

Edgar Filing: RAMP CORP - Form 8-K/A

99.1 • Audited financial statements of Frontline as of and for the years ended December 31, 2002 and 2001, together with independent auditor's report.

• Unaudited financial statements of Frontline as of June 30, 2003 and for the six months ended June 30, 2003 and 2002.

99.2 • Unaudited pro forma condensed combined balance sheet as of June 30, 2003, giving pro forma effect to the Company's acquisition of Frontline as if it occurred on June 30, 2003.

• Unaudited pro forma condensed combined statements of operations for the year ended December 31, 2002 and the six months ended June 30, 2003, giving pro forma effect to the Company's acquisition of Frontline as if it occurred on January 1, 2002.

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.

RAMP CORPORATION

(Registrant)

Dated: January 26, 2004.

By: /s/ Mitchell Cohen

Mitchell Cohen

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit</u> <u>No.</u>	<u>Description Number</u>
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23	Consent of BDO Seidman, LLP, dated January 26, 2004.
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99.1	<ul style="list-style-type: none">• Audited financial statements of The Duncan Group, Inc. d/b/a Frontline Physicians Exchange ("Frontline") as of and for the years ended December 31, 2002 and 2001, together with independent auditor's report.• Unaudited financial statements of Frontline as of June 30, 2003 and for the six months ended June 30, 2003 and 2002.
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99.2	<ul style="list-style-type: none">• Unaudited pro forma condensed combined balance sheet as of June 30, 2003, giving pro forma effect to the Company's acquisition of Frontline as if it occurred on June 30, 2003.• Unaudited pro forma condensed combined statements of operations for the year ended December 31, 2002 and the six months ended June 30, 2003, giving pro forma effect to the Company's acquisition of Frontline as if it occurred on January 1, 2002.
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