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

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2002

OR

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

COMMISSION FILE NUMBER: 1-4219

ZAPATA CORPORATION
(Exact name of Registrant as specified in its charter)

STATE OF NEVADA (State or other jurisdiction of incorporation or organization)	C-74-1339132 (I.R.S. Employer Identification No.)
100 MERIDIAN CENTRE, SUITE 350 ROCHESTER, NY (Address of principal executive offices)	14618 (Zip Code)

(585) 242-2000
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [x] No [ ]

Number of shares outstanding (less treasury shares) of the Registrant's Common Stock, par value $0.01 per share, on May 1, 2002: 2,390,849

ZAPATA CORPORATION

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PART I -- FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS AND NOTES

ZAPATA CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	MARCH 31, 2002 (UNAUDITED)	DECEMBER 31, 2001
ASSETS		
Current assets:		
Cash and cash equivalents	$ 59,246	$ 62,477
Short-term investments	34,752	33,948
Accounts receivable, net	23,450	22,427
Inventories, net	32,757	37,670
Prepaid expenses and other current assets	1,236	1,979
Total current assets	151,441	158,501
Investments and other assets:		
Long-term investments, available for sale	8,946	--
Other assets	29,031	30,937
Total investments and other assets	37,977	30,937
Property and equipment, net	82,787	82,239
Total assets	$ 272,205	$ 271,677
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current maturities of long-term debt	$ 1,254	$ 1,296
Accounts payable	1,778	1,605
Accrued liabilities	20,449	21,864
Total current liabilities	23,481	24,765
Long-term debt	15,199	15,510
Other liabilities and deferred taxes	7,561	7,952
Minority interest	54,676	53,599
Total liabilities	100,917	101,826
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, ($.01 par), 200,000 shares authorized, 0 shares issued and outstanding as of March 31, 2002 and December 31, 2001	--	--
Preference stock, ($.01 par), 1,800,000 shares authorized, 0 shares issued and outstanding as of March 31, 2002 and December 31, 2001	--	--
Common stock, ($0.01 par), 16,500,000 shares authorized, 3,069,859 shares issued, and 2,390,849 shares outstanding on March 31, 2002 and December 31, 2001	31	31
Capital in excess of par value	161,881	161,869
Retained earnings	44,967	43,743
Treasury stock, at cost, 679,010 shares at March 31, 2002 and December 31, 2001	(31,668)	(31,668)
Accumulated other comprehensive loss	(3,923)	(4,124)
Total stockholders' equity	171,288	169,851
Total liabilities and stockholders' equity	$ 272,205	$ 271,677

The accompanying notes are an integral part of the condensed consolidated financial statements.

ZAPATA CORPORATION
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	THREE MONTHS ENDED MARCH 31,	
	2002	2001
Revenues	$ 23,479	$ 19,046
Cost of revenues	16,924	18,013
Gross profit	6,555	1,033
Operating expense:		
Selling, general and administrative	3,128	2,980
Contract termination settlement	--	(403)
Total operating expenses	3,128	2,577
Operating income (loss)	3,427	(1,544)
Other income (expense):		
Interest income, net	197	970
Realized loss on non-investment grade securities	--	(917)
Other	(52)	22
	145	75
Income (loss) before income taxes and minority interest	3,572	(1,469)
(Provision) benefit for income taxes	(1,270)	149
Minority interest in net (income) loss of consolidated subsidiary	(1,078)	163
Net income (loss) to common stockholders	$ 1,224	$ (1,157)
Income (loss) per share (basic and diluted)	$ 0.51	$ (0.48)
Weighted average common shares outstanding:		
Basic	2,391	2,390
Diluted	2,396	2,390

The accompanying notes are an integral part of the condensed consolidated financial statements.

ZAPATA CORPORATION
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)

	THREE MONTHS ENDED MARCH 31,	
	2002	2001
Cash flows from operating activities:		
Net income (loss)	$ 1,224	$ (1,157)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	2,528	2,165
Loss on disposal of assets	--	(86)
Provisions for losses on receivables	170	--
Additional minimum pension liability	231	--
Realized loss on non-investment grade securities	--	917
Minority interest in net income (loss) of consolidated subsidiary	1,078	(163)
Deferred income taxes	2,054	(149)
Changes in assets and liabilities:		
Accounts receivable	(1,032)	3,288
Inventories	4,913	9,373
Prepaid expenses and other current assets	89	647
Accounts payable	(415)	(1,504)
Accrued liabilities	(827)	(3,785)
Other assets and liabilities	(551)	(479)
Total adjustments	8,238	10,224
Net cash provided by operating activities	9,462	9,067
Cash flows from investing activities:		
Proceeds from disposition of assets, net	--	86
Purchase of short-term investments	(34,752)	(13,500)
Purchase of long-term investments	(8,994)	--
Proceeds of maturities of short-term investments	33,948	55,384
Capital expenditures	(2,542)	(168)
Net cash (used in) provided by investing activities	(12,340)	41,802
Cash flows from financing activities:		
Principal payments of short- and long-tem obligations	(353)	(299)
Net cash used in financing activities	(353)	(299)
Net (decrease) increase in cash and cash equivalents	(3,231)	50,570
Cash and cash equivalents at beginning of period	62,477	19,237
Cash and cash equivalents at end of period	$ 59,246	$ 69,807

The accompanying notes are an integral part of the condensed consolidated financial statements.

ZAPATA CORPORATION
NOTES TO UNAUDITED CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF OPERATIONS AND BASIS OF PRESENTATION

The unaudited condensed consolidated financial statements included herein have been prepared by Zapata Corporation ("Zapata" or the "Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. The financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly present such information. All such adjustments are of a normal recurring nature. Although Zapata believes that the disclosures are adequate to make the information presented not misleading, certain information and footnote disclosures, including a description of significant accounting policies normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted pursuant to such rules and regulations. These financial statements should be read in conjunction with the financial statements and the notes thereto included in Zapata's 2001 Annual Report on Form 10-K filed with the Securities and Exchange Commission. The results of operations for the periods from January 1, 2002 to March 31, 2002 are not necessarily indicative of the results for any subsequent quarter or the entire fiscal year ending December 31, 2002.

BUSINESS DESCRIPTION

Zapata Corporation is a holding company which currently operates in the food segment through its 61% owned subsidiary, Omega Protein Corporation ("Omega Protein" or "Omega"), which is the nation's largest marine protein company. In addition, Zapata holds approximately 98% of the outstanding stock of Zap.Com Corporation ("Zap.Com"), which is currently a public shell corporation.

Omega Protein produces and markets a variety of products produced from menhaden (herring-like fish found in commercial quantities in the U.S. coastal waters of the Atlantic Ocean and Gulf of Mexico) including regular grade and value added specialty fish meals, crude and refined fish oils and fish solubles. Omega's fish meal products are used as nutritional feed additives by animal feed manufacturers and by commercial livestock producers. Omega operates its own fleet of fishing vessels as well as four processing plants. Omega's crude fish oil is sold primarily to food producers in Europe, and its refined fish oil products, which are high in nutritionally desirable Omega-3 fatty acids, are used in a variety of foods for human consumption, as well as in aquaculture feeds and certain industrial applications. Fish solubles are sold as protein additives for animal feed and as organic fertilizers. Omega Protein is engaged in the marine protein business and its stock is traded on the New York Stock Exchange ("NYSE") under the symbol "OME."

Zap.Com was in the Internet industry and its stock is traded on the over-the-counter market on the NASD's OTC Electronic Bulletin Board under the symbol "ZPCM." In December 2000, the Zap.Com Board of Directors concluded that Zap.Com's operations were not likely to become profitable in the foreseeable future and, therefore, it was in the best interest of Zap.Com and its stockholders to cease all Internet operations. Since that date, Zap.Com has terminated all salaried employees, all signed agreements with web site owners who joined the ZapNetwork, and all third party contractual relationships entered into in connection with its Internet business.

NOTE 2. INVENTORIES

Inventories as of March 31, 2002 and December 31, 2001 is summarized as follows:

	MARCH 31, 2002	DECEMBER 31, 2001
	(IN THOUSANDS)	
Fish meal	$ 8,337	$ 19,221
Fish oil	4,056	9,128
Fish solubles	451	789
Off season cost	15,822	4,127
Other materials & supplies	4,091	4,405
Total inventory	$ 32,757	$ 37,670

Inventory at March 31, 2002 and December 31, 2001 is stated at the lower of cost or market. The elements of cost include plant and vessel related labor, utilities, rent, repairs and depreciation.

NOTE 3. LONG-TERM INVESTMENTS, AVAILABLE FOR SALE

As of March 31, 2002, the Company held available for sale securities with a total cost of approximately $9.0 million, market value of approximately $8.9 million and an unrealized loss of $48,000, which is reflected as a component of other comprehensive income, net of tax. These investment grade securities are obligations of the Federal Home Loan Bank, an agency of the U.S. Government. The Company held no long-term investments as of December 31, 2001.

NOTE 4. COMMITMENTS AND CONTINGENCIES

LITIGATION

A non-operating wholly-owned subsidiary of Zapata, Energy Industries, Inc., was named as a defendant in three cases commenced in 1996 and 1997 pending in the 83rd Judicial District Court of Upton County, Texas involving the death of one individual and personal injuries to two others. The cases resulted from an explosion and fire at a gas processing plant in Upton County caused by the failure of a valve cover. Zapata was named as a defendant in one of the cases. The owners of the plant have also filed a cross-claim against Energy Industries for property damage and lost profits resulting from the explosion and fire. Plaintiffs and the cross-plaintiff owners base their claim on a theory of manufacturing or design defect of the valve cover. Plaintiffs seek compensatory damages. Zapata and Energy Industries deny liability in each of the lawsuits, and have vigorously contested these matters and intend to vigorously defend against these actions. In January 2002, Zapata's primary insurance carrier for these lawsuits, for the first time, notified it that it did not believe that Zapata and Energy Industries had primary insurance coverage for the losses arising out of these incidents. The insurance carrier had been providing for the defense of these actions and had not reserved its rights with respect to that defense. Although the insurance carrier has disclaimed any obligation to indemnify Zapata or Energy Industries, it has agreed to continue providing a defense. Zapata has disputed the assertion that there is no primary insurance coverage. A loss of primary insurance coverage could jeopardize excess coverage that Zapata or Energy Industries has for these claims. These cases involve plaintiffs with very serious injuries, including death. While the results of any ultimate resolution of these lawsuits cannot be predicted, in the opinion of the Company's management, based upon discussions with defense counsel, any losses resulting from these matters will not have a material adverse effect on Zapata's results of operations, cash flow or financial position.

Zapata is involved in litigation relating to claims arising out of its past and current operations in the normal course of business. Zapata maintains insurance coverage against such potential ordinary course claims in an amount in which it believes to be adequate. While the results of any ultimate resolution cannot be predicted, in the opinion of Zapata's management, based upon discussions with counsel, any losses resulting from these matters will not have a material adverse effect on Zapata's results of operations, cash flow or financial position.

ENVIRONMENTAL MATTERS

The Company is subject to various possible claims and lawsuits regarding environmental matters. Management believes that costs, if any, related to these matters will not have a material adverse effect on the results of operations, cash flows or financial position of the Company.

NOTE 5. CONTRACT TERMINATION SETTLEMENT

Based on the Board resolution to terminate Internet operations, certain contracts entered into by the Company during its development stage were deemed to have no future value to the company. Accordingly, the Company recognized the expenses and associated accrued liabilities in the fourth quarter of 2000. In March of 2001, the Company favorably settled its disputes over two of its contracts. The Company reversed previous accruals of $403,000 as income resulting from the settlement amounts being less than the associated accrued liabilities.

NOTE 6. EARNINGS PER SHARE INFORMATION

Basic EPS was computed by dividing reported earnings (loss) available to common stockholders by the weighted average common shares outstanding during the quarter. Options to purchase 110,754 common shares at a weighted average price of $46.81 per share were outstanding for the three months ended March 31, 2002, but were not included in the computation of diluted EPS since the exercise price of the options was greater than the average market price of the common shares for the period. Options to purchase 100 common shares at a weighted average price of $16.88 were outstanding for the three months ended March 31, 2001 and were not included in the diluted EPS calculation as the effect would be antidilutive due to the net loss.

NOTE 7. COMPREHENSIVE INCOME (LOSS)

The components of other comprehensive income (loss) as of March 31, 2002 and 2001 are as follows:

	THREE MONTHS ENDED	
	MARCH 31, 2002 (UNAUDITED)	MARCH 31, 2001 (UNAUDITED)
	(IN THOUSANDS)	
Net income (loss)	$ 1,224	$ (1,157)
Unrealized loss on securities, net of tax effects	(30)	(4,553)
Minimum pension liability adjustment, net of tax effects	231	5
Total comprehensive income (loss)	$ 1,425	$ (5,705)

NOTE 8. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In July 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 141 "Business Combinations" and No. 142 "Goodwill and Other Intangible Assets." SFAS No. 141 requires that all business combinations be accounted for under the purchase method only and that certain acquired intangible assets in a business combination be recognized as assets apart from goodwill. SFAS No. 142 requires that ratable amortization of goodwill be replaced with periodic tests of the goodwill's impairment and that intangible assets other than goodwill be amortized over their useful lives. SFAS No. 141 is effective for all business combinations initiated after June 30, 2001, and the provisions of SFAS No. 142 are effective for all fiscal years beginning after December 15, 2001. The Company's adoption of the provisions of SFAS No. 141 and 142 on January 1, 2002 did not have a material impact on the Company's financial position or its results of operations.

In June 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations." SFAS No. 143 requires that obligations associated with the retirement of a tangible long-lived asset to be recorded as a liability when those obligations are incurred, with the amount of the liability initially measured at fair value. Upon initially recognizing a liability for an asset retirement obligation, an entity must capitalize the cost by recognizing an increase in the carrying amount of the related long-lived asset. Over time, the liability is accreted to its present value each period, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement. The provisions of SFAS No. 143 will be required to be adopted by the Company in Fiscal 2003. The Company has not determined what impact, if any, this statement will have on the Company's financial position or its results of operations.

In October 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." SFAS No. 144 addresses the accounting model for long-lived assets to be disposed of by sale and resulting implementation issues. This statement requires that those long-lived assets be measured at the lower of carrying amount or fair value less cost to sell, whether reported in continuing operations or in discontinued operations. This statement is effective for financial statements issued for fiscal years beginning after December 15, 2001. The

Company's adoption of the provisions of SFAS No. 144 on January 1, 2002 did not have a material impact on the Company's financial position or its results of operations.

NOTE 9. INDUSTRY SEGMENT AND GEOGRAPHIC INFORMATION

Prior to the sale of the Company's investment in the common stock of Viskase Corporation ("Viskase"), the sale of Charged Productions, Inc. ("Charged") and Zap.Com's discontinuance of its Internet operations, Zapata primarily operated in two industry segments: the Food segment, consisting of Omega Protein and Viskase and the Internet segment, consisting of Charged and Zap.Com.

Since the sale of Viskase, the food segment information has consisted exclusively of Omega Protein. Costs incurred during 2001 related to Zap.Com and Charged were primarily associated with wind-down and reporting activities. Accordingly, these costs were included within the Company's Internet segment for 2001. As of January 1, 2002, all activity related to Zap.Com is reported as a separate segment.

The following summarizes certain financial information of each segment for the three months ended March 31, 2002 and 2001:

	REVENUES	OPERATING INCOME/(LOSS)	TOTAL ASSETS
THREE MONTHS ENDED MARCH 31, 2002			
Food	$ 23,479	$ 4,487	$ 167,131
Zap.Com	--	(50)	2,188
Corporate	--	(1,010)	102,886
	$ 23,479	$ 3,427	$ 272,205
THREE MONTHS ENDED MARCH 31, 2001			
Food	$ 19,023	$ (498)	$ 156,608
Internet	23	(193)	3,214
Corporate	--	(853)	90,568
	$ 19,046	$ (1,544)	$ 250,390

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

Forward-looking statements in this Form 10-Q, future filings by the Company with the Securities and Exchange Commission ("Commission"), the Company's press releases and oral statements by authorized officers of the Company are intended to be subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that all forward-looking statements involve risks and uncertainty, including without limitation those identified from time to time in press releases and other communications with stockholders by the Company and the filings made with the Commission by the Company, Omega Protein Corporation ("Omega Protein" or "Omega") and Zap.Com Corporation ("Zap.Com"), such as those disclosed under the caption "Significant Factors That Could Affect Future Performance and Forward-Looking Statements" appearing in Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operation" of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 filed with the Commission or elsewhere in this report. The Company believes that forward-looking statements made by it are based on reasonable expectations. However, no assurances can be given that actual results will not differ materially from those contained in such forward-looking statements.

GENERAL

Zapata Corporation is a holding company which currently operates in the food segment through its 61% owned subsidiary, Omega Protein Corporation ("Omega Protein" or "Omega"), which is the nation's largest marine protein company. In addition, Zapata holds approximately 98% of the outstanding stock of Zap.Com Corporation ("Zap.Com"), which is currently a public shell corporation.

Omega Protein produces and markets a variety of products produced from menhaden (herring-like fish found in commercial quantities in the U.S. coastal waters of the Atlantic Ocean and Gulf of Mexico) including regular grade and value added specialty fish meals, crude and refined fish oils and fish solubles. Omega's fish meal products are used as nutritional feed additives by animal feed manufacturers and by commercial livestock producers. Omega operates its own fleet of fishing vessels as well as four processing plants. Omega's crude fish oil is sold primarily to food producers in Europe, and its refined fish oil products, which are high in nutritionally desirable Omega-3 fatty acids, are used in a variety of foods for human consumption, as well as in aquaculture feeds and certain industrial applications. Fish solubles are sold as protein additives for animal feed and as organic fertilizers. Omega Protein is engaged in the marine protein business and its stock is traded on the New York Stock Exchange ("NYSE") under the symbol "OME."

Zap.Com was in the Internet industry and its stock is traded on the over-the-counter market on the NASD's OTC Electronic Bulletin Board under the symbol "ZPCM." In December 2000, the Zap.Com Board of Directors concluded that Zap.Com's operations were not likely to become profitable in the foreseeable future and, therefore, it was in the best interest of Zap.Com and its stockholders to cease all Internet operations. Since that date, Zap.Com has terminated all salaried employees, all signed agreements with web site owners who joined the ZapNetwork, and all third party contractual relationships entered into in connection with its Internet business.

RESULTS OF OPERATIONS

Three Months Ended March 31, 2002 and 2001

Zapata experienced consolidated net income of approximately $1.2 million for the quarter ended March 31, 2002 compared to net loss of approximately $1.2 million for the quarter ended March 31, 2001.

Revenues. For the three months ended March 31, 2002, Zapata's consolidated revenues increased approximately 23% from the quarter ended March 31, 2001. The revenue increase was primarily due to higher sales prices of 18% and 79% for Omega Protein Corporation's fish meal and fish oil, respectively. Omega attributes the higher fish meal and fish oil prices to strong worldwide demand for protein meal and competing oil markets rebounding from historic low levels.

Cost of Revenues. Zapata's consolidated cost of revenues for the quarter ended March 31, 2002 was $16.9 million, a $1.1 million decrease from $18.0 million for the quarter ended March 31, 2001. Cost of sales primarily includes Omega Protein's direct fishing and processing costs. As a percent of revenues, cost of sales was 72% for the quarter ended March 31, 2002 as compared to 95% for the quarter ended March 31, 2001. The decrease in cost of sales as a percentage of revenues was primarily due to higher sales prices of 18% and 79% for Omega's fish meal and fish oil, respectively. Manufacturing costs remained relatively unchanged between the quarters.

Selling, General, and Administrative Expenses. Zapata's consolidated selling, general and administrative expenses increased $148,000 or 5% compared to the quarter ended March 31, 2001. This increase was primarily due to Omega Protein's increases in uncollectible accounts receivables, advertising expenses and employee related costs, partially offset by the decrease in expenses associated with the termination of the Company's Internet operations.

Contract Termination Settlement. There were no contract termination settlements in the quarter ended March 31, 2002. For the quarter ended March 31, 2001, Zap.Com favorably settled disputes over two of its contracts which had been reserved for in the fourth quarter of 2000 in connection with the termination of Internet operations. Accordingly, Zap.Com reversed previous accruals of $403,000 as income resulting from the settlement amounts being less than the associated accrued liabilities.

Interest Income, Net. Interest income decreased by $773,000 for the quarter ended March 31, 2002 as compared to the quarter ended March 31, 2001. The decrease was primarily due to lower interest rates on cash and cash equivalents and short-term investments as compared to the previous quarter.

Realized loss on non-investment grade securities. The Company did not incur any realized losses on non-investment grade securities for the quarter ended March 31, 2002. For the quarter ended March 31, 2001, Zapata had other than temporary write-downs related to investments in the corporate debt of Franks Nursery & Crafts, Inc. ("Franks") and Decora Industries, Inc. ("Decora"). Management deemed the decline in the fair value of the Company's investments in Franks and Decora to be "other than temporary" following both companies' announcements that they had filed for protection under Chapter 11 of the U.S. Bankruptcy Code. In connection with these impairments, the Company recognized a loss of approximately $917,000.

LIQUIDITY AND CAPITAL RESOURCES

Prior to Omega Protein's 1998 initial public offering, Zapata, as the sole stockholder of Omega Protein, caused cash to be moved between it and Omega Protein as each company had cash needs. As a result of the offering, Zapata and Omega Protein are now separate public companies. Similarly, since Zapata's distribution of Zap.Com shares to Zapata stockholders in November 1999, Zapata and Zap.Com are separate public companies. Accordingly, the capital resources and liquidity of Omega Protein and Zap.Com are legally independent of Zapata. The working capital and other assets of Omega Protein and Zap.Com are dedicated to their respective operations and are not expected to be readily available for the general corporate purposes of Zapata, except for any dividends that may be declared and paid to their respective stockholders. For the foreseeable future, Zapata does not expect to receive cash dividends on its Omega Protein or Zap.Com shares.

Zapata's current source of liquidity is its cash, cash equivalents and investments and the interest income it earns on its investments. Zapata expects these assets to continue to be a source of liquidity until it effects an acquisition. Zapata's investments consist of U.S. Government agency securities and cash equivalents. At March 31, 2002, the Company's cash, cash equivalents and U.S. Government agency securities were $102.9 million (including $30.1 million attributable to Omega Protein) as compared to $96.4 million (including $21.8 million attributable to Omega Protein) as of December 31, 2001. The increase in Zapata Corporation's cash, cash equivalents and U.S. Government agency securities was mainly attributable to increased cash balances at Omega Protein, partially offset by cash paid for operating expenses at the Corporate level.

Through June 2000, Zapata had invested its excess cash reserves in U.S. Government agency securities and cash equivalents. In June 2000, Zapata management believed that the non-investment grade debt market provided an opportunity for the Company to meet the funding requirements of its Internet business and corporate overhead activities while leveraging its available funds for future acquisitions. Specifically, Zapata management believed that this debt would yield sufficient income to support its direct operations and free-up capital otherwise committed for this purpose for deployment in future acquisitions. Based on the Company's decision to terminate its Internet operations and adverse non-investment grade market conditions, management decided to sell its non-investment grade securities during the second and third quarters of 2001. These sales resulted in losses from which the Company expects to receive a tax refund of approximately $7.9 million during 2002. Also in 2001, the Company

sold its investment in Viskase and expects to receive an associated tax refund of approximately $8.4 million during 2002.

In addition to its cash, cash equivalents, investments and interest income, Zapata has a potential secondary source of liquidity in its publicly traded securities of Omega Protein and Zap.Com. Zapata's holdings of Omega Protein and Zap.Com stock constitute "restricted stock" under SEC Rule 144 and may only be sold in the public market pursuant to an effective registration statement under the Securities Act of 1933 and under any required state securities laws or pursuant to an available exemption. These and other securities law restrictions could prevent or delay any sale by Zapata of these securities or reduce the amount of proceeds that might otherwise be realized therefrom.

Currently, all of Zapata's equity securities holdings are eligible for sale under Rule 144. Zapata also has demand and piggyback registration rights for its Omega Protein and Zap.Com shares and Zapata has registered with the SEC for resale 1,000,000 shares of Zap.Com common stock. As of the date of this report, it has not sold any of its Zap.Com shares and there is no assurance that it will or can sell these shares. Although Zap.Com is publicly traded, the market for its shares has to date been thin.

At March 31, 2002, Zapata had $16.5 million in consolidated indebtedness, all of which was Omega Protein's indebtedness. Zapata has not guaranteed nor otherwise agreed to be liable for the repayment of this debt.

Zapata's liquidity needs are primarily for operating expenses, litigation and insurance reserves, possible stock repurchases and acquisitions. Zapata also intends to invest a significant portion of its cash assets in operating businesses as soon as practicable. To pay for or fund these acquisitions, Zapata may need to raise additional capital through the issuance of equity or debt. There is no assurance, however, that such capital will be available at the time, in the amounts necessary or with terms satisfactory to Zapata.

The following tables summarizes information about Zapata's consolidated contractual cash obligations and other commercial commitments (in thousands) as of March 31, 2002 and the effect such obligations are expected to have on its consolidated liquidity and cash flow in future periods:

	PAYMENTS DUE BY PERIOD				
ZAPATA CONSOLIDATED CONTRACTUAL CASH OBLIGATIONS	Total	Less than 1 year	1 to 3 years	4 to 5 years	After 5 Years
Long Term Debt	$ 16,453	$ 1,254	$ 2,669	$ 3,007	$ 9,523
Operating Leases	1,508	573	680	255	--
Minimum Pension Liability	6,051	--	--	--	6,051
Total Contractual Cash Obligations	$ 24,012	$ 1,827	$ 3,349	$ 3,262	$ 15,574

	AMOUNT OF COMMITMENT EXPIRATION PER PERIOD				
ZAPATA CONSOLIDATED OTHER COMMERCIAL COMMITMENTS	Total	Less than 1 year	1 to 3 years	4 to 5 years	After 5 Years
Credit Facility (1)	$ 20,000	$ --	$ --	$ --	$ --
Standby Letters of Credit	1,900	1,900	--	--	--
Total Commercial Commitments	$ 21,900	$ 1,900	$ --	$ --	$ --

(1) As of March 31, 2002, Omega had no outstanding borrowings outstanding under the $20.0 million Credit Facility.

Because Zapata does not guarantee or otherwise assume any liability for Omega Protein or Zap.Com or have any investment commitments to either Omega Protein or Zap.Com, it is useful to separately review the cash obligations of Zapata exclusive of Omega and Zap.Com ("Zapata Corporate"). The following table summarizes information about Zapata Corporate's contractual cash obligations (in thousands) as of March 31, 2001, and the effects such obligations are expected to have on Zapata Corporate's liquidity and cash flow in future periods:

ZAPATA CORPORATE CONTRACTUAL CASH OBLIGATIONS	PAYMENTS DUE BY PERIOD Total	Less than 1 year	1 to 3 years	4 to 5 years	After 5 Years
Operating Leases	$ 631	$ 186	$ 445	$ --	$ --
Minimum Pension Liability	201	--	--	--	201
Total Contractual Cash Obligations	$ 832	$ 186	$ 445	$ --	$ 201

Zapata's management believes that these liabilities have no material impact on Zapata Corporate's liquidity and capital resources. As of the date of this report, Zapata Corporate had no other commercial commitments which may impact its capital resources and liquidity.

In the absence of unforeseen developments, Zapata believes that it has sufficient liquidity to fund its operating expenses and other operational requirements at least for the 12 months following the date of this report.

SUMMARY OF CASH FLOWS

The following table summarizes Zapata's consolidated cash flow information (in thousands):

ZAPATA CONSOLIDATED	THREE MONTHS ENDED MARCH 31, 2002	THREE MONTHS ENDED MARCH 31, 2001
CASH PROVIDED BY (USED IN)		
Operating activities	$ 9,462	$ 9,067
Investing activities	(12,340)	41,802
Financing activities	(353)	(299)
Net increase (decrease) in cash and cash equivalents	$ (3,231)	$ 50,570

Net cash provided by operating activities

Consolidated cash provided by operating activities increased slightly during the three months ended March 31, 2002 as compared to the same period in the prior year. The modest increase was primarily due to Omega Protein's generation of net income during the quarter.

Net cash (used in) provided by investing activities

Consolidated cash used in investing activities decreased during the three months ended March 31, 2002 as compared to the same period in the prior year. Variations in Zapata Corporate's net cash (used in) provided by investing activities are typically the result of the change in the mix of cash and cash equivalents and short and long-term investments during the period. All highly liquid investments with original maturities of three months or less are considered to be cash equivalents and all investments with original maturities of greater than three months are classified as either short or long-term investments. Accordingly, the decrease was primarily due to the increase in purchases of short-term investments during the quarter as compared to the same period in the prior year, and the purchase of long-term investments during the current quarter.

Net cash used in financing activities

Consolidated cash used in financing activities increased slightly during the three months ended March 31, 2002 as compared to the same period in the prior year. The modest increase was primarily due to an increase in Omega Protein's repayments of long-term obligations during the quarter as compared to the same period in the prior year.

Because Zapata's cash management activities are separate and distinct from those of Omega Protein and Zap.Com, it is useful to separately review Zapata Corporate's cash flows separately. The following table summarizes this cash flow information (in thousands):

ZAPATA CORPORATE	THREE MONTHS ENDED MARCH 31, 2002	THREE MONTHS ENDED MARCH 31, 2001
CASH PROVIDED BY (USED IN)		
Operating activities	$ (1,729)	$ 174
Investing activities	(9,804)	41,830
Financing activities	--	--
Net (decrease) increase in cash and cash equivalents	$ (11,533)	$ 42,004

Net cash used in (provided by) operating activities

Zapata Corporate's cash used in operating activities increased during the three months ended March 31, 2002 as compared to the same period in the prior year. The increase was primarily due to the timing of payments of certain payables and accruals and a reduction in interest income during the quarter as compared to the same period in the prior year.

Net cash (used in) provided by investing activities

Zapata Corporate had net cash used in investing activities during the three months ended March 31, 2002 as compared to net cash provided by investing activities during the same period in the prior year. The change from net cash provided by investing activities to net cash used in investing activities was primarily due to an increase in purchases in short-term investments and a decrease in proceeds from maturities of short-term investments during the quarter as compared to the same period in the prior year.

Net used in financing activities

Zapata Corporate had no cash provided by (used in) financing activities during the three months ended March 31, 2002 or March 31, 2001.

RECENT ACCOUNTING PRONOUNCEMENTS

In July 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 141 "Business Combinations" and No. 142 "Goodwill and Other Intangible Assets." SFAS No. 141 requires that all business combinations be accounted for under the purchase method only and that certain acquired intangible assets in a business combination be recognized as assets apart from goodwill. SFAS No. 142 requires that ratable amortization of goodwill be replaced with periodic tests of the goodwill's impairment and that intangible assets other than goodwill be amortized over their useful lives. SFAS No. 141 is effective for all business combinations initiated after June 30, 2001, and the provisions of SFAS No. 142 are effective for all fiscal years beginning after December 15, 2001. The Company's adoption of the provisions of SFAS No. 141 and 142 on January 1, 2002 did not have a material impact on the Company's financial position or its results of operations.

In June 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations." SFAS No. 143 requires that obligations associated with the retirement of a tangible long-lived asset to be recorded as a liability when those obligations are incurred, with the amount of the liability initially measured at fair value. Upon initially recognizing a liability for an asset retirement obligation, an entity must capitalize the cost by recognizing an increase in the carrying amount of the related long-lived asset. Over time, the liability is accreted to its present value each period, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement. The provisions of SFAS No. 143 will be required to be adopted by the Company in Fiscal 2003. The Company has not determined what impact, if any, this statement will have on the Company's financial position or its results of operations.

In October 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." SFAS No. 144 addresses the accounting model for long-lived assets to be disposed of by sale and resulting implementation issues. This statement requires that those long-lived assets be measured at the lower of carrying amount or fair value less cost to sell, whether reported in continuing operations or in discontinued operations. This statement is effective for financial statements issued for fiscal years beginning after December 15, 2001. The Company's adoption of the provisions of SFAS No. 144 on January 1, 2002 did not have a material impact on the Company's financial position or its results of operations.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The discussion and analysis of Zapata's financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect amounts reported therein. The estimates that require management's most difficult, subjective or complex judgments are described below. We believe that the critical judgments impacting the financial statements include:

- Litigation reserves,

- Valuation allowances for deferred income taxes,

- Benefit plan components,

- Omega's deferral of off-season costs,

- Omega's lower-of-cost-or-market inventory analysis, and

- Omega's accounting for self-insurance retentions.

The establishment of litigation reserves requires judgments concerning the ultimate outcome of pending litigation against the Company and its subsidiaries. In applying judgment, management utilizes opinions and estimates obtained from outside legal counsel.

The Company reduces its deferred tax assets to an amount that it believes is more likely than not to be realized. In so doing, the Company estimates future taxable income in determining if any valuation allowance is necessary.

On a consolidated basis, the Company has three defined benefit plans, under which participants earn a retirement benefit based upon a formula set forth in each plan. The Company records income or expense related to these plans using actuarially determined amounts that are calculated under the provisions of SFAS No. 87, "Employers' Accounting for Pensions." Key assumptions used in the actuarial valuations include the discount rate and the anticipated rate of return on plan assets. These rates are based on market interest rates, and therefore fluctuations in market interest rates could impact the amount of pension income or expense recorded for these plans.

Inventory is stated at the lower of cost or market. Omega Protein's fishing season runs from mid-April to the first of November in the Gulf of Mexico and from the beginning of May into December in the Atlantic. Government regulations preclude Omega Protein from fishing during the off-seasons.

Omega Protein's inventory cost system considers all costs associated with an annual fish catch and its processing, both variable and fixed and including both costs incurred during the off-season and during the fishing season. Omega Protein's costing system allocates cost to inventory quantities on a per unit basis as calculated by a formula that considers total estimated inventoriable costs for a fishing season (including off-season costs) to total estimated fish catch and the relative fair market value of the individual products produced. Omega Protein adjusts the cost of sales, off-season costs and inventory balances at the end of each quarter based on revised estimates of total inventoriable costs and fish catch. Omega Protein's lower-of-cost-or-market-value analyses at year-end and at interim periods compare the total estimated per unit production cost of Omega's expected production to the projected per unit market prices of the products. The impairment analyses involve estimates of, among other things, future fish catches and related costs, and expected commodity prices for the fish products. These estimates, which management believes are reasonable and supportable, involve estimates of future activities and events which are inherently imprecise and for which actual results may differ.

During the off-seasons, in connection with the upcoming fishing seasons, Omega Protein incurs costs (i.e., plant and vessel related labor, utilities, rent and depreciation) that are directly related to Omega's infrastructure. These costs accumulate in inventory and are applied as elements of the cost of production of Omega Protein's products

throughout the fishing season ratably based on Omega's monthly fish catch and the expected total fish catch for the season.

As mentioned previously, Omega Protein carries insurance for certain losses relating to its vessels and Jones Act liabilities for employees aboard its vessels (collectively, "Vessel Claims Insurance"). The typical Vessel Claims Insurance policy contains an annual aggregate deductible ("AAD") for which Omega remains responsible, while the insurance carrier is responsible for all applicable amounts which exceed the AAD. Omega Protein provides reserves for those portions of the AAD for which Omega remains responsible by using an estimation process that considers Omega Protein, Inc. specific and industry data as well as Omega Protein management's experience assumptions and consultation with outside counsel. Omega Protein management's current estimated range of liabilities related to such cases is based on claims for which Omega's management can estimate the amount and range of loss. Omega Protein has recorded the minimum estimated liability related to those claims, where there is a range of loss. As additional information becomes available, Omega will assess the potential liability related to its pending litigation and revise its estimates. Such revisions in estimates of the potential liability could materially impact Omega Protein's results of operation and financial position.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's investment policy is designed to continue to meet Zapata's liquidity needs by purchasing investment grade securities.

Zapata's investment grade securities include obligations of the U.S. Government or agencies thereof guaranteed by the U.S. Government, certificates of deposit and money market deposits. In addition, Omega Protein holds commercial paper with a rating of A-2 or P-2.

As of March 31, 2002, Zapata held $43.7 million in investment grade securities. Changes in interest rates affect the investment income the Company earns on its investment grade securities and, therefore, impacts its cash flows and results of operations. Due to the short duration and conservative nature of these instruments, the Company does not believe that the value of these instruments have a material exposure to interest rate risk.

In the normal course of business, the financial condition of the Company is exposed to minimal market risk associated with interest rate movements on Omega Protein's borrowings. A one percent increase or decrease in the levels of interest rates on variable rate debt would not result in a material change to the Company's results of operations.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

A non-operating wholly-owned subsidiary of Zapata, Energy Industries, Inc., was named as a defendant in three cases commenced in 1996 and 1997 pending in the 83rd Judicial District Court of Upton County, Texas involving the death of one individual and personal injuries to two others. The cases resulted from an explosion and fire at a gas processing plant in Upton County caused by the failure of a valve cover. Zapata was named as a defendant in one of the cases. The owners of the plant have also filed a cross-claim against Energy Industries for property damage and lost profits resulting from the explosion and fire. Plaintiffs and the cross-plaintiff owners base their claim on a theory of manufacturing or design defect of the valve cover. Plaintiffs seek compensatory damages. Zapata and Energy Industries deny liability in each of the lawsuits, and have vigorously contested these matters and intend to vigorously defend against these actions. In January 2002, Zapata's primary insurance carrier for these lawsuits, for the first time, notified it that it did not believe that Zapata and Energy Industries had primary insurance coverage for the losses arising out of these incidents. The insurance carrier had been providing for the defense of these actions and had not reserved its rights with respect to that defense. Although the insurance carrier has disclaimed any obligation to indemnify Zapata or Energy Industries, it has agreed to continue providing a defense. Zapata has disputed the assertion that there is no primary insurance coverage. A loss of primary insurance coverage could jeopardize excess coverage that Zapata or Energy Industries has for these claims. These cases involve plaintiffs with very serious injuries, including death. While the results of any ultimate resolution of these lawsuits cannot be predicted, in the opinion of the Company's management, based upon discussions with defense counsel, any losses resulting from these matters will not have a material adverse effect on Zapata's results of operations, cash flow or financial position.

Zapata is involved in litigation relating to claims arising out of its past and current operations in the normal course of business. Zapata maintains insurance coverage against such potential ordinary course claims in an amount in which it believes to be adequate. While the results of any ultimate resolution cannot be predicted, in the opinion of Zapata's management, based upon discussions with counsel, any losses resulting from these matters will not have a material adverse effect on Zapata's results of operations, cash flow or financial position.

ENVIRONMENTAL MATTERS

The Company is subject to various possible claims and lawsuits regarding environmental matters. Management believes that costs, if any, related to these matters will not have a material adverse effect on the results of operations, cash flows or financial position of the Company.

ITEM 2. CHANGES IN SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

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

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

11.0 Statement Regarding Computation of Per Share Earnings

(b) Reports on Form 8-K:

Zapata filed an 8-K on March 8, 2002, announcing the resignation of Malcolm I. Glazer as Chairman of the Board and as a director of the board and announcing the election of Darcie S.Glazer to the board.

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.

ZAPATA CORPORATION
(REGISTRANT)

Dated: May 10, 2002

By: /s/ Leonard DiSalvo

(Vice President and Chief Financial Officer)

STATEMENT REGARDING COMPUTATION OF PER SHARE EARNINGS

Exhibit 11.0

ZAPATA CORPORATION

Statement Regarding Computation of Per Share Earnings

	Three Months Ended March 31, 2002	Three Months Ended March 31, 2001
Net income (loss) (in thousands)	$ 1,224	$ (1,157)
Actual outstanding common shares at beginning of period	2,391	23,889
Effect of ten-for-one reverse stock split	--	(21,500)
Other adjustments	--	1
Weighted average common shares outstanding - basic	2,391	2,390
Net income (loss) per share - basic	$ 0.51	$ (0.48)
Dilutive effect of outstanding options	5	--
Weighted average common shares outstanding - diluted	2,396	2,390
Net income (loss) per share - diluted	$ 0.51	$ (0.48)