

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

**SCHEDULE 13G**  
**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b)(c), AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)**  
**(Amendment No. \_\_\_\_)\***

**CMGI, INC.**

\_\_\_\_\_  
(Name of Issuer)

Common Stock, par value \$0.01 per share

\_\_\_\_\_  
(Title of Class of Securities)

CUSIP No. 125750109

\_\_\_\_\_  
(CUSIP Number)

August 2, 2004

\_\_\_\_\_  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons R. Scott Murray  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
2,509,994

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6. Shared Voting Power  
2,521,616 (1)

EACH  
REPORTING  
PERSON

7. Sole Dispositive Power  
2,509,994

WITH

8. Shared Dispositive Power  
2,521,616 (1)

9. Aggregate Amount Beneficially owned by Each Reporting Person

5,031,610 (1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

1.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 2,521,616 shares held in The Murray 2003 Qualified Annuity Trust for the benefit of Mr. Murray's designees. Mr. Murray disclaims beneficial ownership disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

1. Names of Reporting Persons Timothy M. Adams  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
591,911(1)

6. Shared Voting Power

7. Sole Dispositive Power  
591,911(1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

591,911(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 424,389 shares issuable upon the exercise of options exercisable within 60 days of August 2, 2004.

1. Names of Reporting Persons Bank of America Corporation  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

- (a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power  
4,743,585

7. Sole Dispositive Power

8. Shared Dispositive Power  
4,746,585

9. Aggregate Amount Beneficially owned by Each Reporting Person

4,746,585

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

1.0%

12. Type of Reporting Person\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons BankAmerica Investment Corporation  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power  
4,018,257

6. Shared Voting Power

7. Sole Dispositive Power  
4,018,257

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

4,018,257

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.9%

12. Type of Reporting Person\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons Fleet National Bank  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

A Federally-chartered banking association

5. Sole Voting Power  
4,734

6. Shared Voting Power  
477,805

7. Sole Dispositive Power

8. Shared Dispositive Power  
485,539

9. Aggregate Amount Beneficially owned by Each Reporting Person

485,539

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person\*

BK

\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons Daniel F. Beck  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
479,414(1)

6. Shared Voting Power

7. Sole Dispositive Power  
479,414(1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

479,414(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 379,414 of shares issuable upon the exercise of options exercisable within 60 days of August 2, 2004.

1. Names of Reporting Persons      Canpartners Investments IV, LLC  
 I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

6. Shared Voting Power  
 1,834,552

7. Sole Dispositive Power

8. Shared Dispositive Power  
 1,834,552

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,834,552

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.4%

12. Type of Reporting Person\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT



1. Names of Reporting Persons Canyon Capital Advisors, LLC  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power  
1,834,552(1)

7. Sole Dispositive Power

8. Shared Dispositive Power  
1,834,552(1)

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,834,552(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.4%

12. Type of Reporting Person\*

IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) These shares are owned by Canpartners Investments IV, LLC ("CI"). Canyon Capital Advisors, LLC is the investment advisor to CI and has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of securities held by CI.

1. Names of Reporting Persons      Rory J. Cowan  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power 1,531,150
	6. Shared Voting Power
	7. Sole Dispositive Power 1,531,150
	8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,531,150

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.3%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons Robert T. Dechant  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power 670,087(1)
	6. Shared Voting Power
	7. Sole Dispositive Power 670,087(1)
	8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

670,087(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 223,360 shares issuable upon the exercise of options exercisable within 60 days of August 2, 2004.

1. Names of Reporting Persons Enterprise Associates, LLC  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power  
1,977,149

6. Shared Voting Power

7. Sole Dispositive Power  
1,977,149

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,977,149

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.4%

12. Type of Reporting Person\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons      IMS Health, Inc.  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power 1,977,149(1)
	6. Shared Voting Power
	7. Sole Dispositive Power 1,977,149(1)
	8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,977,149(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.4%

12. Type of Reporting Person\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) These shares are held by Enterprise Associates, LLC, a subsidiary of IMS Health, Inc.

1. Names of Reporting Persons      Vahram V. Erdekian  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

- (a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
178,966(1)

6. Shared Voting Power

7. Sole Dispositive Power  
178,966(1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

178,966(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Consists of shares issuable upon the exercise of options exercisable within 60 days of August 2, 2004.

1. Names of Reporting Persons Sheila M. Flaherty  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
524,893 (1)

6. Shared Voting Power

7. Sole Dispositive Power  
524,893 (1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

524,893 (1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 410,978 shares issuable upon the exercise of options exercisable within 60 days of August 2, 2004.

1. Names of Reporting Persons      Harding Holdings, Inc.  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Tennessee

5. Sole Voting Power  
NUMBER OF SHARES  
2,288,601

6. Shared Voting Power  
BENEFICIALLY OWNED BY

7. Sole Dispositive Power  
EACH REPORTING PERSON  
2,288,601

8. Shared Dispositive Power  
WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

2,288,601

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.5%

12. Type of Reporting Person\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT



1. Names of Reporting Persons Deborah A. Keeman  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
162,933(1)

6. Shared Voting Power

7. Sole Dispositive Power  
162,933(1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

162,933(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 127,311 shares issuable upon the exercise of options exercisable within 60 days of August 2, 2004.

1. Names of Reporting Persons          Jeremiah Kelly  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power 137,727(1)
	6. Shared Voting Power
	7. Sole Dispositive Power 137,727(1)
	8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

137,727(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Consists of shares issuable upon the exercise of options exercisable within 60 days of August 2, 2004.

1. Names of Reporting Persons Linwood A. Lacy  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power 617,148(1)
	6. Shared Voting Power
	7. Sole Dispositive Power 617,148(1)
	8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

617,148(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 152,554 shares issuable upon the exercise of options exercisable within 60 days of August 2, 2004.

1. Names of Reporting Persons Terence M. Leahy  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
3,894,763(1)

6. Shared Voting Power

7. Sole Dispositive Power  
3,894,763(1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

3,894,763(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.8%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 2,499,393 shares issuable upon the exercise of options exercisable within 60 days of August 2, 2004.

1. Names of Reporting Persons      Stephen D.R. Moore  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
1,257,979

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6. Shared Voting Power  
238,905(1)

EACH  
REPORTING  
PERSON

7. Sole Dispositive Power  
1,257,979

WITH

8. Shared Dispositive Power  
238,905(1)

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,496,884(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.3%

12. Type of Reporting Person\*

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 238,905 shares held in trust for the benefit of Mr. Moore's minor child, Alexander Moore. Mr. Moore disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

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1. Names of Reporting Persons      The Alexander S. Moore Trust Dtd. 6/5/96  
I.R.S. Identification No. of Above Persons (Entities Only)

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2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Massachusetts

---

5. Sole Voting Power  
238,905

6. Shared Voting Power

7. Sole Dispositive Power  
238,905

8. Shared Dispositive Power

---

9. Aggregate Amount Beneficially owned by Each Reporting Person

238,905

---

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

---

11. Percent of Class Represented by Amount in Row 9

0.1%

---

12. Type of Reporting Person\*

OO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons      The Abigail L. Moore Trust Dtd. 6/5/96  
I.R.S. Identification No. of Above Persons (Entities Only)

---

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Massachusetts

---

5. Sole Voting Power  
238,900

6. Shared Voting Power

7. Sole Dispositive Power  
238,900

8. Shared Dispositive Power

---

9. Aggregate Amount Beneficially owned by Each Reporting Person

238,900

---

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

---

11. Percent of Class Represented by Amount in Row 9

0.1%

---

12. Type of Reporting Person\*

OO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons OCM Mezzanine Fund, L.P.  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

- (a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power  
1,926,779

7. Sole Dispositive Power

8. Shared Dispositive Power  
1,926,779

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,926,779

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.4%

12. Type of Reporting Person\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT



1. Names of Reporting Persons		Oaktree Capital Management, LLC
I.R.S. Identification No. of Above Persons (Entities Only)		
2. Check the Appropriate Box if a Member of a Group*		
(a) <input type="checkbox"/>		
(b) <input checked="" type="checkbox"/>		
3. SEC Use Only		
4. Citizenship or Place of Organization		
Delaware		
5. Sole Voting Power		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. Shared Voting Power	
	1,926,779 (1)	
	7. Sole Dispositive Power	
	8. Shared Dispositive Power	
		1,926,779 (1)
9. Aggregate Amount Beneficially owned by Each Reporting Person		
1,926,779 (1)		
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*		
<input type="checkbox"/>		
11. Percent of Class Represented by Amount in Row 9		
0.4%		
12. Type of Reporting Person*		
IA		

\*SEE INSTRUCTIONS BEFORE FILLING OUT

- (1) Oaktree Capital Management, LLC (“Oaktree”), is a registered investment adviser under the Investment Advisers Act of 1940, as amended, acting as the general partner of OCM Mezzanine Fund, L.P., a Delaware limited partnership (the “Mezzanine Fund”). The Mezzanine Fund is the direct beneficial owner of 1,926,779 shares of the issuer’s common stock. Oaktree is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, David Kirchheimer, Sheldon M. Stone, D. Richard Masson, Larry W. Keele, Stephen A. Kaplan, Russel S. Bernard, John W. Moon, Kevin L. Clayton, and John B. Frank Each of such persons may be deemed a beneficial owner of the securities listed herein by virtue of such status as members of Oaktree. Except to the extent of their respective pecuniary interests therein, Oaktree and each such person disclaims beneficial ownership of the shares listed herein and the filing of this Schedule 13G shall not be construed as an admission that such person is the beneficial owner of any securities covered by this Schedule 13G.

1. Names of Reporting Persons Morton H. Rosenthal  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
6,212,930(1)

6. Shared Voting Power

7. Sole Dispositive Power  
6,212,930(1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

6,212,930(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

1.3%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Certain of these shares have been pledged to Corporate Software, Inc. (or its successor) as collateral for indebtedness incurred by Mr. Rosenthal.

1. Names of Reporting Persons Samuel C. Sichko (as Trustee of the Murray 2003 Qualified Annuity Trust)  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power  
2,521,616(1)

7. Sole Dispositive Power

8. Shared Dispositive Power  
2,521,616(1)

9. Aggregate Amount Beneficially owned by Each Reporting Person

2,521,616(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.5%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) This statement shall not be construed as an admission that the trustee is the beneficial owner of the shares held in the trust and the trustee expressly disclaims beneficial ownership of the shares.

1. Names of Reporting Persons      Watson Kendale Southerland  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
510,493(1)

6. Shared Voting Power

7. Sole Dispositive Power  
510,493(1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

510,493(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 297,812 shares issuable upon the exercise of options exercisable within 60 days of August 2, 2004.

1. Names of Reporting Persons Randy S. Stone  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power 156,629(1)
	6. Shared Voting Power
	7. Sole Dispositive Power 156,629(1)
	8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

156,629(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 156,629 shares issuable upon the exercise of options exercisable within 60 days of August 2, 2004.

1. Names of Reporting Persons David A. Tanner  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
352,634

6. Shared Voting Power

7. Sole Dispositive Power  
352,634

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

352,634

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 167,521 shares issuable upon the exercise of options exercisable within 60 days of August 2, 2004.

1. Names of Reporting Persons      The Murray 2003 Qualified Annuity Trust  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power  
2,521,616

6. Shared Voting Power

7. Sole Dispositive Power  
2,521,616

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

2,521,616

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.5%

12. Type of Reporting Person\*

OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

**Item 1(a). Name of Issuer:**

CMGI, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

1100 Winter Street  
Waltham, Massachusetts 02451

**Item 2(a). Name of Person Filing:**

This statement is being filed by R. Scott Murray, Timothy M. Adams, Bank of America Corporation, BankAmerica Investment Corporation, Fleet National Bank, Daniel F. Beck, Canpartners Investments IV, LLC, Canyon Capital Advisors, LLC, Rory J. Cowan, Robert T. Dechant, Enterprise Associates, LLC, IMS Health, Inc., Vahram V. Erdekian, Sheila M. Flaherty, Harding Holdings, Inc., Deborah A. Keeman, Jeremiah Kelly, Linwood A. Lacy, Terence M. Leahy, Stephen D.R. Moore, The Alexander S. Moore Trust Dtd. 6/5/96, The Abigail L. Moore Trust Dtd. 6/5/96, OCM Mezzanine Fund, L.P., Oaktree Capital Management, LLC, Morton H. Rosenthal, Samuel L. Sichko, W. Ken Southerland, Randy S. Stone, David A. Tanner and The Murray 2003 Qualified Annuity Trust (each a "Reporting Person" and collectively, the "Reporting Persons"). The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The agreement among the Reporting Persons to file jointly (the "Joint Filing Agreement") is attached hereto as Exhibit 1.

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

R. Scott Murray  
108 Dover Road  
Wellesley, MA 02482

Timothy M. Adams  
130 Wilsondale Street  
Westwood, MA 02090

BankAmerica Investment Corporation  
Bank of America Corporation  
Fleet National Bank  
231 S. LaSalle Street  
Chicago, IL 60697

Daniel F. Beck  
58 Hollis Street  
Groton, MA 01450



Canpartners Investments IV, LLC  
Canyon Capital Advisors, LLC  
9665 Wilshire Boulevard  
Suite 200  
Beverly Hills, CA 90212

Rory J. Cowan  
281 Fairhaven Hill Road  
Concord, MA 01742

Robert T. Dechant  
2 Shasta Drive  
N. Reading, MA 01864

Enterprise Associates, LLC  
IMS Health, Inc.  
c/o Venkon Group LLC  
325 Riverside Avenue  
Westport, CT 06880

Vahram V. Erdekian  
928 West Cliff Drive  
Santa Cruz, CA 05060

Sheila M. Flaherty  
177 Beacon Street, #4  
Boston, MA 02116

The Alexander S. Moore Trust Dtd. 6/5/96  
The Abigail L. Moore Trust  
Dtd. 6/5/96  
c/o Kevin O'Shea  
100 Federal Street  
Boston, MA 02110

Harding Holdings, Inc.  
4400 Harding Road  
Nashville, TN 37205

Deborah A. Keeman  
11 Emerson Road  
E. Walpole, MA 02032

Jeremiah Kelly  
8 Captain Ryder Road  
S. Yarmouth, MA 02664

Linwood A. Lacy  
2304 Cranborne Road  
Midlothian, VA 23113

Terence M. Leahy  
27 Meriam Street  
Lexington, MA 02420

Stephen D.R. Moore  
10 West Bellevue Avenue  
Cambridge, MA 02140

OCM Mezzanine Fund, L.P.  
Oaktree Capital Management, LLC  
1301 Avenue of the Americas  
34th Floor  
New York, NY 10019

Morton H. Rosenthal  
49 Washington Avenue  
Cambridge, MA 02140

Watson Kendale Southerland  
3595 Canton Road  
A-9 PMB 340  
Marietta, GA 30066

Randy S. Stone  
83 Viles Street  
Weston, MA 02493

David A. Tanner  
17 Windsor Road  
Dover, MA 02030

The Murray 2003 Qualified Annuity Trust  
Samuel C. Sichko, Trustee  
585 Commercial Street  
Boston, MA 02109-1024

**Item 2(c). Citizenship:**

The information contained in Item 6 of each of the cover pages hereto is incorporated by reference herein.

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.01 per share.

**Item 2(e). CUSIP Number:**

125750 10 9

**Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is:**

N/A

**Item 4. Ownership:**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially owned:

This Schedule 13G is being filed on behalf of the Reporting Persons who, along with BCIP Associates, BCIP Trust Associates, L.P., BCIP Trust Associates II, BCIP Trust Associates II-B, BCM Capital Partners, L.P., J.P. Morgan Partners (BHCA), L.P., Information Partners, Nicholas G. Nomicos, Sankaty Credit Opportunities, L.P., Sankaty High Yield Partners II, L.P., and Sankaty High Yield Partners III, L.P. (the "Other Persons"), may be deemed as a group with respect to the ownership of the common stock of the issuer as a result of the Reporting Persons or their affiliates and the Other Persons being signatories to that certain Stock Transfer Agreement, dated as of March 23, 2004 and that certain Stockholder Selling Agreement, dated as of August 2, 2004. The Reporting Persons, together with the Other Persons, may be deemed to beneficially own in the aggregate 62,521,577 shares of common stock of the issuer.

Neither the fact of this filing nor anything contained herein shall be deemed an admission by the Reporting Person that a group exists within the meaning of the Securities Exchange Act of 1934. Each Reporting Person disclaims beneficial ownership of common stock of the issuer directly beneficially owned by any other of the Reporting Persons or of the Other Persons except as noted in the cover pages hereto.

(b) Percent of class:

The Reporting Persons, together with the Other Persons, may be deemed to beneficially own in the aggregate 13.2% of common stock of the issuer, based on the number of shares of common stock of the issuer outstanding

as reported in the issuer's Form 10-Q for the quarter ended April 30, 2004 plus 68.6 million shares to be issued on August 2, 2004 as reported in the issuer's current report on Form 8-K dated August 2, 2004.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

Each Reporting Person possesses the sole power to vote or direct the vote of the number of shares referred to on the respective cover page for such reporting person.

(ii) Shared power to vote or to direct the vote:

Each Reporting Person possesses shared power to vote or direct the vote of the number of shares referred to on the respective cover page for such reporting person.

(iii) Sole power to dispose or to direct the disposition of:

Each Reporting Person possesses the sole power to dispose or direct the disposition of the number of shares referred to on the respective cover page for such reporting person.

(iv) Shared power to dispose or to direct the disposition of:

Each Reporting Person possesses the shared power to dispose or direct the disposition of the number of shares referred to on the respective cover page for such reporting person.

**Item 5. Ownership of Five Percent or Less of a Class:**

N/A

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

N/A

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:**

N/A

**Item 8. Identification of Members of the Group:**

This Schedule 13G Statement is being filed on behalf of each of the Reporting Persons pursuant to Rules 13d-1(c) and 13d-1(k)(1)(iii). The identity of each of the Reporting Persons is set forth in Item 2(a) hereof and the identity of each of the Other Persons is set forth in Item 4(a) hereof.

**Item 9. Notice of Dissolution of a Group:**

N/A

**Item 10. Certifications:**

By signing below each of the the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete and correct.

R. Scott Murray

By: /s/ R. Scott Murray

\_\_\_\_\_  
R. Scott Murray

Timothy M. Adams

By: /s/ R. Scott Murray

\_\_\_\_\_  
R. Scott Murray, Attorney-In-Fact

Bank of America Corporation

By: /s/ Charles F. Bowman

\_\_\_\_\_  
Charles F. Bowman, Senior Vice President

BankAmerica Investment Corporation

By: /s/ Julie Kunetka

\_\_\_\_\_  
Julie Kunetka, Senior Vice President

Fleet National Bank

By: /s/ Kevin C. O'Shea

\_\_\_\_\_  
Kevin C. O'Shea, Vice President

Daniel F. Beck

By: /s/ R. Scott Murray

\_\_\_\_\_  
R. Scott Murray, Attorney-In-Fact

Canpartners Investments IV, LLC

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Canyon Capital Advisors, LLC

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Rory J. Cowan

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Robert T. Dechant

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Enterprise Associates, LLC

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

IMS Health, Inc.

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Vahram V. Erdekian

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Sheila M. Flaherty

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

The Alexander S. Moore Trust Dtd. 6/5/96

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

The Abigail L. Moore Trust Dtd. 6/5/96

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Harding Holdings, Inc.

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Deborah A. Keeman

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Jeremiah Kelly

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Linwood A. Lacy

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Terence M. Leahy

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact



Stephen D.R. Moore

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

OCM Mezzanine Fund, L.P.

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Oaktree Capital Management, LLC

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Nicholas G. Nomicos

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Morton H. Rosenthal

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Samuel L. Sichko

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

W. Ken Southerland

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Randy S. Stone

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

David A. Tanner

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

The Murray 2003 Qualified Annuity Trust

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

**Exhibits**

1. Joint Filing Agreement
2. Power of Attorney for each of the Reporting Persons other than Bank of America Corporation, BankAmerica Investment Corporation and Fleet National Bank

**JOINT FILING AGREEMENT**

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to file with the Securities and Exchange Commission the Statement on Schedule 13G (the "Statement") to which this Agreement is attached as an exhibit, and any amendments thereto, and agree that such Statement, as so filed, is filed on behalf of each of them, and that any amendments thereto will be filed on behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this Agreement in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

/s/ Timothy M. Adams  
Signature

Timothy M. Adams  
Print Name

/s/ Daniel F. Beck  
Signature

Daniel F. Beck  
Print Name

Canpartners Investments IV, LLC

By: /s/ Joshua S. Friedman  
Signature

Joshua S. Friedman, Managing Director  
Print Name

Canyon Capital Advisors, LLC

/s/ Joshua S. Friedman  
Signature

Joshua S. Friedman, Managing Director  
Print Name

/s/ Rory J. Cowan

Signature

Rory J. Cowan

Print Name

/s/ Robert T. Dechant

Signature

Robert T. Dechant

Print Name

ENTERPRISE ASSOCIATES LLC

By: /s/ Venetia Kontogouris

Signature

Venetia Kontogouris

Print Name

IMS HEALTH INCORPORATED

By: /s/ Robert H. Steinfeld

Robert H. Steinfeld as Senior Vice President and Corporate Secretary

Print Name

/s/ Vahram Erdekian

Signature

Vahram Erdekian

Print Name

/s/ Sheila M. Flaherty

Signature

Sheila M. Flaherty

Print Name

FLEET NATIONAL BANK, TRUSTEE OF THE  
ABEGAIL L. MOORE TRUST

By: Kevin C. O'Shea, Vice President

/s/ Kevin C. O'Shea  
Signature

Kevin C. O'Shea  
Print Name

FLEET NATIONAL BANK, TRUSTEE OF THE  
ALEXANDER S. MOORE TRUST

By: Kevin C. O'Shea, Vice President

/s/ Kevin C. O'Shea  
Signature

Kevin C. O'Shea  
Print Name

HARDING HOLDINGS INC.

By: /s/ Mary K. Cavarra  
Signature

Mary K. Cavarra, Vice President  
Print Name

/s/ Deborah A. Keeman  
Signature

Deborah A. Keeman  
Print Name

/s/ Jeremiah Kelly  
Signature

Jeremiah Kelly  
Print Name

/s/ Linwood A. Lacy, Jr.

Signature

Linwood A. Lacy, Jr.

Print Name

/s/ Terence M. Leahy

Signature

Terence M. Leahy

Print Name

/s/ Stephen D.R. Moore

Signature

Stephen D.R. Moore

Print Name

/s/ R. Scott Murray

Signature

R. Scott Murray

Print Name

OCM MEZZANINE FUND, L.P.

By: Oaktree Capital Management, LLC, general partner

By: Robert E. Davis

/s/ Robert E. Davis

Signature

Robert E. Davis

Print Name

By: William B. Sacher

/s/ William B. Sacher

Signature

William B. Sacher

Print Name

Oaktree Capital Management, LLC

By: /s/ William Casperson  
Signature

William Casperson, Managing Director  
Print Name

By: /s/ William B. Sacher  
Signature

William B. Sacher, Managing Director  
Print Name

/s/ Morton H. Rosenthal  
Signature

Morton H. Rosenthal  
Print Name

/s/ Samuel C. Sichko  
Signature

Samuel C. Sichko  
Print Name

The Murray 2003 Qualified Annuity Trust

By: /s/ Samuel C. Sichko  
Signature

Samuel C. Sichko, Trustee  
Print Name

/s/ W. Ken Southerland  
Signature

W. Ken Southerland  
Print Name

/s/ Randy Stone

Signature

Randy Stone

Print Name

/s/ D.A. Tanner

Signature

David A. Tanner

Print Name



**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of R. Scott Murray, Nicholas G. Nomicos, Kevin Lanouette and Thomas Rosedale, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as member of a group that is a 5% stockholder of CMGI, Inc. (the "Company"), Schedule 13D or Schedule 13G, as the case may be (including any amendments thereto), in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Schedule 13D or Schedule 13G, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 13 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act or (ii) any liability of the undersigned for any failure to comply with such requirements.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D or Schedule 13G, as the case may be, in the undersigned's capacity as a member of a group that is a 5% stockholder of the Company, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23<sup>rd</sup> day of July, 2004.

/s/ Timothy M. Adams

---

Signature

Timothy M. Adams

---

Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of R. Scott Murray, Nicholas G. Nomicos, Kevin Lanouette and Thomas Rosedale, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as member of a group that is a 5% stockholder of CMGI, Inc. (the "Company"), Schedule 13D or Schedule 13G, as the case may be (including any amendments thereto), in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Schedule 13D or Schedule 13G, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 13 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act or (ii) any liability of the undersigned for any failure to comply with such requirements.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D or Schedule 13G, as the case may be, in the undersigned's capacity as a member of a group that is a 5% stockholder of the Company, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2<sup>nd</sup> day of August, 2004.

/s/ Daniel F. Beck

---

Signature

Daniel F. Beck

---

Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of R. Scott Murray, Nicholas G. Nomicos, Kevin Lanouette and Thomas Rosedale, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as member of a group that is a 5% stockholder of CMGI, Inc. (the "Company"), Schedule 13D or Schedule 13G, as the case may be (including any amendments thereto), in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Schedule 13D or Schedule 13G, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 13 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act or (ii) any liability of the undersigned for any failure to comply with such requirements.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D or Schedule 13G, as the case may be, in the undersigned's capacity as a member of a group that is a 5% stockholder of the Company, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21<sup>st</sup> day of July, 2004.

Canpartners Investments IV, LLC

/s/ Joshua S. Friedman

---

Signature

Joshua S. Friedman

---

Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of R. Scott Murray, Nicholas G. Nomicos, Kevin Lanouette and Thomas Rosedale, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as member of a group that is a 5% stockholder of CMGI, Inc. (the "Company"), Schedule 13D or Schedule 13G, as the case may be (including any amendments thereto), in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Schedule 13D or Schedule 13G, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 13 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act or (ii) any liability of the undersigned for any failure to comply with such requirements.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D or Schedule 13G, as the case may be, in the undersigned's capacity as a member of a group that is a 5% stockholder of the Company, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of July, 2004.

Canyon Capital Advisors, LLC

/s/ Joshua S. Friedman

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Signature

Joshua S. Friedman, Managing Director

---

Print Name



**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

/s/ Rory J. Cowan

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Signature

Rory J. Cowan

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Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

/s/ Robert T. Dechant

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Signature

Robert T. Dechant

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Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

/s/ Vahram Erdekian

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Signature

Vahram Erdekian

---

Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2<sup>nd</sup> day of August, 2004.

/s/ Sheila M. Flaherty

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Signature

Sheila M. Flaherty

---

Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

FLEET NATIONAL BANK, TRUSTEE OF  
THE ABEGAIL L. MOORE TRUST

By: Kevin C. O'Shea, Vice President

/s/ Kevin C. O'Shea

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Signature

Kevin C. O'Shea

---

Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

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FLEET NATIONAL BANK, TRUSTEE OF  
THE ALEXANDER S. MOORE TRUST

By: Kevin C. O'Shea, Vice President

/s/ Kevin C. O'Shea

---

Signature

Kevin C. O'Shea

---

Print Name



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The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 13 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act or (ii) any liability of the undersigned for any failure to comply with such requirements.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D or Schedule 13G, as the case may be, in the undersigned's capacity as a member of a group that is a 5% stockholder of the Company, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of July, 2004.

HARDING HOLDINGS INC.

By: Mary K. Cavarra, Vice President

/s/ Mary K. Cavarra

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Signature

Mary K. Cavarra

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Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of R. Scott Murray, Nicholas G. Nomicos, Kevin Lanouette and Thomas Rosedale, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as member of a group that is a 5% stockholder of CMGI, Inc. (the "Company"), Schedule 13D or Schedule 13G, as the case may be (including any amendments thereto), in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Schedule 13D or Schedule 13G, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

/s/ Deborah A. Keeman

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Signature

Deborah A. Keeman

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Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of R. Scott Murray, Nicholas G. Nomicos, Kevin Lanouette and Thomas Rosedale, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as member of a group that is a 5% stockholder of CMGI, Inc. (the "Company"), Schedule 13D or Schedule 13G, as the case may be (including any amendments thereto), in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of July, 2004.

/s/ Jeremiah Kelly

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Signature

Jeremiah Kelly

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Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of R. Scott Murray, Nicholas G. Nomicos, Kevin Lanouette and Thomas Rosedale, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as member of a group that is a 5% stockholder of CMGI, Inc. (the "Company"), Schedule 13D or Schedule 13G, as the case may be (including any amendments thereto), in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

/s/ Linwood A. Lacy, Jr.

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Signature

Linwood A. Lacy, Jr.

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Print Name



**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of R. Scott Murray, Nicholas G. Nomicos, Kevin Lanouette and Thomas Rosedale, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as member of a group that is a 5% stockholder of CMGI, Inc. (the "Company"), Schedule 13D or Schedule 13G, as the case may be (including any amendments thereto), in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of July, 2004.

/s/ Terence M. Leahy

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Signature

Terence M. Leahy

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Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of R. Scott Murray, Nicholas G. Nomicos, Kevin Lanouette and Thomas Rosedale, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as member of a group that is a 5% stockholder of CMGI, Inc. (the "Company"), Schedule 13D or Schedule 13G, as the case may be (including any amendments thereto), in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

/s/ Stephen D.R. Moore

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Signature

Stephen D.R. Moore

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Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of R. Scott Murray, Nicholas G. Nomicos, Kevin Lanouette and Thomas Rosedale, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as member of a group that is a 5% stockholder of CMGI, Inc. (the "Company"), Schedule 13D or Schedule 13G, as the case may be (including any amendments thereto), in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

/s/ R. Scott Murray

---

Signature

R. Scott Murray

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Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

OCM MEZZANINE FUND, L.P.

By: Oaktree Capital Management, LLC,  
general partner

By: /s/ Robert E. Davis

\_\_\_\_\_  
Signature

Robert E. Davis, Managing Director

\_\_\_\_\_  
Print Name

By: /s/ William B. Sacher

\_\_\_\_\_  
Signature

William B. Sacher, Managing Director

\_\_\_\_\_  
Print Name



**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of July, 2004.

Oaktree Capital Management, LLC

By: /s/ William Casperson

\_\_\_\_\_  
Signature

William Casperson, Managing Director

\_\_\_\_\_  
Print Name

By: /s/ William B. Sacher

\_\_\_\_\_  
Signature

William B. Sacher, Managing Director

\_\_\_\_\_  
Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

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(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 13 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act or (ii) any liability of the undersigned for any failure to comply with such requirements.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D or Schedule 13G, as the case may be, in the undersigned's capacity as a member of a group that is a 5% stockholder of the Company, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

/s/ Morton H. Rosenthal

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Signature

Morton H. Rosenthal

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Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of R. Scott Murray, Nicholas G. Nomicos, Kevin Lanouette and Thomas Rosedale, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as member of a group that is a 5% stockholder of CMGI, Inc. (the "Company"), Schedule 13D or Schedule 13G, as the case may be (including any amendments thereto), in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Schedule 13D or Schedule 13G, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

*/s/* Samuel C. Sichko

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Signature

Samuel C. Sichko

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Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of R. Scott Murray, Nicholas G. Nomicos, Kevin Lanouette and Thomas Rosedale, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

The Murray 2003 Qualified Annuity Trust

/s/ Samuel C. Sichko

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Signature

Samuel C. Sichko, Trustee

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Print Name



**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 2004.

/s/ W. Ken Southerland

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Signature

W. Ken Southerland

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Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of R. Scott Murray, Nicholas G. Nomicos, Kevin Lanouette and Thomas Rosedale, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

/s/ Randy Stone

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Signature

Randy Stone

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Print Name

**LIMITED POWER OF ATTORNEY  
FOR SECTION 13 REPORTING OBLIGATIONS**

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of August, 2004.

/s/ D.A. Tanner

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Signature

David A. Tanner

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Print Name