The healthcare industry is highly regulated and is subject to changing political, regulatory and other influences. These factors affect the purchasing practices and operations of healthcare organizations as well as the behavior and attitudes of consumers. Federal and state legislatures and agencies periodically consider programs to reform or revise the United States healthcare system. These programs may contain proposals to increase governmental involvement in healthcare, lower reimbursement rates or otherwise change the environment in which healthcare industry participants operate. Healthcare industry participants may respond by reducing their investments or postponing investment decisions, including investments in our products and services. We are unable to predict future proposals with any certainty or to predict the effect they would have on our businesses.

Existing laws and regulations also could create liability, cause us to incur additional costs and restrict our operations. Many healthcare laws are complex, applied broadly and subject to interpretation by courts and other governmental authorities. In addition, many existing healthcare laws and regulations, when

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enacted, did not anticipate the products and services that we provide. However, these laws and regulations may nonetheless be applied to our products and services. Our failure, or the failure of our business partners, to accurately anticipate the application of these healthcare laws and regulations, or other failure to comply, could create liability for us, result in adverse publicity and negatively affect our businesses.

HIPAA. Under the Health Insurance Portability and Accountability Act, or HIPAA, Congress mandated a package of interlocking administrative simplification rules to establish standards and requirements for electronic transmissions of certain health information. As more fully described under *Business Government Regulation Health Insurance Portability and Accountability Act of 1996* in our 2001 Annual Report on Form 10-K, portions of these rules apply to our operations and create both risks and opportunities for our business. We are continuing to develop our HIPAA-ready solutions and our business strategy for marketing those solutions and related services. The effect of HIPAA, and the regulations issued pursuant to HIPAA, on our business is difficult to predict and there can be no assurances that we will adequately address the business risks created by HIPAA and its implementation or that we will be able to take advantage of any resulting business opportunities. We may incur significant expenses relating to compliance with HIPAA. Our ability to perform our transaction services in compliance with HIPAA and the cost to us of doing so will depend on, among other things, the status of the compliance efforts of our payer and provider customers and the extent of the need to adjust our systems and procedures in response to changes in their systems and procedures. In addition, our technological and strategic responses to HIPAA may result in conflicts with, or other adverse changes in our relationships with some healthcare industry participants, including some who are existing or potential customers for our products and services or existing or potential strategic partners. Furthermore, we are unable to predict what changes to HIPAA, or the regulations issued pursuant to HIPAA, will be made in the future or how those changes could affect our business or the costs of compliance with HIPAA.

Regulation of the Internet. The Internet and its associated technologies are subject to government regulation. For example, the Federal Trade Commission, or FTC, and many state attorneys general are applying federal and state consumer protection laws to require that the online collection, use and dissemination of data, and the presentation of Web site content, comply with certain standards for notice, choice, security and access. Our failure, or the failure of our business partners, to accurately anticipate the application of applicable laws and regulations, or any other failure to comply, could create liability for us, result in adverse publicity, or negatively affect our business. In addition, new laws and regulations, or new interpretations of existing laws and regulations, may be adopted with respect to the Internet or other online services covering user privacy, patient confidentiality, consumer protection and other issues, including pricing, content, copyrights and patents, distribution, and characteristics and quality of products and services. We cannot predict whether these laws or regulations will change or how such changes will affect our business. Government regulation of the Internet could limit the effectiveness of the Internet for the methods of healthcare e-commerce that we are providing or developing or even prohibit the sale of particular products and services.

Other Regulation. Other state and federal statutes and regulations may affect our operations. We carefully review our practices with regulatory experts in an effort to ensure that we are in compliance with all applicable state and federal laws. However, many of these laws are complex and changing, and the courts and other governmental authorities may take positions that are inconsistent with our practices. For more information regarding government regulation to which we are or may be subject, see *Business Government Regulation* in our 2001 Annual Report on Form 10-K.

We face significant competition for our products and services

The markets in which we operate are intensely competitive, continually evolving and, in some cases, subject to rapid technological change. We have many competitors, including:

healthcare information system vendors and support providers, including physician practice management system vendors and support providers;

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transaction processing companies, including those providing EDI and/or Internet-based services and those providing services through other means, such as paper and fax;

large information technology consulting service providers;

online services, portals or Web sites targeted to the healthcare industry, healthcare consumers and/or physicians generally;

consortiums of health insurance companies, dental insurance companies and pharmacy benefit management companies that have announced that they are developing electronic transaction services for use by their members and other potential customers;

publishers and distributors of traditional offline media, including those targeted to healthcare professionals, many of which have established or may establish their own Web sites or partner with other Web sites;

general purpose consumer online services and portals and other high-traffic Web sites that provide access to healthcare-related content and services;

public sector and non-profit Web sites that provide healthcare information without advertising or commercial sponsorships; and

vendors of healthcare information, products and services distributed through other means, including direct sales, mail and fax messaging.

We also compete, in some cases, with alliances formed by the above competitors, including alliances that are intended to allow the participants to pursue a strategy similar to our strategy of integrating transaction processing capabilities and portal services with physician practice management systems. Major software, hardware and information systems companies, both with and without healthcare companies as their partners, offer or have announced their intention to offer products or services that are competitive with some of our solutions, including wireless handheld solutions that will compete with ULTIA, our handheld solution.

In addition, there can be no assurance that healthcare payers and providers will continue to use WebMD Envoy and other independent companies to transmit healthcare transactions. Some of our existing payer and provider customers and some of our strategic partners compete with us or plan to do so or belong to alliances that compete with us or plan to do so. For example, some payers currently offer electronic data transmission services to healthcare providers that establish a direct link between the provider and payer, bypassing third party EDI service providers such as WebMD Envoy. Any significant increase in the utilization of direct links between healthcare providers and payers could have a material adverse effect on our business and results of operations. A significant portion of WebMD Envoy's transaction volume comes from the country's largest commercial payers. We cannot provide assurance that we will be able to maintain our existing links to these or other payers on satisfactory terms, if at all, or that we will be able to develop new links with additional payers.

Competitors of WebMD Envoy may, for periods of time, price competing transaction services at levels that produce little or no profit in order to seek to increase their market share with respect to those or related services. As a result, WebMD Envoy may experience reductions in the amount of its revenues as a result of decreases in either transaction volume or pricing, or a combination of both. For example, WebMD Envoy's pharmacy transaction transmission services have recently been subject to pricing pressures and the volume of or revenue from these transactions transmitted by WebMD Envoy may decline.

WebMD Health faces competition both in attracting members and visitor traffic and in generating revenue from advertisers, sponsors and others. We compete with numerous companies and organizations for the attention of healthcare professionals and consumers including traditional offline media such as network and cable television, print journals, conferences, continuing medical education programs and symposia. We also face significant competition from online information resources. There are thousands of

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healthcare-related Web sites on the Internet. In addition, there are many companies that provide non-Internet based marketing and advertising services to the healthcare industry. These competitors include advertising agencies, consulting firms, marketing and communications companies and contract sales and marketing organizations. In addition, to the extent that we are successful in increasing revenue from our portals, competition for our portals audience and for the potential sources of revenue are likely to increase.

Many of our competitors have greater financial, technical, product development, marketing and other resources than we do. These organizations may be better known than we are and have more customers than we do. We cannot provide assurance that we will be able to compete successfully against these organizations or any alliances they have formed or may form.

WebMD Envoy's transaction volume and financial results could be adversely affected if we do not maintain relationships with practice management system vendors and large submitters of healthcare EDI transactions

To market and increase the usage of our WebMD Envoy transaction services, we have developed relationships with practice management system vendors and large submitters of healthcare claims. WebMD Medical Manager is a competitor of these practice management system vendors. These vendors, as a result of our ownership of WebMD Medical Manager or for other reasons, may choose in the future to diminish or terminate their relationships with WebMD Envoy. Some other large submitters of claims compete with, or may have significant relationships with entities that compete with, WebMD Envoy or WebMD Health. To the extent that we are not able to maintain mutually satisfactory relationships with the larger practice management system vendors and large submitters of healthcare EDI transactions, WebMD Envoy's transaction volume and financial results could be adversely affected.

WebMD Envoy's transaction volume and financial results could be adversely affected if payers and providers conduct EDI transactions without using a clearinghouse

There can be no assurance that healthcare payers and providers will continue to use WebMD and other independent companies to transmit healthcare transactions. Some payers currently offer electronic data transmission services to healthcare providers that establish a direct link between the provider and payer, bypassing third party EDI service providers such as WebMD Envoy. Any significant increase in the utilization of direct links between healthcare providers and payers could have a material adverse effect on WebMD Envoy's transaction volume and financial results. We cannot provide assurance that we will be able to maintain our existing links to payers or develop new connections on satisfactory terms, if at all.

Our ability to generate sufficient advertising and sponsorship revenue from our portal services is unproven

We derive a portion of our revenues from advertising and sponsorships on our Web sites and other Web sites that license our content. The Internet advertising and sponsorship market is new and rapidly evolving, and no standards have been widely accepted to measure its effectiveness as compared to traditional media advertising. Demand for Internet advertising in general has, during the past year, been weaker than in prior periods and there can be no assurance that such demand will return to the levels seen previously. We cannot provide assurance that we will be able to generate sufficient advertising or sponsorship revenue from our portal services to make these services profitable.

We are seeking to enter into relationships with advertisers and sponsors in which we will be compensated based on specific negotiated criteria designed to demonstrate the value of our portal services to the advertisers and sponsors. The amount of compensation that we receive from such arrangements is inherently difficult to estimate and may be less than we believed it would be at the time of entering into such arrangements and at the time of performing the services.

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Loss of a small number of key advertisers and sponsors could have a material adverse effect on our Portal Services revenues

A substantial portion of our Portal Services revenues come from a relatively small number of advertisers and sponsors. We expect this to continue in the future. Thus, the loss of one or a small number of relationships with key advertisers and sponsors or reduction of their purchases could have a material adverse effect on our Portal Services revenues. We may lose such relationships or experience a reduction in purchases if customers decide not to renew their commitments or renew at lower levels, which may occur if we fail to meet our customers' expectations or needs or to keep up with our competition or for reasons outside our control, including changes in economic and regulatory conditions affecting the healthcare industry or changes specific to the businesses of particular customers. See "Developments in the healthcare industry could adversely affect our revenues" and "Government regulation could adversely affect our business" above and the information contained under "Business Government Regulation" in our 2001 Annual Report on Form 10-K.

A new hardware and software platform being implemented by WebMD Health may not perform as expected

WebMD Health is in the process of implementing a new hardware and software platform for creating and delivering our Web sites. WebMD Health's new platform may not perform as expected, which could result in interruptions in WebMD Health's operation of our Web sites or an increase in response time of those sites if, for example, the new platform is unable to be scaled to handle required traffic loads or is incompatible or not sufficiently compatible with systems of third parties with which it must interface. Any significant interruption in WebMD Health's ability to operate our Web sites could have an adverse effect on its relationship with users and sponsors and, as a result, on its financial results. In addition, a new platform may be subject to security breaches or other failures that did not occur during testing of the platform, the occurrence of which could damage our reputation or result in liability.

Business combinations and other transactions may be difficult to complete and, if completed, may have negative consequences for our business and our securityholders

We intend to seek to acquire or to engage in business combinations with companies engaged in complementary businesses. In addition, we may enter into joint ventures, strategic alliances or similar arrangements with third parties. These transactions may result in changes in the nature and scope of our operations and changes in our financial condition. Our success in completing these types of transactions will depend on, among other things, our ability to locate suitable candidates and negotiate mutually acceptable terms with them, as well as the availability of financing. Significant competition for these opportunities exists, which may increase the cost of and decrease the opportunities for these types of transactions. Financing for these transactions may come from several sources, including:

cash and cash equivalents on hand and marketable securities,

proceeds from the incurrence of indebtedness, and

proceeds from the issuance of additional common stock, preferred stock, convertible debt or other securities.

Our issuance of additional securities could:

cause substantial dilution of the percentage ownership of our stockholders at the time of the issuance,

cause substantial dilution of our earnings per share, and

adversely affect the prevailing market price for our outstanding securities.

We do not intend to seek securityholder approval for any such acquisition or security issuance unless required by applicable law or regulation or the terms of existing securities.

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Our business will suffer if we fail to successfully integrate acquired businesses and technologies or to assess the risks in particular transactions

We have in the past acquired, and may in the future acquire, businesses, technologies, services, product lines and other assets. The successful integration of the acquired businesses and assets into our operations, on a cost-effective basis, can be critical to our future performance. The amount and timing of the expected benefits of any acquisition are subject to significant risks and uncertainties. These risks and uncertainties include, but are not limited to, those relating to:

our ability to maintain relationships with the customers of the acquired business;

our ability to cross-sell products and services to customers with which we have established relationships and those with which the acquired business has established relationships;

our ability to retain or replace key personnel;

potential conflicts in payer, provider, strategic partner, sponsor or advertising relationships;

our ability to coordinate organizations that are geographically diverse and may have different business cultures; and

compliance with regulatory requirements.

We cannot guarantee that any acquired businesses will be successfully integrated with our operations in a timely or cost-effective manner, or at all. Failure to successfully integrate acquired businesses or to achieve anticipated operating synergies, revenue enhancements or cost savings could have a material adverse effect on our business, financial condition and results of operations.

Although our management attempts to evaluate the risks inherent in each transaction and to value acquisition candidates appropriately, we cannot assure you that we will properly ascertain all such risks or that acquired businesses and assets will perform as we expect or enhance the value of our company as a whole. In addition, acquired companies or businesses may have larger than expected liabilities that are not covered by the indemnification, if any, we are able to obtain from the seller.

Our business could suffer if our software products and information technology systems contain errors, experience failures or do not meet customer expectations

The software products and information technology systems we offer are inherently complex. Despite testing and quality control, we cannot be certain that errors will not be found in prior versions, current versions or future versions or enhancements of our software products and information technology systems. We could face breach of warranty or other claims or additional development costs if our software contains undetected errors, or if our products experience failures, do not perform in accordance with their documentation, or do not meet the expectations that our customers have for them. Even if these claims do not result in liability to us, investigating and defending against them could be expensive and time consuming and could divert management's attention away from our operations. In addition, negative publicity caused by these events may delay market acceptance of our products and services, including unrelated products and services.

We could be subject to product liability claims if our products malfunction or provide inaccurate information

We provide products and services that assist in healthcare decision-making, including some that relate to patient medical histories and treatment plans. If these products malfunction or fail to provide accurate and timely information, we could be subject to product liability claims. Even if these claims do not result in liability to us, investigating and defending against them could be expensive and time consuming and could divert management's attention away from our operations. We attempt to limit, by contract, our liability for damages arising from negligence, errors or mistakes. However, contractual limitations on liability may not be enforceable in certain circumstances or may otherwise not provide sufficient protection

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to us from liability for damages. We maintain general liability insurance coverage, including coverage for errors and omissions. However, it is possible that claims could exceed the amount of our applicable insurance coverage. In addition, this coverage may not continue to be available on acceptable terms or may not be available in sufficient amounts.

We could lose customers and revenue if we fail to meet the performance standards in our contracts

Many of our customer contracts contain performance standards. If we fail to meet these standards, our customers may seek to terminate their agreements with us, withhold payments due to us, seek refunds from us of part or all of the fees charged under those agreements or initiate litigation or other dispute resolution procedures. Despite testing and quality control, we cannot be certain that we will meet these performance standards. To the extent we fail to achieve these standards, our revenues and customer relationships could be adversely affected.

Performance problems with WebMD Envoy's systems could adversely affect our business

Our payer and provider customer satisfaction and our business could be harmed if WebMD Envoy experiences delays, failures or loss of data in its systems. We currently process our payer and provider transactions and data at our facilities and at a data center in Tampa, Florida that is operated by Verizon Data Services. We have contingency plans for emergencies with our systems; however, we have limited backup facilities to process information if these facilities are not functioning. The occurrence of a major catastrophic event or other system failure at any of our facilities or at the Verizon facility could interrupt data processing or result in the loss of stored data, which could have a material adverse impact on our business.

WebMD Envoy's ability to provide transaction services depends on services provided by telecommunications companies

WebMD Envoy relies on a limited number of suppliers to provide some of the telecommunications services necessary for its transaction services. The telecommunications industry has been subject to significant changes as a result of changes in technology, regulation and the underlying economy. Recently, many telecommunications companies have experienced financial problems and some have sought bankruptcy protection. Some of these companies have discontinued telecommunications services for which they had contractual obligations to WebMD Envoy. WebMD Envoy's inability to source telecommunications services at reasonable prices due to a loss of competitive suppliers could affect its ability to maintain its margins until it is able to raise its prices to its customers and, if it is not able to raise its prices, could have a material adverse effect on its financial results.

Some of our services will not be widely adopted until broadband connectivity is more generally available

Some of our services and planned services require a continuous broadband connection between the physician's office and our data center and/or the Internet. The availability of broadband connectivity varies widely from location to location and even within a single geographic area, due to factors such as the distance of a site from the central switching office. The future availability of broadband connections is unpredictable and is not within our control. While we expect that many physician office locations will remain without ready access to broadband connectivity for some period of time, we cannot predict how long that will be. Accordingly, the lack of these broadband connections will continue to place limitations on the number of sites that are able to utilize our Internet-based services and the revenue we can expect to generate from those services.

If our systems or other systems that they interface with experience security breaches or are otherwise perceived to be insecure, our business could suffer

A security breach could damage our reputation or result in liability. We retain and transmit confidential information, including patient health information, in our processing centers and other facilities.

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It is critical that these facilities and infrastructure remain secure and be perceived by the marketplace as secure. We may be required to expend significant capital and other resources to protect against security breaches and hackers or to alleviate problems caused by breaches. Despite the implementation of security measures, this infrastructure or other systems that we interface with, including the Internet and related systems, may be vulnerable to physical break-ins, hackers, improper employee or contractor access, computer viruses, programming errors, attacks by third parties or similar disruptive problems. Any compromise of our security, whether as a result of our own systems or systems that they interface with, could reduce demand for our services.

Our Internet-based services are dependent on the development and maintenance of the Internet infrastructure

Our ability to deliver our Internet-based services is dependent on the development and maintenance of the infrastructure of the Internet by third parties. This includes maintenance of a reliable network backbone with the necessary speed, data capacity and security, as well as timely development of complementary products such as high-speed modems, for providing reliable Internet access and services. The Internet has experienced, and is likely to continue to experience, significant growth in the number of users and the amount of traffic. If the Internet continues to experience increased usage, the Internet infrastructure may be unable to support the demands placed on it. In addition, the performance of the Internet may be harmed by increased usage.

The Internet has experienced a variety of outages and other delays as a result of damages to portions of its infrastructure, and it could face outages and delays in the future. These outages and delays could reduce the level of Internet usage as well as the availability of the Internet to us for delivery of our Internet-based services. In addition, our customers who utilize our Web-based services depend on Internet service providers, online service providers and other Web site operators for access to our Web site. All of these providers have experienced significant outages in the past and could experience outages, delays and other difficulties in the future due to system failures unrelated to our systems. Any significant interruptions in our services or increases in response time could result in a loss of potential or existing users of and advertisers and sponsors on our Web site and, if sustained or repeated, could reduce the attractiveness of our services.

The performance of our business depends on attracting and retaining qualified executives and employees

Our performance depends on attracting and retaining key personnel, including executives, product managers, software developers and other technical personnel and sales and marketing personnel. Failure to do so could have a material adverse effect on the performance of our business and the results of our operations.

Our business may be subject to litigation

Our business and operations may subject us to claims, litigation and other proceedings brought by private parties and governmental authorities. For information regarding certain proceedings to which we are currently a party, see the information under **Legal Proceedings** in our 2001 Annual Report on Form 10-K.

Third parties may challenge the enforceability of our online agreements

The law governing the validity and enforceability of online agreements and other electronic transactions is evolving. We could be subject to claims by third parties that our online agreements with consumers and physicians that provide the terms and conditions for use of our portals are unenforceable. A finding by a court that these agreements are invalid could harm our business and require costly changes to our portals.

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Third parties may bring claims as a result of the activities of our strategic partners

We could be subject to claims by third parties, and to liability, as a result of the activities, products or services of our strategic partners. We state on our portals that we do not control or endorse the products or services of our strategic partners. However, there can be no assurance that the statements made in our portal will be found to be sufficient to ensure that we are not held responsible for such activities, products or services. Furthermore, even if these claims do not result in liability to us, investigating and defending these claims could be expensive, time-consuming and result in adverse publicity that could harm our business.

Third parties may bring claims against us as a result of content provided on our Web site, which may be expensive and time consuming to defend

We could be subject to third party claims based on the nature and content of information supplied on our Web site by us or third parties, including content providers, medical advisors or users. We could also be subject to liability for content that may be accessible through our Web site or third party Web sites linked from our Web site or through content and information that may be posted by users in chat rooms, bulletin boards or on Web sites created by professionals using our Web site application. Even if these claims do not result in liability to us, investigating and defending against these claims could be expensive and time consuming and could divert management's attention away from our operations.

Our intellectual property may be subject to infringement claims or may be infringed upon

Our intellectual property is important to our business. The steps we take to protect our intellectual property and proprietary information may prove to be inadequate and, whether or not adequate, may be expensive. There can be no assurance that we will be able to detect potential or actual misappropriation or infringement of our intellectual property or proprietary information. Even if we do detect misappropriation or infringement by a third party, there can be no assurance that we will be able to enforce our rights at a reasonable cost, or at all. In addition, our rights to intellectual property and proprietary information may not prevent independent third-party development and commercialization of competing products or services.

We could be subject to claims that we are misappropriating or infringing intellectual property or other proprietary rights of others. These claims, even if not meritorious, could be expensive to defend and divert management's attention from our operations. If we become liable to third parties for infringing these rights, we could be required to pay a substantial damage award and to develop non-infringing technology, obtain a license or cease selling the applications that contain the infringing intellectual property. We may be unable to develop non-infringing technology or obtain a license on commercially reasonable terms, or at all. We may also be required to indemnify our customers if they become subject to third party claims relating to intellectual property that we license or otherwise provide to them.

We have incurred and may continue to incur losses

We began operations in January 1996 and have incurred net losses from operations in each year since our inception. Although we generated positive earnings in the three months ended September 30, 2002 in accordance with generally accepted accounting principles, we incurred a loss for the nine months ended September 30, 2002 and expect to report a loss for the year ended December 31, 2002 in accordance with generally accepted accounting principles. We currently intend to continue to invest in infrastructure development, applications development, sales and marketing, and acquisitions in order to execute on our business plan and whether we continue to incur losses in a particular period will depend on, among other things, the amount of such investments and whether those investments lead to increased revenues.

We may not be able to raise additional funds when needed for our business or to exploit opportunities

Our future liquidity and capital requirements will depend upon numerous factors, including the success of the integration of our businesses, our existing and new applications and service offerings, competing technologies and market developments, potential future acquisitions and additional repurchases

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of our common stock. We may need to raise additional funds to support expansion, develop new or enhanced applications and services, respond to competitive pressures, acquire complementary businesses or technologies or take advantage of unanticipated opportunities. If required, we may raise such additional funds through public or private debt or equity financing, strategic relationships or other arrangements. There can be no assurance that such financing will be available on acceptable terms, if at all, or that such financing will not be dilutive to our stockholders.

The proposed disposition of Porex may not be completed in accordance with our expectations

Porex is being held for sale and accounted for as a discontinued operation in our financial statements. See Note 7 to the Consolidated Financial Statements included in this Quarterly Report. The proposed disposition of Porex has taken longer than originally expected. If the disposal process is not completed by the time we issue our 2002 financial results, Porex will be reclassified as a continuing operation in our financial statements.

Changes in our expectations regarding Porex's future financial performance or factors affecting valuations of businesses in general could result in future impairment charges with respect to Porex

Our estimate of the fair value of the assets and liabilities of Porex, as set forth on our most recent balance sheet, may be subject to change based on several factors. These factors include expectations regarding Porex's future financial performance and factors that affect valuations of companies in general, such as volatility in the financial markets and the availability and terms of financing for potential acquirors of companies. The financial performance of certain of Porex's subsidiaries is being negatively impacted by adverse economic conditions and increased competitive pressures. See *Until we dispose of Porex, we will be subject to risks associated with its business* Porex faces significant competition for its products and services below. The carrying value of Porex on our balance sheet may be subject to future impairment charges and, furthermore, a completion of the divestiture of Porex could result in a loss to the extent that the amount of the proceeds received is lower than our carrying value.

Until we dispose of Porex, we will be subject to risks associated with its business

Until the proposed disposition of Porex is completed, we will continue to operate that business and to be subject to additional risks associated with its business, which include:

Porex faces significant competition for its products and services. In the porous plastics area, Porex's competitors include other producers of porous plastic materials as well as companies that manufacture and sell products made from materials other than porous plastics which can be used for the same purposes as Porex's products. Porex's porous plastic pen nibs compete with felt and fiber tips manufactured by a variety of suppliers worldwide. Other Porex industrial products made of porous plastic compete, depending on the industrial application, with porous metals, metal screens, fiberglass tubes, pleated paper, resin-impregnated felt, ceramics and other substances and devices.

The market for Porex's injection molded solid plastic components and products, including its medical products, is highly competitive and highly fragmented. Porex's pipette tips and racks also compete with similar products manufactured by domestic and foreign manufacturers. Porex's injection molding and mold making services compete with services offered by numerous foreign and domestic companies. Porex is experiencing increasing competitive pressures with respect to the products and services referred to in this paragraph.

The MEDPOR® Biomaterial products compete for surgical use against autogenous and allograft materials and alloplastic biomaterials. Porex's surgical drains and markers compete against a variety of products from several manufacturers.

Many of Porex's competitors have greater financial, technical, product development, marketing and other resources than Porex does. We cannot provide assurance that Porex will be able to compete

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successfully against these companies or against particular products and services they provide or may provide in the future.

Healthcare regulation could adversely affect Porex. Porex manufactures and distributes medical/surgical devices, such as plastic and reconstructive surgical implants and tissue expanders, which are subject to government regulations, under the Federal Food, Drug and Cosmetic Act, or FDC Act, and additional regulations promulgated by the Food and Drug Administration, or the FDA. Future healthcare products may also be subject to these regulations and approval processes. Compliance with these regulations and the process of obtaining approvals can be costly, complicated and time-consuming, and we cannot assure you that these approvals will be granted on a timely basis, if ever.

Porex may not be able to source the raw materials it needs or may have to pay more for those raw materials. Porex relies on a limited number of suppliers to provide some of the raw materials that it uses to manufacture its products. If Porex cannot obtain adequate quantities of necessary materials from those suppliers, Porex may not be able to access alternative sources of supply within a reasonable period of time or at commercially reasonable rates. Porex's inability to acquire sufficient quantities of raw materials at a reasonable price would affect its ability to maintain its margins, which could have a material adverse effect on Porex's business and financial results.

The nature of Porex's products exposes it to product liability claims that may not be adequately covered by indemnity agreements or insurance. The products sold by Porex, whether sold directly to end-users or sold to other manufacturers for inclusion in the products that they sell, expose it to potential risk of product liability claims, particularly with respect to Porex's life sciences, clinical, surgical and medical products. Some of Porex's products are designed to be implanted in the human body for long periods of time. Design defects and manufacturing defects with respect to such products sold by Porex or failures that occur with the products of Porex's manufacturer customers that contain components made by Porex could result in product liability claims and/or a recall of one or more of Porex's products. Porex also manufactures products that are used in the processing of blood for medical procedures and the delivery of medication to patients. We believe that Porex carries adequate insurance coverage against product liability claims and other risks. We cannot assure you, however, that claims in excess of Porex's insurance coverage will not arise. In addition, Porex's insurance policies must be renewed annually. Although Porex has been able to obtain adequate insurance coverage at an acceptable cost in the past, we cannot assure you that in the future Porex will continue to be able to obtain adequate insurance coverage at an acceptable cost.

In many instances, Porex enters into indemnity agreements with its manufacturing customers. These indemnity agreements generally provide that these customers would indemnify Porex from liabilities that may arise from the sale of their products that incorporate Porex components to, or the use of such products by, end-users. While Porex generally seeks contractual indemnification from its customers, any such indemnification is limited, as a practical matter, to the creditworthiness of the indemnifying party. If Porex does not have adequate contractual indemnification available, product liability claims, to the extent not covered by insurance, could have a material adverse effect on its business, operating results and financial condition.

Since March 1991, Porex has been named as one of many co-defendants in a number of actions brought by recipients of silicone gel mammary implants. For more information regarding these actions, see the information under **Legal Proceedings** **Porex Mammary Implant Litigation** in our 2001 Annual Report on Form 10-K.

Environmental regulation could adversely affect Porex. Porex is subject to domestic and foreign environmental laws and regulations and is subject to scheduled and random checks by environmental authorities. Porex's business involves the handling, storage and disposal of materials that are classified as hazardous. Although Porex's safety procedures for handling, storage and disposal of these materials are designed to comply with the standards prescribed by applicable laws and regulations, Porex may be held liable for any environmental damages that result from Porex's operations. Porex may be required to pay fines, remediation costs and damages, which could have a material adverse effect on its results of operations.

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ITEM 3. *Quantitative and Qualitative Disclosures About Market Risk*

Interest Rate Sensitivity

The primary objective of our investment activities is to preserve principal and maintain adequate liquidity, while at the same time maximizing the yield we receive from our investment portfolio. This objective is accomplished by adherence to our investment policy, which establishes the list of eligible securities and credit requirements for each investment.

Changes in prevailing interest rates will cause the principal amount of the investment to fluctuate. To minimize this risk, we maintain our portfolio of cash equivalents, short-term investments and marketable securities in commercial paper, non-government debt securities, money market funds and highly liquid United States Treasury notes. We view these high grade securities within our portfolio as having similar market risk characteristics.

Principal amounts expected to mature are \$2.7 million, \$7.2 million, \$300.0 million and \$141.1 million during the remainder of 2002, 2003, 2004 and 2006, respectively. These include investments totaling \$155.0 million in federal agency notes that are callable subjecting us to interest rate risk on the reinvestment of these securities. We believe that the impact of any call and resulting reinvestment of proceeds would not have a material effect on our financial condition or results of operations.

We have not utilized derivative financial instruments in our investment portfolio.

Exchange Rate Sensitivity

Currently, substantially all of our sales and expenses are denominated in United States dollars; however, Porex is exposed to fluctuations in foreign currency exchange rates, primarily the rate of exchange of the United States dollar against the Euro. This exposure arises primarily as a result of translating the results of Porex's foreign operations to the United States dollar at exchange rates that have fluctuated from the beginning of the accounting period. Porex has not engaged in foreign currency hedging activities to date. Foreign currency translation gains (losses) were \$(0.2) million and \$1.7 million, during the three and nine month periods ended September 30, 2002, respectively, and \$1.0 million and \$0.4 million during the three and nine month periods ended September 30, 2001, respectively. The results of operations of Porex for the three and nine month periods ended September 30, 2001 were excluded from our consolidated statements of operations in accordance with EITF 87-11, Allocation of Purchase Price to Assets to be Sold. We believe that future exchange rate sensitivity related to Porex will not have a material effect on our financial condition or results of operations.

ITEM 4. *Controls and Procedures*

WebMD management, including the Chief Executive Officer and Chief Financial Officer, have conducted an evaluation of the effectiveness of WebMD's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based on that evaluation, which was completed during the 90 days prior to the date on which this Quarterly Report was filed with the Commission, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures are effective in ensuring that all material information required to be filed in this Quarterly Report has been made known to them in a timely fashion. There have been no significant changes in internal controls, or in factors that could significantly affect internal controls, subsequent to the date the Chief Executive Officer and Chief Financial Officer completed their evaluation.

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PART II

OTHER INFORMATION

ITEM 6. *Exhibits and Reports on Form 8-K*

(a) The exhibits listed in the accompanying Exhibit Index on page E-1 are filed as part of this Quarterly Report, other than Exhibits 99.1 and 99.2, which are being furnished to accompany this Quarterly Report solely for the purpose of complying with Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and shall not be deemed filed as part of this Quarterly Report.

(b) The following Current Report on Form 8-K was filed during the quarter ended September 30, 2002:

Current Report on Form 8-K filed July 19, 2002 regarding WebMD's Annual Meeting of Stockholders

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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.

WEBMD CORPORATION

By: /s/ ANTHONY VUOLO

Anthony Vuolo
*Executive Vice President and Chief
Financial Officer*

Date: November 8, 2002

CERTIFICATIONS PURSUANT TO

**SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Martin J. Wygod, certify that:

1. I have reviewed this quarterly report on Form 10-Q of WebMD Corporation;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) Designed such disclosure controls and procedures 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 quarterly report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the Evaluation Date); and
 - c) Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

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6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 8, 2002

/s/ MARTIN J. WYGOD

Martin J. Wygod
Chairman and Chief Executive Officer
(Principal executive officer)

I, Anthony Vuolo, certify that:

1. I have reviewed this quarterly report on Form 10-Q of WebMD Corporation;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) Designed such disclosure controls and procedures 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 quarterly report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the Evaluation Date); and
 - c) Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

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6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 8, 2002

/s/ ANTHONY VUOLO

Anthony Vuolo
Executive Vice President and Chief Financial Officer
(Principal financial officer)

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EXHIBIT INDEX

Exhibit No.	Description
3.1	Tenth Amended and Restated Certificate of Incorporation of Registrant, as currently in effect (incorporated by reference to Exhibit 3.1 to Registrant's Report on Form 8-K filed September 13, 2000), as amended by Certificate of Change of Registered Agent and Location of Registered Office (incorporated by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001)
3.2	Amended and Restated Bylaws of Registrant, as currently in effect (incorporated by reference to Exhibit 3.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001)
99.1	Statement of Chief Executive Officer of Registrant Pursuant to 18 U.S.C. § 1350
99.2	Statement of Chief Financial Officer of Registrant Pursuant to 18 U.S.C. § 1350