SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)
(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended April 30, 2001

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

Commission File Number 000-23262

CMGI, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	04-292133
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
100 BRICKSTONE SQUARE ANDOVER, MASSACHUSETTS	01810
(Address of principal executive offices)	(Zip Code)

(978) 684-3600
(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 of the issuer's common stock, as of June 12, 2001

Class	Number of shares outstanding
Common Stock, par value $.01 per share	346,160,895

CMGI, INC.
FORM 10-Q

INDEX

CMGI, Inc. and Subsidiaries
Consolidated Balance Sheets

(in thousands, except share and per share amounts)

	April 30, 2001 (Unaudited)	July 31, 2000
ASSETS		
Current assets:		
Cash and cash equivalents	$ 845,830	$ 639,666
Available-for-sale securities	121,435	1,595,011
Accounts receivable, trade, less allowance for doubtful accounts	130,548	232,104
Prepaid expenses and other current assets	118,660	105,094
Total current assets	1,216,473	2,571,875
Property and equipment, net	243,481	259,270
Investments in affiliates	556,085	583,648
Goodwill and other intangible assets, net of accumulated amortization	1,355,347	4,955,076
Other assets	201,490	187,238
	$ 3,572,876	$8,557,107
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Notes payable	$ 33,594	$ 523,022
Current installments of long-term debt	7,187	6,649
Accounts payable	96,769	128,627
Accrued income taxes	39,501	36,318
Accrued expenses	204,774	246,289
Deferred income taxes	70,389	392,340
Deferred revenues	21,962	27,898
Other current liabilities	21,866	100,627
Total current liabilities	496,042	1,461,770
Long-term debt, less current installments	224,003	228,023
Deferred income taxes	10,443	61,365
Other long-term liabilities	19,095	50,945
Minority interest	384,631	586,062
Commitments and contingencies		
Preferred stock, $0.01 par value. Authorized 5,000,000 shares; issued 375,000 Series C convertible, redeemable preferred stock at April 30, 2001 and July 31, 2000, dividend at 2% per annum; carried at liquidation value	388,750	383,140
Stockholders' equity:		
Common stock, $0.01 par value per share. Authorized 1,400,000,000 shares; issued and outstanding 345,491,900 shares at April 30, 2001 and 296,487,502 shares at July 31, 2000	3,455	2,965
Additional paid-in capital	7,149,773	6,190,182
Deferred compensation	(17)	(45,202)
Accumulated deficit	(5,024,797)	(857,814)
	2,128,414	5,290,131
Accumulated other comprehensive income (loss)	(78,502)	495,671
Total stockholders' equity	2,049,912	5,785,802
	$ 3,572,876	$8,557,107

see accompanying notes to interim unaudited consolidated financial statements

CMGI, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)
(in thousands, except per share amounts)

	Three months ended April 30, 2001	Three months ended April 30, 2000	Nine months ended April 30, 2001	Nine months ended April 30, 2000
Net revenue	$ 300,963	$ 233,144	$ 1,009,818	$ 520,802
Operating expenses:				
Cost of revenue	271,874	190,618	923,322	433,598
Research and development	35,621	49,671	133,383	101,283
In-process research and development	--	41,220	1,462	45,937
Selling	82,691	126,612	333,334	309,250
General and administrative	64,999	61,314	224,491	134,931
Amortization of intangible assets and stock-based compensation	213,714	465,287	1,345,731	889,157
Impairment of intangible assets	609,491	16,700	2,701,922	16,700
Restructuring charges	18,526	--	127,398	--
Total operating expenses	1,296,916	951,422	5,791,043	1,930,856
Operating loss	(995,953)	(718,278)	(4,781,225)	(1,410,054)
Other income (deductions):				
Interest income	12,517	14,430	44,432	30,950
Interest expense	(6,637)	(12,987)	(39,634)	(26,517)
Other gains (losses), net	(48,155)	213,537	72,271	428,035
Gain (loss) on issuance of stock by subsidiaries and affiliates	(432)	19,988	122,438	71,927
Equity in losses of affiliates	(9,948)	(10,290)	(39,376)	(15,719)
Minority interest, net	43,202	55,980	382,961	110,844
	(9,453)	280,658	543,092	599,520
Loss before income taxes	(1,005,406)	(437,620)	(4,238,133)	(810,534)
Income tax benefit	(42,130)	(9,581)	(76,760)	(79,508)
Net loss	(963,276)	(428,039)	(4,161,373)	(731,026)
Preferred stock accretion and amortization of discount	(1,829)	(2,170)	(5,609)	(9,333)
Net loss available to common stockholders	$ (965,105)	$(430,209)	$(4,166,982)	$ (740,359)
Basic and diluted loss per share	$(2.80)	$(1.53)	$(12.82)	$(2.94)
Shares used in computing basic and diluted loss per share:	344,186	281,936	324,999	251,560

see accompanying notes to interim unaudited consolidated financial statements

CMGI, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(in thousands)

	Nine months ended April 30, 2001	Nine months ended April 30, 2000
Cash flows from operating activities:		
Net loss	$(4,161,373)	$ (731,026)
Adjustments to reconcile net loss to net cash used for operating activities:		
Depreciation, amortization and impairment charges	4,148,495	944,253
Deferred income taxes	(77,537)	(289,685)
Non-operating gains, net	(194,709)	(499,962)
Equity in losses of affiliates	39,376	15,719
Minority interest	(382,961)	(110,844)
In-process research and development	1,462	45,937
Changes in operating assets and liabilities, excluding effects from acquired and divested subsidiaries:		
Trade accounts receivable	98,580	(73,902)
Prepaid expenses and other current assets	(30,777)	(37,791)
Accounts payable and accrued expenses	(37,459)	35,025
Deferred revenues	(10,138)	11,426
Refundable and accrued income taxes, net	(6,094)	29,858
Tax benefit from exercise of stock options	--	170,627
Other assets and liabilities	6,532	(9,779)
Net cash used for operating activities	(606,603)	(500,144)
Cash flows from investing activities:		
Additions to property and equipment	(91,347)	(130,176)
Proceeds from sale of property and equipment	35,779	--
Net proceeds from maturities of (purchases of) available-for-sale securities	20,971	(31,632)
Proceeds from liquidation of stock investments	954,453	1,007,883
Investments in affiliates	(64,941)	(232,565)
Cash impact of acquisitions and divestitures of subsidiaries	(14,432)	(182,426)
Other	(240)	(4,597)
Net cash provided by investing activities	840,243	426,487
Cash flows from financing activities:		
Net proceeds from (repayments of) obligations under capital leases	(40,476)	4,073
Net proceeds from (repayments of) notes payable	(2,082)	86,444
Repayments of long-term debt	(3,482)	(4,608)
Net proceeds from issuance of common stock	16,955	29,591
Net proceeds from issuance of stock by subsidiaries	6,535	163,533
Other	(4,926)	--
Net cash provided by (used for) financing activities	(27,476)	279,033
Net increase (decrease) in cash and cash equivalents	206,164	205,376
Cash and cash equivalents at beginning of period	639,666	468,912
Cash and cash equivalents at end of period	$ 845,830	$ 674,288

see accompanying notes to interim unaudited consolidated financial statements

A. BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared by CMGI, Inc. ("CMGI" or "the Company") in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). In the opinion of management, the accompanying consolidated financial statements contain all adjustments, consisting only of those of a normal recurring nature, necessary for a fair presentation of the Company's financial position, results of operations and cash flows at the dates and for the periods indicated. While the Company believes that the disclosures presented are adequate to make the information not misleading, these consolidated financial statements should be read in conjunction with the audited financial statements and related notes for the year ended July 31, 2000 which are contained in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission ("the SEC") on October 30, 2000 (as amended on December 8, 2000). The results for the three- and nine-month periods ended April 30, 2001 are not necessarily indicative of the results to be expected for the full fiscal year. Certain prior year amounts in the consolidated financial statements have been reclassified in accordance with US GAAP to conform to current year presentation.

Certain costs related to the purchase price of products sold, inbound and outbound shipping charges, packing supplies and other costs associated with marketplace business of the Company's eBusiness and Fulfillment segment are classified as cost of revenue. Certain costs related to fulfillment, including distribution and customer service center expenses for activities such as receiving goods and picking of goods for shipment within the Company's eBusiness and Fulfillment segment are classified as selling expenses.

B. NEW ACCOUNTING PRONOUNCEMENTS

In June 1998, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 133 (SFAS No. 133), Accounting for Derivative Instruments and Hedging Activities, which was later amended by SFAS No. 137, Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133 and by SFAS No. 138, Accounting for Certain Derivative Instruments and Certain Hedging Activities - an Amendment of FASB Statement No. 133 (as amended, SFAS No. 133). SFAS No. 133 establishes new standards of accounting and reporting for derivative instruments and hedging activities. SFAS No. 133 requires that all derivatives be recognized at fair value in the statement of financial position, and that the corresponding gains or losses be reported either in the statements of operations or as a component of comprehensive income, depending on the type of hedging relationship that exists. If the derivative is determined to be a hedge, depending on the nature of the hedge, changes in the fair value of derivatives are offset against the change in fair value of the hedged assets, liabilities, or firm commitments through the statements of operations or recognized in other comprehensive income until the hedged item is recognized in the statements of operations. The ineffective portion of a derivative's change in fair value is immediately recognized in earnings. The Company currently holds derivative instruments and engages in certain hedging activities, which have been accounted for as described in Note N. The Company adopted SFAS No. 133 on August 1, 2000 and recorded a transition gain, net of tax, of approximately $3.2 million during the first quarter of fiscal year 2001.

In December 1999, the SEC issued Staff Accounting Bulletin No. 101 "Revenue Recognition in Financial Statements" (SAB 101). SAB 101 expresses the views of the SEC staff in applying generally accepted accounting principles to certain revenue recognition issues. The Company is continuing to evaluate SAB 101. It is possible that the Company may recognize an adjustment for approximately $34.9 million in the fourth quarter of fiscal year 2001 upon adoption of SAB 101 to reflect a change in the recognition of certain revenues within the eBusiness and Fulfillment segment from a gross basis to a net basis. This potential adjustment would have no impact on operating loss.

C. OTHER GAINS (LOSSES), NET

The following schedule reflects the components of "Other gains (losses), net":

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2001	2000	2001	2000
(in thousands)				
Gain on sale of Terra Networks S.A. stock	$ --	$ --	$ 64,217	$ --
Gain on sale of Lycos common stock	--	--	357,356	--
Gain (loss) on sale of Open Market common stock	--	--	(1,182)	5,832
Gain on sale of Kana Communications common stock	--	--	135,289	--
Gain (loss) on sale of Yahoo! common stock	--	209,348	(3,245)	417,414
Gain (loss) on derivative and sale of hedged Yahoo! common stock	(1,493)	--	88,409	--
Gain on sale of Amazon.com common stock	--	4,189	--	4,189
Gain on sale of Critical Path common stock	--	--	70,900	--
Gain on sale of real estate	--	--	19,801	--
Loss on sale of PCCW stock	--	--	(358,855)	--
Loss on impairment of available-for-sale securities	(322)	--	(149,108)	--
Loss on sale of Raging Bull	--	--	(95,896)	--
Loss on impairment of investments in affiliates, net	(25,333)	--	(25,333)	--
Loss on sale of a majority interest in Signatures SNI, Inc.	(18,499)	--	(18,499)	--
Other	(2,508)	--	(11,583)	600
	$(48,155)	$213,537	$ 72,271	$428,035

During the nine months ended April 30, 2001, the Company sold marketable securities for total proceeds of approximately $947.1 million and recorded a net pre-tax gain of approximately $348.3 million on these sales. These sales primarily consisted of approximately 8.4 million shares of Lycos, Inc. common stock for proceeds of approximately $394.7 million, approximately 241.0 million shares of Pacific Century CyberWorks Limited (PCCW) stock for proceeds of approximately $190.2 million, approximately 3.7 million shares of Kana Communications, Inc. common stock for proceeds of approximately $137.6 million, approximately 6.8 million shares of Terra Lycos, S.A. (Terra Networks) stock for proceeds of approximately $78.3 million and approximately 1.3 million shares of Critical Path, Inc. common stock for proceeds of approximately $72.8 million.

During the nine months ended April 30, 2001, the Company recorded impairment charges related to its available-for-sale securities under the provisions of FASB No. 115, Accounting for Certain Investments in Debt and Equity Securities. These charges primarily consisted of approximately $49.3 million, $38.7 million, $29.6 million and $25.4 million of impairment charges related to the Company's holdings of Hollywood Entertainment, Inc., Marketing Services Group, Inc., Netcentives, Inc., and divine, inc. (formerly divine interVentures Inc.), respectively.

In January 2001, AltaVista, a majority-owned subsidiary of the Company, sold its subsidiary, Raging Bull, and recorded a net pre-tax loss of approximately $95.9 million. Also, in December 2000, AltaVista recorded a pre-tax gain of approximately $19.8 million on the sale of an office building.

During the nine months ended April 30, 2001, the Company recorded a net write-down of approximately $25.3 million related to certain investments in affiliates, which were considered impaired. In February 2001, the Company completed the sale of a majority interest in Signatures SNI, Inc (Signatures). The Company recorded a loss on the sale of approximately $18.5 million and retained a minority interest in Signatures. The Company will account for its investment under the equity method of accounting.

D. GAIN (LOSS) ON ISSUANCE OF STOCK BY SUBSIDIARIES AND AFFILIATES

During the nine months ended April 30, 2000, the Company sold approximately 8.0 million shares of Yahoo!, Inc. (Yahoo!) common stock, approximately 260,000 shares of Open Market, Inc. (Open Market) common stock and approximately 88,000 shares of Amazon.com Inc. (Amazon) common stock for total proceeds of approximately $1 billion. The Company recorded pre-tax gains of approximately $417.4 million, $5.8 million and $4.2 million on the sales of Yahoo!, Open Market and Amazon common stock, respectively.

During the nine months ended April 30, 2001, the Company recognized gains on issuance of stock by subsidiaries and affiliates primarily related to the issuance of approximately 14.9 million shares of common stock by Engage, Inc. (Engage), a majority-owned subsidiary of the Company, valued at approximately $225.7 million in its acquisitions of Space Media Holdings Limited (Space) and MediaBridge Technologies, Inc. (MediaBridge). The Company's ownership interest in Engage decreased from approximately 86% to approximately 77% primarily as a result of these stock issuances. The Company provided for deferred income taxes resulting from the gains on issuance of stock by Engage.

During the nine months ended April 30, 2000, the Company recognized a $51.9 million pre-tax gain on issuance of stock by a subsidiary related to NaviSite, Inc.'s (NaviSite) issuance of approximately 11.0 million shares of its common stock at a price of $7 per share in connection with its initial public offering. The Company's ownership interest in NaviSite decreased from approximately 90% to approximately 69% primarily as a result of these stock issuances.

E. BUSINESS COMBINATIONS

On August 31, 2000, Engage completed its acquisition of Space. The total purchase price for Space was valued at approximately $35.9 million consisting of approximately 3.2 million shares of Engage common stock valued at approximately $35.5 million and direct acquisition costs of approximately $425,000. Engage also recorded approximately $18.9 million in deferred compensation related to approximately 1.5 million shares of Engage common stock issuable to certain employee shareholders of Space contingent upon continued employment for a one year period following the date of acquisition. Lastly, contingent consideration, comprised of approximately 1.4 million shares of Engage common stock, has been placed in escrow to satisfy certain performance objectives by Space. At April 30, 2001, the probability that the performance goals will be attained is remote, and therefore it is unlikely that additional purchase price will be recorded.

On September 11, 2000, Engage completed its acquisition of MediaBridge. The total purchase price for MediaBridge was valued at approximately $219.1 million consisting of approximately 11.7 million shares of Engage common stock valued at approximately $190.2 million, options to purchase Engage common stock valued at approximately $31.1 million, direct acquisition costs of approximately $482,000 and net cash acquired of $2.6 million. Of the purchase price, $700,000 was allocated to in-process research and development, which was charged to operations during the first quarter of fiscal 2001. Engage also recorded approximately $7.0 million in deferred compensation related to stock options issued to certain MediaBridge employees. Approximately twelve percent of the shares issued are subject to an escrow period of one year to secure certain indemnification obligations of the former stockholders of MediaBridge. In the third quarter of fiscal 2001, Engage recorded a $2.9 million adjustment to the goodwill that was originally recorded for the MediaBridge acquisition. The adjustment related principally to accruing additional liabilities related to MediaBridge pre-acquisition contingencies. The additional goodwill recorded will be amortized over the remaining life of the goodwill amortization periods as originally determined for the MediaBridge acquisition.

The acquisitions completed during the first nine months of fiscal 2001 have been accounted for using the purchase method and, accordingly, the purchase prices have been allocated to the assets purchased and liabilities assumed based upon their fair values at the dates of acquisition. The amounts of the purchase prices allocated to goodwill and other identifiable intangible assets are being amortized on a straight-line basis over three years. The acquired companies are included in the Company's consolidated financial statements from the respective dates of acquisition.

Amortization of intangible assets and stock-based compensation consists of:

	Three months ended		Nine months ended	
	April 30,		April 30,	
(in thousands)	2001	2000	2001	2000
Amortization of intangible assets	$190,246	$419,992	$1,281,812	$837,101
Amortization of stock-based compensation	23,468	45,295	63,919	52,056
	$213,714	$465,287	$1,345,731	$889,157

The amortization of stock-based compensation for the three and nine months ended April 30, 2001 and 2000 would have been primarily allocated to general and administrative expense had the Company recorded the expense within the functional department of the employee or director.

F. IMPAIRMENT OF INTANGIBLE ASSETS

The Company's management performs on-going business reviews and, based on quantitative and qualitative measures, assesses the need to record impairment losses on long-lived assets used in operations when impairment indicators are present. Where impairment indicators were identified, management determined the amount of the impairment charge by comparing the carrying value of goodwill and certain other intangible assets to their fair value. Management determines fair value based on a combination of the discounted cash flow methodology, which is based upon converting expected future cash flows to present value, and the market approach, which includes analysis of market price multiples of companies engaged in lines of business similar to the company being evaluated. The market price multiples are selected and applied to the company based on the relative performance, future prospects and risk profile of the company in comparison to the guideline companies. Management predominately utilizes third-party valuation reports in its determination of fair value. As a result, during management's quarterly review of the value and periods of amortization of both goodwill and other intangible assets, it was determined that the carrying value of goodwill and certain other intangible assets were not fully recoverable.

During the first quarter of fiscal 2001, the Company recorded an impairment charge of approximately $69.6 million. Subsequent to October 31, 2000, CMGI announced its decisions to exit the businesses conducted by its subsidiaries iCAST and 1stUp.com. In connection with these decisions, management determined that the carrying value of certain intangible assets, principally goodwill, were permanently impaired and recorded impairment charges of approximately $3.6 million and $23.3 million related to iCAST and 1stUp.com, respectively. The Company also recorded other impairment charges during the first quarter of fiscal 2001 totaling approximately $42.7 million, consisting primarily of $16.8 million related to intangible assets of Engage, $8.9 million related to intangible assets of MyWay, and $10.1 million related to intangible assets of CMGion.

During the second quarter of fiscal 2001, the Company recorded impairment charges totaling approximately $2.023 billion. Each of the companies for which impairment charges were recorded in the second quarter had experienced declines in operating and financial metrics over the previous several quarters in comparison to the metrics forecasted at the time of their respective acquisitions. The impairment analysis considered that these companies were recently acquired during the time period from August 1999 to March 2000 and that the intangible assets are recorded upon acquisition of these companies was generally being amortized over a three-year useful life. However, sufficient monitoring was performed over the course of the prior several quarters and the companies had each completed an operating cycle since acquisition. This monitoring process culminated with impairment charges for these companies in the second quarter. The amount of the impairment charge was determined by comparing the carrying value of goodwill and certain other intangible assets to fair value at January 31, 2001. The discount rates used as of January 31, 2001 ranged from 20% to 25%. These discount rates were determined by an analysis of the risks associated with certain goodwill and other intangible assets. The resulting net cash flows to which the discount rates were applied were based on management's estimates of revenues, operating expenses and income taxes from the assets with identified impairment indicators.

As a result of sequential declines in operating results, primarily due to the continued weak overall demand for on-line advertising and marketing services and changes in business strategies, management determined that the carrying value of goodwill and certain other intangible assets of Engage, yesmail.com, CMGion's subsidiary, AdForce, and AltaVista should be adjusted. Accordingly, the Company recorded an impairment charge of approximately $524.1 million, $350.6 million, $241.8 million and $886.5 million, respectively, totaling $2.003 billion during the second quarter of fiscal 2001 to adjust the carrying value of these intangible assets.

Also during the second quarter of fiscal 2001, CMGI announced its decision to cease funding of ExchangePath. In connection with this decision, management determined that the carrying value of certain intangible assets of ExchangePath, principally goodwill, were permanently impaired and recorded impairment charges in the quarter ended January 31, 2001 of approximately $5.7 million. The Company also recorded other impairment charges during the second quarter of fiscal 2001 totaling approximately $13.8 million primarily related to certain intangible assets of Tallan.

During the third quarter of fiscal 2001, the Company recorded impairment charges totaling approximately $609.5 million. As a result of a decline in operating and financial metrics at Tallan over the past few quarters in comparison to the metrics forecasted at the time of acquisition, management determined that the carrying value of certain intangible assets, principally goodwill, were permanently impaired and recorded impairment charges of $497.0 million during the third quarter of fiscal year 2001. In addition, CMGI announced its decision to explore strategic alternatives for the businesses conducted by its subsidiary, Activate, and AdForce, a subsidiary of CMGion. In connection with these decisions, management determined that the carrying value of certain intangible assets, principally goodwill, were permanently impaired and recorded impairment charges of approximately $30.4 million and $81.4 million related to Activate and AdForce, respectively, during the third quarter of fiscal year 2001.

The impairment factors evaluated by management may change in subsequent periods, given that the Company operates in a volatile business environment. This could result in additional material impairment charges in future periods.

G. RESTRUCTURING CHARGES

During the nine months ended April 30, 2001, the Company recorded restructuring charges of approximately $127.4 million in accordance with EITF 94-3, EITF 95-3 and SAB 100. The Company's recent restructuring initiatives involved strategic decisions to exit certain businesses or to re-evaluate the current state of on-going businesses. The restructuring charges recorded during the first, second and third quarters of fiscal 2001 (Q1 Restructuring, Q2 Restructuring, Q3 Restructuring, respectively) primarily relate to contract terminations, severance charges and equipment charges resulting from the closing of the operations of iCAST, 1stUp.com and ExchangePath, and the Company's decision to explore strategic alternatives for AdForce and to streamline its remaining operations in connection with cost reduction initiatives. Severance charges include employee termination costs as a result of headcount reductions and salary expense for certain employees involved in the restructuring efforts. Engage and AltaVista, who eliminated approximately 550 and 410 positions, respectively, incurred the majority of these severance charges. Employees affected by the restructuring were notified both through direct personal contact and by written notification. The contract terminations primarily consisted of costs to exit facility and equipment leases and to terminate bandwidth and other vendor contracts. The majority of the contract terminations were incurred by Engage in connection with the closing of several office locations, by CMGion's subsidiary, AdForce, and by NaviPath in connection with the termination of bandwidth agreements, by MyWay due to the termination of a contract with a significant customer and by AltaVista in connection with the termination of a contract with a significant customer, the termination of an office lease commitment and the termination of other contracts due to a change in its business strategy. The equipment charges primarily consist of future lease commitments principally for servers, desktop computers and other telecommunications equipment of Engage and MyWay which will not be redeployed and the write-off of fixed assets by Engage, 1stUp.com and ExchangePath.

During the third quarter of fiscal 2001, the Company settled certain employee related expenses and contractual obligations for amounts greater than originally anticipated. As a result, the Company recorded a restructuring adjustment of approximately $3.8 million to the Q2 Restructuring, primarily related to an additional payment made by AltaVista to a third party to terminate a service contract.

The following tables summarizes the restructuring activity for the charges recorded in the first, second and third quarters of fiscal 2001 from the dates of the approvals of the restructuring plans to April 30, 2001:

(in thousands)	Employee Related Expenses	Contractual Obligations	Asset Impairments	Total
Q1 Restructuring	$ 4,667	$ 3,678	$ 496	$ 8,841
Q2 Restructuring	13,282	67,121	19,628	100,031
Q3 Restructuring	1,732	10,173	2,805	14,710
Restructuring adjustments	92	1,293	2,431	3,816
Cash charges	(17,149)	(31,679)	1,078	(47,750)
Non-cash charges	-	(21,105)	(24,057)	(45,162)
Reserve balance at April 30, 2001	$ 2,624	$ 29,481	$ 2,381	$ 34,486

The Company anticipates that the remaining restructuring charges will be settled by February 2003. The payments of employee related expenses are substantially complete. The remaining contractual obligation payments are primarily related to lease obligations.

The restructuring charges for the three and nine months ended April 30, 2001 would have been allocated as follows had the Company recorded the expense within the functional department of the restructured activities:

(in thousands)	Three Months Ended April 30, 2001	Nine Months Ended April 30, 2001
Cost of revenue	$ 439	$ 40,607
Research and development	779	13,737
Selling	5,407	26,327
General and administrative	11,901	46,727
	$18,526	$127,398

H. SEGMENT INFORMATION

Based on the information provided to the Company's chief operating decision maker for purposes of making decisions about allocating resources and assessing performance, the Company's operations have been classified in five operating segments that are strategic business units offering distinctive products and services that are marketed through different channels.

The five operating segments are: (i) Interactive Marketing, (ii) eBusiness and Fulfillment, (iii) Search and Portals, (iv) Infrastructure and Enabling Technologies and (v) Internet Professional Services. Management evaluates segment performance based on segment operating income or loss excluding in-process research and development expenses, amortization, intangible asset impairment and restructuring charges.

On October 11, 2000, CMGion acquired AdForce from the Company. On November 13, 2000, the Company announced its decision to cease funding the operations of iCAST in the second quarter of fiscal 2001, but to continue to operate Signatures Network, a business previously included in the operations of iCAST, as an independent CMGI majority-owned subsidiary. As a result of these transactions, the results of AdForce, which were previously included in the Interactive Marketing segment, are included in the Infrastructure and Enabling Technologies segment and the results of Signatures Network, which were previously included in the Search and Portals segment, are included in the eBusiness and Fulfillment segment. For comparative purposes, all prior period segment results and certain other amounts for prior periods have been reclassified to reflect these transactions and conform to current period presentation. In February 2001, the Company completed the sale of a majority interest of Signatures. The Company retained a minority interest in Signatures and, beginning in the third quarter of fiscal 2001, accounted for its investment in Signatures using the equity method of accounting rather than the consolidation method.

Summarized financial information of the Company's results by operating segment is as follows:

(in thousands)	Three Months Ended April 30, 2001	Three Months Ended April 30, 2000	Nine Months Ended April 30, 2001	Nine Months Ended April 30, 2000
Net revenue:				
Interactive Marketing	$ 30,269	$ 64,783	$ 113,518	$ 114,802
eBusiness and Fulfillment	178,017	69,252	556,187	181,479
Search and Portals	37,060	63,074	152,673	168,986
Infrastructure and Enabling Technologies	34,603	26,582	105,618	43,524
Internet Professional Services	21,014	9,453	81,822	12,011
	$ 300,963	$ 233,144	$ 1,009,818	$ 520,802
Operating loss:				
Interactive Marketing	$(102,717)	$(225,609)	$(1,462,741)	$ (298,657)
eBusiness and Fulfillment	(55,032)	(561)	(134,629)	(9,160)
Search and Portals	(72,778)	(324,452)	(1,649,504)	(819,171)
Infrastructure and Enabling Technologies	(198,913)	(137,765)	(818,830)	(222,964)
Internet Professional Services	(542,168)	(18,417)	(645,313)	(30,678)
Other	(24,345)	(11,474)	(70,208)	(29,424)
	$(995,953)	$(718,278)	$(4,781,225)	$(1,410,054)
Operating income (loss), excluding in-process research and development expenses, depreciation, amortization, intangible asset impairment and restructuring charges:				
Interactive Marketing	$ (25,297)	$ (41,836)	$ (124,427)	$ (79,638)
eBusiness and Fulfillment	(3,609)	2,683	(10,008)	447
Search and Portals	(17,208)	(66,902)	(103,903)	(187,479)
Infrastructure and Enabling Technologies	(62,306)	(56,603)	(235,114)	(112,327)
Internet Professional Services	(712)	(3,226)	4,342	(11,361)
Other	(22,558)	(10,979)	(65,473)	(28,711)
	$(131,690)	$(176,863)	$ (534,583)	$ (419,069)

I. BORROWING ARRANGEMENTS

As consideration for its acquisition of Tallan, the Company issued three short-term promissory notes totaling approximately $376.9 million. Interest on each note was payable at a rate of 6.5% per annum. Principal and interest payments due on the notes were payable in September 2000 and December 2000. The value of the promissory notes included in the purchase price was recorded net of a discount of $8.2 million to reflect the difference between the actual interest rates of the promissory notes and the Company's incremental borrowing rates for similar types of borrowing transactions. On September 30, 2000, the Company issued approximately 7.3 million shares of its common stock as payment of approximately $241.8 million in principal on the notes. On January 2, 2001, the Company issued approximately 22.9 million shares of its common stock as payment of approximately $135.1 million representing the remaining principal balance on these notes.

In June 2000, NaviSite sold certain of its equipment and leasehold improvements in its two new data centers in a sale-leaseback transaction to a bank for approximately $30.0 million. NaviSite entered into a capital lease (the "Capital Lease") upon the leaseback of those assets. In January 2001, NaviSite paid approximately $27.0 million to settle the Capital Lease obligation.

J. EARNINGS PER SHARE

The Company calculates earnings per share in accordance with SFAS No. 128, Earnings per Share. Basic earnings per share are computed based on the weighted average number of common shares outstanding during the period. The dilutive effect of common stock equivalents and convertible preferred stock are included in the calculation of diluted earnings per share only when the effect of their inclusion would be dilutive. Approximately 6.9 million and 16.0 million weighted average common stock equivalents and approximately 9.7 million and 12.3 million shares representing the weighted average effect of assumed conversion of convertible stock were excluded from the denominator in the diluted loss per share calculation for the three months ended April 30, 2001 and 2000, respectively. Approximately 9.2 million and 13.5 million weighted average common stock equivalents and approximately 9.6 million and 12.2 million shares representing the weighted average effect of assumed conversion of convertible stock were excluded from the denominator in the diluted loss per share calculation for the nine months ended April 30, 2001 and 2000, respectively.

If a subsidiary has dilutive stock options or warrants outstanding, diluted earnings per share is computed by first deducting from net loss the income attributable to the potential exercise of the dilutive stock options or warrants of the subsidiary. The effect of income attributable to dilutive subsidiary stock equivalents was immaterial for the three and nine months ended April 30, 2001 and 2000.

K. COMPREHENSIVE INCOME

The components of comprehensive income, net of income taxes, are as follows:

(in thousands)	Three months ended April 30,		Nine months ended April 30,	
	2001	2000	2001	2000
Net loss	$ (963,276)	$(430,209)	$(4,166,373)	$(740,359)
Net unrealized holding gain (loss) arising during period	(38,528)	(364,852)	(557,443)	435,619
Less: reclassification adjustment for loss (gain) realized in net loss	501	(125,613)	(17,090)	(251,792)
Comprehensive income (loss)	$(1,001,303)	$(920,674)	$(4,740,906)	$(556,532)

L. CONSOLIDATED STATEMENTS OF CASH FLOWS SUPPLEMENTAL INFORMATION

(in thousands)	Nine months ended April 30, 2001	2000
Cash paid during the period for:		
Interest	$ 5,296	$12,663
Income taxes	$16,794	$13,835

During the nine months ended April 30, 2001, significant non-cash investing activities included the following transactions:

On August 1, 2000, the Company settled the first tranche of an agreement (see Note N) that hedged a portion of the Company's investment in common stock of Yahoo! through the delivery of 581,499 shares of Yahoo! common stock to an investment bank.

On August 18, 2000, the Company issued approximately 313,000 shares of its common stock to Compaq Computer Corporation (Compaq) as a semi-annual interest payment valued at approximately $11.5 million related to notes payable issued in the acquisition of AltaVista.

On August 25, 2000, the Company and Cable and Wireless plc completed their previously agreed to exchange of stock. CMGI received approximately 241.0 million shares of PCCW stock in exchange for approximately 13.4 million shares of the Company's common stock.

On August 31, 2000, Yahoo! acquired eGroups, an @Ventures investee company. In connection with the merger, CMG@Ventures III, LLC received approximately 91,000 shares of Yahoo! common stock.

On August 31, 2000 and September 12, 2000, respectively, Engage completed the acquisitions of Space and MediaBridge in exchange for its own common stock (see Note E).

On September 30, 2000, the Company issued approximately 7.3 million shares of its common stock as payment of principal and interest totaling approximately $249.8 million related to a note payable that had been issued in the Company's acquisition of Tallan (see Note I).

On January 2, 2001, the Company issued approximately 22.9 million shares of its common stock as payment of principal and interest totaling approximately $141.8 million related to notes payable that had been issued in the Company's acquisition of Tallan (see Note I).

On February 1, 2001, the Company settled the third tranche of an agreement (see Note N) that hedged a portion of the Company's investment in common stock of Yahoo! Through the delivery of 47,684 shares of Yahoo! common stock to an investment bank.

On February 18, 2001, the Company issued approximately 2.0 million shares of its common stock to Compaq as a semi-annual interest payment valued at approximately $11.5 million related to notes payable issued in the acquisition of AltaVista.

M. AVAILABLE-FOR-SALE SECURITIES

At April 30, 2001, available-for-sale securities primarily consisted of common stock investments. Available-for-sale securities are carried at fair value based on quoted market prices, net of a market value discount to reflect any remaining restrictions on transferability. Available-for-sale securities at April 30, 2001 included approximately 8.0 million shares of Primedia stock valued at approximately $59.4 million, approximately 590,000 shares of Yahoo! stock valued at approximately $11.9 million, approximately 4.6 million shares of Vicinity Corporation stock valued at approximately $7.1 million and approximately 282,000 shares of eBay, Inc. stock valued at approximately $13.8 million. Shares of publicly traded companies held by CMG@Ventures I and II, which have been allocated but not distributed to CMG@Ventures I's and II's profit members, have been classified in other assets in the accompanying Consolidated Balance Sheets and valued at carrying value as of the date of allocation. Certain shares included in available-for-sale securities at April 30, 2001 may be required to be allocated to CMG@Ventures I's and II's profit members in the future. A net unrealized holding loss of approximately $78.9 million, net of deferred income taxes of approximately $55.2 million, has been reflected in other comprehensive income in the equity section of the consolidated balance sheet at April 30, 2001 based on the change in market value of the available-for-sale securities from the dates of acquisition to April 30, 2001.

N. DERIVATIVE FINANCIAL INSTRUMENTS

In April 2000, the Company entered into an agreement with an investment bank that hedged a portion of the Company's investment in common stock of Yahoo! using equity collar arrangements. Under the terms of the contract, the Company agreed to deliver, at its discretion, either cash or Yahoo! common stock in three separate tranches, with maturity dates ranging from August 2000 to February 2001. The Company executed the first tranche in April 2000 and received approximately $106.4 million in cash. The Company subsequently settled this tranche through the delivery of 581,499 shares of Yahoo! common stock in August 2000. In May 2000, the Company received approximately $68.5 million and $5.7 million upon the execution of the second and third tranches, respectively. The Company settled the second tranche for cash totaling approximately $33.6 million in October 2000. The Company settled the third tranche through the delivery of 47,684 shares of Yahoo! common stock in February 2001. In November 2000, the Company entered into a new agreement to hedge the Company's investment in 581,499 shares of Yahoo! common stock. The Company received approximately $31.5 million of cash in connection with this new agreement. Under the terms of the new contract, the Company agreed to deliver, at its discretion, either cash or shares of Yahoo! common stock on August 1, 2001

The equity collars are considered derivative financial instruments that have been designated as fair value hedging instruments under the guidance outlined in SFAS No. 133. The Company's objective relative to the use of these hedging instruments is to limit the Company's exposure to and benefits from price fluctuations in the underlying equity securities, which are classified as available-for-sale securities in the Consolidated Balance Sheets. The Company accounts for the collar arrangements as hedges and has determined that the hedges are highly effective. Changes in the value of the hedge instrument are substantially offset by changes in the value of the underlying investment securities. The hedging of the Yahoo! common stock is part of the Company's overall risk management strategy, which includes the preservation of cash and the value of available-for-sale securities used to fund ongoing operations and future investment opportunities. The Company does not hold or issue any derivative financial instruments for trading purposes.

Including the effects of the transition accounting proscribed by SFAS No. 133 and settlement of the first, second and third tranches under the Yahoo! forward sale agreement, the net gain recognized in the consolidated statement of operations during the nine months ended April 30, 2001 was approximately $88.4 million, which primarily related to the settlement of the first and third tranches through the delivery of 581,499 and 47,684 shares of Yahoo! common stock in August 2000 and February 2001, respectively. The net gain is included in "Other gains (losses), net", in the Consolidated Statements of Operations (see Note C).

O. SUBSEQUENT EVENTS

On June 12, 2001, the Company announced that its subsidiary, NaviPath, has engaged an investment banker to assist in exploring acquisition and strategic alternatives. No assurances can be given that any such transaction will occur.

On June 13, 2001, a purported class action lawsuit was filed in the United States District Court for the Southern District of New York against NaviSite, Inc., BancBoston Robertson Stephens and certain executives of NaviSite. The complaint alleges violation of Federal Securities Laws in connection with NaviSite's initial public offering in October 1999. The plaintiffs in the lawsuit are seeking an undetermined amount of damages, recissory rights and costs and expenses of litigation.

The matters discussed in this report contain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended, that involve risks and uncertainties. All statements other than statements of historical information provided herein may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes", "anticipates", "plans", "expects" and similar expressions are intended to identify forward-looking statements. Factors that could cause actual results to differ materially from those reflected in the forward-looking statements include, but are not limited to, those discussed in this section under the heading "Factors That May Affect Future Results" and elsewhere in this report and the risks discussed in the Company's other filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis, judgment, belief or expectation only as of the date hereof. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof.

BASIS OF PRESENTATION

The Company reports five operating segments: i) Interactive Marketing, ii) eBusiness and Fulfillment, iii) Search and Portals, iv) Infrastructure and Enabling Technologies, and v) Internet Professional Services. CMGI also invests in companies involved in various aspects of the Internet through its affiliated venture capital arm, @Ventures. In accordance with accounting principles generally accepted in the United States of America, all significant intercompany transactions and balances have been eliminated in consolidation. Accordingly, segment results reported by CMGI exclude the effect of transactions between CMGI's subsidiaries.

On October 11, 2000, CMGion acquired AdForce from the Company. On November 13, 2000, the Company announced its decision to cease funding the operations of its wholly-owned subsidiary, iCAST, in the second quarter of fiscal 2001 and to continue to operate Signatures Network, a business previously included in the operations of iCAST, as an independent CMGI majority-owned subsidiary. As a result of these transactions, the results of AdForce, which were previously included in the Interactive Marketing segment, are included in the Infrastructure and Enabling Technologies segment and the results of Signatures Network, which were previously included in the Search and Portals segment, are included in the eBusiness and Fulfillment segment. For comparative purposes, all prior period segment results and certain other amounts for prior periods have been reclassified to reflect these transactions and conform to current period presentations. In February 2001, the Company completed the sale of a majority interest of Signatures. The Company retained a minority interest in Signatures and, beginning in the third quarter of fiscal 2001, accounted for its investment in Signatures using the equity method of accounting rather than the consolidation method.

THREE MONTHS ENDED APRIL 30, 2001 COMPARED TO THREE MONTHS ENDED APRIL 30, 2000

NET REVENUE:

(in thousands)	Three Months Ended April 30, 2001	As a % of Total Net Revenue	Three Month Ended April 30, 2000	As a % of Total Net Revenue	$ Change	% Change
Interactive Marketing	$ 30,269	10%	$ 64,783	28%	$(34,514)	(53)%
eBusiness and Fulfillment	178,017	59%	69,252	30%	108,765	157%
Search and Portals	37,060	12%	63,074	27%	(26,014)	(41)%
Infrastructure and Enabling Technologies	34,603	12%	26,582	11%	8,021	30%
Internet Professional Services	21,014	7%	9,453	4%	11,561	122%
Total	$300,963	100%	$233,144	100%	$ 67,819	29%

Net revenue increased $67.8 million, or 29%, to $301.0 million for the three months ended April 30, 2001 from $233.1 million for the same period ended in fiscal year 2000. The decrease in net revenue within the Interactive Marketing segment was primarily due to decreases at both Engage and yesmail.com due to a decline in the on-line advertising market. The increase in net revenue within the eBusiness and Fulfillment segment was substantially the result of the acquisition of uBid on April 28, 2000, partially offset by the effect of the sale of a majority interest in Signatures in February 2001 and a decrease in net revenue at SalesLink due to a decrease in the volume of orders from its major customers. The decrease in net revenue within the Search and Portals segment was primarily the result of a decrease in net revenue at AltaVista due to the renegotiation of certain strategic deals, the softness in the on-line advertising market and certain changes in AltaVista's business strategy. The increase in net revenue within the Infrastructure and Enabling Technologies segment was primarily the result of increased net revenue at NaviSite and NaviPath partially offset by decreases in net revenue at AdForce due to the softness in the on-line advertising market and due to the effect of the closing of operations at 1stUp. The increase in net revenue for NaviSite was primarily due to the growth in its customer base. The increase in net revenue for NaviPath primarily related to the growth in usage hours on NaviPath's network. The increase in net revenue within the Internet Professional Services segment was primarily due to the acquisition of Tallan on March 31, 2000. The third quarter of fiscal 2001 includes the impact of a full quarter of net revenue from Tallan compared to the same period in fiscal year 2000.

COST OF REVENUE:

	Three Months Ended April 30, 2001	As a % of Segment Net Revenue	Three Months Ended April 30, 2001	As a % of Segment Net Revenue	$ Change	% Change
(in thousands)						
Interactive Marketing	$ 21,481	71%	$ 47,945	74%	$(26,464)	(55)%
eBusiness and Fulfillment	159,496	90%	58,160	84%	101,336	174%
Search and Portals	16,477	44%	31,693	50%	(15,216)	(48)%
Infrastructure and Enabling Technologies	58,688	170%	44,865	169%	13,823	31%
Internet Professional Services	15,732	75%	7,955	84%	7,777	98%
Total	$271,874	90%	$190,618	82%	$ 81,256	43%

Cost of revenue increased $81.3 million, or 43%, to $271.9 million for the three months ended April 30, 2001 from $190.6 million for same period ended in fiscal year 2000. Cost of revenue consisted primarily of expenses related to the purchase price of products sold, inbound and outbound shipping charges, packing supplies and content, connectivity, payroll and production associated with delivering the Company's products and services. The decrease in the Interactive Marketing segment was primarily due to decreases in net revenue at Engage. The increase within the eBusiness and Fulfillment segment is primarily attributable to the fiscal 2000 acquisition of uBid, partially offset by the effect of the deconsolidation of Signatures. The decrease in the Search and Portals segment was primarily due to the renegotiation of certain strategic deals by AltaVista, the closing of the operations of iCAST and the consolidation of technology platforms at MyWay. The increase within the Infrastructure and Enabling Technologies segment was primarily due to increased infrastructure costs at both NaviSite and NaviPath needed to support an increase in the customer base and network usage. The increase within the Internet Professional Services segment was primarily due to the acquisition of Tallan. The third quarter of fiscal 2001 includes the impact of a full quarter of cost of revenue from Tallan compared to the same period in fiscal year 2000.

RESEARCH AND DEVELOPMENT EXPENSES:

	Three Months Ended April 30, 2001	As a % of Segment Net Revenue	Three Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
(in thousands)						
Interactive Marketing	$10,250	34%	$ 9,883	15%	$ 367	4%
eBusiness and Fulfillment	-	-	711	1%	(711)	(100)%
Search and Portals	14,914	40%	28,308	45%	(13,394)	(47)%
Infrastructure and Enabling Technologies	10,457	30%	10,043	38%	414	4%
Internet Professional Services	-	-	888	9%	(888)	(100)%
Other	-	-	(162)	-	162	(100)%
Total	$35,621	12%	$49,671	21%	$(14,050)	(28)%

Research and development expenses decreased $14.1 million, or 28%, to $35.6 million for the three months ended April 30, 2001 from $49.7 million for the same period ended in fiscal year 2000. Research and development expenses consisted primarily of personnel and related costs to design, develop, enhance, test and deploy the Company's product and service efforts either prior to the development effort reaching technological feasibility or once the product had reached the maintenance phase of its life cycle. The slight increase in the Interactive Marketing segment was primarily related to the acquisition of yesmail.com in March 2000, partially offset by a reduction in development efforts at Engage. The decrease within the Search and Portals segment was primarily due to the effects of the Company's restructuring initiatives at AltaVista, iCAST and MyWay. The decrease at AltaVista is the result of the effect of its change in business strategy, including the sale of its subsidiary, Raging Bull. The decrease at iCAST was due to the closing of its operations and the decrease at MyWay was due to the reduction in its development costs resulting from its transition to a licensing based revenue model. The slight increase in the Infrastructure and Enabling Technologies segment was primarily the result of increased development efforts at NaviSite, partially offset by a reduction in research and development expenses at ExchangePath as a result of the closing of its operations.

IN-PROCESS RESEARCH AND DEVELOPMENT EXPENSES:

There were no in-process research and development expenses for the three months ended April 30, 2001. In-process research and development expenses for the three months ended April 30, 2000 were $29.3 million within the Interactive Marketing segment primarily related to the Flycast acquisition and $11.9 within the Infrastructure and Enabling Technologies segment related to the AdForce and Equilibrium acquisitions.

SELLING EXPENSES:

(in thousands)	Three Months Ended April 30, 2001	As a % of Segment Net Revenue	Three Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
Interactive Marketing	$18,604	61%	$ 35,768	55%	$(17,164)	(48)%
eBusiness and Fulfillment	14,317	8%	2,953	4%	11,364	385%
Search and Portals	24,719	67%	65,134	103%	(40,415)	(62)%
Infrastructure and Enabling Technologies	18,974	55%	19,645	74%	(671)	(3)%
Internet Professional Services	1,027	5%	1,536	16%	(509)	(33)%
Other	5,050	-	1,576	-	3,474	220%
Total	$82,691	27%	$126,612	54%	$(43,921)	(35)%

Selling expenses decreased $43.9 million, or 35%, to $82.7 million for the three months ended April 30, 2001 from $126.6 million for the same period ended in fiscal year 2000. Selling expenses consisted primarily of advertising and other general marketing related expenses, compensation and employee-related expenses, sales commissions, facilities costs, trade show expenses and travel costs. Selling expenses also include certain fulfillment costs for the Company's eBusiness and Fulfillment segment related to the distribution and customer service center expenses for activities such as receiving of goods and picking of goods for shipment. Selling expenses decreased during the third quarter of fiscal year 2001 primarily due to the effect of the Company's restructuring initiatives including a concerted effort to reduce existing selling and marketing initiatives across all subsidiaries. The decrease within the Interactive Marketing segment was primarily the result of a reduction in headcount and a reduction of sales and marketing efforts at Engage. The increase in the eBusiness and Fulfillment segment was substantially the result of the acquisition of uBid during fiscal year 2000, partially offset by the deconsolidation of Signatures. The decrease in the Search and Portals segment was primarily the result of a reduction in headcount and a reduction of sales and marketing programs at AltaVista, the closing of the operations at iCAST and the consolidation of technology platforms at MyWay. The slight decrease in the Infrastructure and Enabling Technologies segment was primarily the result of a reduction in sales and marketing efforts at 1stUp, CMGion, ExchangePath and NaviPath, partially offset by increased sales and marketing efforts at Activate, Equilibrium and NaviSite. The decrease at NaviPath was the result of reductions in headcount and a reduction of certain sales and marketing efforts related to the NaviOne product line. The decrease at 1stUp and ExchangePath is a result of the closing of the respective operations of each subsidiary during fiscal year 2001.

GENERAL AND ADMINISTRATIVE EXPENSES:

(in thousands)	Three Months Ended April 30, 2001	As a % of Segment Net Revenue	Three Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
Interactive Marketing	$ 9,010	30%	$15,814	24%	$(6,804)	(43)%
eBusiness and Fulfillment	9,398	5%	5,659	8%	3,739	66%
Search and Portals	4,724	13%	13,149	21%	(8,425)	(64)%
Infrastructure and Enabling Technologies	17,113	49%	13,983	53%	3,130	22%
Internet Professional Services	5,514	26%	2,703	29%	2,811	104%
Other	19,240	-	10,006	-	9,234	92%
Total	$64,999	22%	$61,314	26%	$ 3,685	6%

General and administrative expenses increased $3.7 million, or 6%, to $65.0 million for the three months ended April 30, 2001 from $61.3 million for the same period ended in fiscal year 2000. General and administrative expenses consist primarily of compensation, bad debt expense, facilities costs and fees for professional services. The increase was primarily a result of fiscal 2000 acquisitions partially offset by the effects of the Company's restructuring initiatives. The decrease in the Interactive Marketing segment was primarily the result of the restructuring initiative undertaken during fiscal year 2001 at Engage, which resulted in cost savings through the reduction of headcount and facility-related expenses. The increase in the eBusiness and Fulfillment segment was substantially the result of the acquisition of uBid during fiscal year 2000, partially offset by the decrease related to the deconsolidation of Signatures. The decrease in the Search and Portals segment was primarily the result of headcount reductions at AltaVista, the closing of operations at iCAST and of certain operations at MyWay resulting from the consolidation of MyWay's technology platforms. The increase in the Infrastructure and Enabling Technologies segment was primarily the result of increased bad debt expense at NaviSite and the building of management infrastructure at Activate and Equilibrium, partially offset by the reductions related to the closing of operations at 1stUp and ExchangePath. The increase in the Other expenses, which includes certain administrative functions such as legal, finance and business development which are not fully allocated to CMGI's subsidiary companies, was primarily the result of the growth of CMGI's corporate infrastructure including higher personnel costs due to increased headcount, increased professional fees and facilities costs.

AMORTIZATION OF INTANGIBLE ASSETS AND STOCK-BASED COMPENSATION:

(in thousands)	Three Months Ended April 30, 2001	As a % of Segment Net Revenue	Three Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
Interactive Marketing	$ 67,073	222%	$151,682	234%	$ (84,609)	(56)%
eBusiness and Fulfillment	49,838	28%	2,330	3%	47,508	2,039%
Search and Portals	37,008	100%	232,542	369%	(195,534)	(84)%
Infrastructure and Enabling Technologies	16,524	48%	63,891	240%	(47,367)	(74)%
Internet Professional Services	43,216	206%	14,788	156%	28,428	192%
Other	55	-	54	-	1	2%
Total	$213,714	71%	$465,287	200%	$(251,573)	(54)%

Amortization of intangible assets and stock-based compensation decreased $251.6 million, or 54%, to $213.7 million for the three months ended April 30, 2001 from $465.3 million for the same period ended in fiscal year 2000. Amortization of intangible assets and stock-based compensation consisted primarily of goodwill amortization expense related to acquisitions made during fiscal year 2000. The intangible assets recorded as a result of acquisitions are primarily being amortized over periods ranging from two to five years. Included within amortization of intangible assets and stock-based compensation expenses was approximately $23.5 and $45.3 million of stock-based compensation for the three months ended April 30, 2001 and 2000, respectively. The decrease in amortization is related to the impairment charges taken on certain intangible assets by the Company during fiscal year 2001 which reduced the amount of goodwill and intangible assets to be amortized in the future. The decrease in amortization in the Interactive Marketing segment was primarily the result of impairment charges taken against certain intangible assets during fiscal year 2001 by Engage and yesmail.com. The increase in the eBusiness and Fulfillment segment was primarily the result of the acquisition of uBid during fiscal year 2000, and the acceleration of approximately $17 million of stock-based compensation related to the sale of a majority interest in Signatures. The decrease in the Search and Portals segment was primarily the result of impairment charges taken against certain intangible assets of AltaVista, iCAST and MyWay during fiscal year 2001. The decrease in the Infrastructure and Enabling Technologies segment was primarily the result of the impairment charges taken against certain intangible assets by AdForce, 1stUp and ExchangePath during fiscal year 2001. The increase in the Internet Professional Services segment was due to the impact of a full quarter of amortization from Tallan during the third quarter of fiscal year 2001 versus one month of amortization during the third quarter of fiscal 2000.

IMPAIRMENT OF INTANGIBLE ASSETS:

	Three Months Ended April 30, 2001	As a % of Segment Net Revenue	Three Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
(in thousands)						
Interactive Marketing	$ 547	2%	$ -	-	$ 547	N/A
eBusiness and Fulfillment	-	-	-	-	-	N/A
Search and Portals	181	0%	16,700	26%	(16,519)	(99)%
Infrastructure and Enabling Technologies	111,760	323%	-	-	111,760	N/A
Internet Professional Services	497,003	2,365%	-	-	497,003	N/A
Other	-	-	-	-	-	N/A
Total	$609,491	203%	$16,700	7%	$592,791	3,550%

During the three months ended April 30, 2001, the Company recorded impairment charges of approximately $609.5 million as a result of management's ongoing business review and impairment analysis performed under its existing policy regarding impairment of long-lived assets. Where impairment indicators were identified, management determined the amount of the impairment charge by comparing the carrying value of goodwill and certain other intangible assets to their fair value. Management determines fair value based on a combination of the discounted cash flow methodology, which was based upon converting expected future cash flows to present value, and the market approach, which included analysis of market price multiples of companies engaged in lines of business similar to the company being evaluated. The market price multiples were selected and applied to the company based on the relative performance, future prospects and risk profile of the company in comparison to the guideline companies. Management predominately utilizes valuation reports in its determination of fair value. As a result, during management's quarterly review of the value and periods of amortization of both goodwill and other intangible assets, it was determined that the carrying value of goodwill and certain other intangible assets were not fully recoverable. Each of the companies for which impairment charges were recorded in the third quarter have experienced declines in operating and financial metrics over the past several quarters in comparison to the metrics forecasted at the time of their respective acquisitions. The impairment analysis considered that these companies were recently acquired during the period from August 1999 to March 2000 and that the intangible assets recorded upon acquisition of these companies was generally being amortized over a three to five-year useful life. However, sufficient monitoring was performed over the course of the past several quarters and the companies have each completed an operating cycle since acquisition. This monitoring process culminated with impairment charges for these companies in the third quarter of fiscal year 2001. The impairment charges incurred in the Infrastructure and Enabling Technologies segment related to the write-down of approximately $81.4 million and $30.4 million of goodwill and other intangible assets at CMGion, related to its subsidiary AdForce, and Activate, respectively. The impairment charges incurred in the Internet Professional Services segment related to the write-down of approximately $497.0 million of goodwill and certain other intangible assets at Tallan. The impairment factors evaluated by management may change in subsequent periods, given that the Company operates in a volatile business environment. This could result in material impairment charges in future periods.

RESTRUCTURING CHARGES:

(in thousands)	Three Months Ended April 30, 2001	As a % of Segment Net Revenue	Three Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
Interactive Marketing	$ 6,021	20%	$ -	-	$ 6,021	N/A
eBusiness and Fulfillment	-	-	-	-	-	N/A
Search and Portals	11,815	32%	-	-	11,815	N/A
Infrastructure and Enabling Technologies	-	-	-	-	-	N/A
Internet Professional Services	690	3%	-	-	690	N/A
Other	-	-	-	-	-	N/A
Total	$18,526	6%	$ -	-	$18,526	N/A

Restructuring charges of approximately $18.5 million recorded during the three months ended April 30, 2001 consisted primarily of contract terminations, severance charges and equipment charges incurred as a result of the closing of certain subsidiaries and actions taken at the remaining subsidiaries to increase operational efficiencies, improve margins and further reduce expenses at the remaining subsidiaries. The restructuring charges incurred in the Interactive Marketing segment primarily related to a loss incurred on the sale of a component of its business by Engage and severance costs. The restructuring charges incurred in the Search and Portals segment primarily consisted of the termination of a contract with a significant customer, the termination of an office lease commitment and the write-off of leasehold improvements related to this office space. During the third quarter of fiscal 2001, the Company settled certain employee-related expenses and contractual obligations for amounts greater than originally anticipated. As a result, the Company recorded a restructuring adjustment of approximately $3.8 million, primarily related to an additional payment made by AltaVista to a third party to terminate a service contract. The restructuring charges incurred in the Internet Professional Services segment primarily relate to severance and equipment charges taken as a result of workforce reductions of approximately 131 positions at Tallan.

OTHER INCOME/EXPENSES:

Gain (loss) on issuance of stock by subsidiaries and affiliates decreased $20.4 million, or 102%, to $(432,000) for the three months ended April 30, 2001 from $20.0 million for the same period ended in fiscal year 2000. Loss on the issuance of stock by subsidiaries and affiliates in the three months ended April 30, 2001 primarily related to the pre-tax losses on the issuance of stock by Engage and NaviSite to employees as a result of stock option exercises. Gain on issuance of stock by subsidiaries and affiliates in the three months ended April 30, 2000 primarily reflects the pre-tax gain of $20.9 million on the issuance of common stock by Vicinity as a result of its initial public offering.

Other gains (losses), net decreased $261.7 million, or 123%, to $(48.2) million for the quarter ended April 30, 2001 from a net gain of $213.5 million for the same period in fiscal 2000. Other losses, net for the quarter ended April 30, 2001 primarily consisted of a pre-tax loss of approximately $26.1 million the write-downs of certain investments made by @Ventures and of a pre-tax loss of approximately $18.5 million on the sale of a majority interest in Signatures. Other gains, net for the three months ended April 30, 2000 consisted primarily of pre-tax gains of approximately $209.3 million on the sale of Yahoo! common stock.

Interest income decreased $1.9 million to $12.5 million for the three months ended April 30, 2001 from $14.4 million for the same period ended in fiscal year 2000, reflecting decreased interest income due to lower interest rates partially offset by higher average cash and cash equivalent balances. Interest expense decreased $6.4 million to $6.6 million for the three months ended April 30, 2001 from $13.0 million for the same period in fiscal year 2000, primarily due to the note payable issued in conjunction with the acquisition of Tallan being paid in full during fiscal year 2001.

Equity in losses of affiliates resulted from the Company's minority ownership in certain investments that are accounted for under the equity method of accounting. Under the equity method, the Company's proportionate share of each affiliate's operating losses and amortization of the Company's net excess investment over its equity in each affiliate's net assets is included in equity in losses of affiliates. Equity in losses of affiliates decreased approximately $342,000 to $9.9 million for the three months ended April 30, 2001 from $10.3 million for the same period ended in fiscal year 2000, primarily reflecting decreased ownership percentages and smaller net losses of these affiliates accounted for under the equity method compared to the ownership percentages and net losses for the same period last year. Equity in losses of affiliates for the third quarter of fiscal year 2001 included the results from the Company's minority ownership in AnswerLogic, Inc., B2E Solutions, CarParts.com, Inc., Domania.com, Inc., Ensera, Inc., FoodBuy.com, Inc., GXMedia, Inc., Idapta, Inc., Industria Solutions, Inc. KnowledgeFirst, Inc., MyFamily.com, Inc., NameTree, Inc., NextMonet.com, Inc., NextOffice.com, Inc., OneCore Financial Network, Inc., Radiate, Inc., Signatures, Undoo.com and Virtual Ink Corporation. Equity in losses of affiliates for the third quarter of fiscal year 2000 included the results from the Company's minority ownership in Engage Technologies Japan, Inc., Foodbuy.com, Inc., GX Media, Inc., Half.com, Inc.,ThingWorld.com, LLC and WebCT, Inc. The Company expects its affiliate companies to continue to invest in development of their products and services and to recognize operating losses, which will result in future charges recorded by the Company to reflect its proportionate share of such losses.

Minority interest, net decreased to $43.2 million for the three months ended April 30, 2001 from $56.0 million for the same period of fiscal 2000, primarily reflecting minority interest in net losses of seven subsidiaries during the third quarter of fiscal year 2001, including AltaVista, Engage, MyWay, NaviSite, CMGion and NaviPath. The decrease is primarily related to a decrease in the net losses reported by AltaVista and MyWay due to the effect of the restructuring initiatives and the effect of previously recorded impairment charges taken on goodwill and other intangible assets which significantly reduced the amount of amortization expense recorded during the third fiscal quarter of 2001 at AltaVista.

Income tax benefit recorded in the third quarter of fiscal 2001 was approximately $42.1 million. Exclusive of taxes provided for significant, unusual or extraordinary items that will be reported separately, the Company provides for income taxes on a year to date basis at an effective rate based upon its estimate of full year earnings. In determining the Company's effective rate for the third quarter of fiscal 2001, gains (losses) on issuances of stock by subsidiaries and affiliates, other gains (losses), net, and impairment charges taken on intangible assets were excluded. Income tax expense in the third quarter of fiscal 2001 differs from the amount computed by applying the U.S. federal income tax rate of 35 percent to pre-tax loss primarily as a result of non-deductible goodwill amortization and impairment charges, state taxes and valuation allowances recognized on deferred tax assets.

NINE MONTHS ENDED APRIL 30, 2001 COMPARED TO NINE MONTHS ENDED APRIL 30, 2000

NET REVENUE:

(in thousands)	Nine Months Ended April 30, 2001	As a % of Total Net Revenue	Nine Months Ended April 30, 2000	As a % of Total Net Revenue	$ Change	% Change
Interactive Marketing	$ 113,518	11%	$114,802	22%	$ (1,284)	(1)%
eBusiness and Fulfillment	556,187	55%	181,479	35%	374,708	206%
Search and Portals	152,673	15%	168,986	33%	(16,313)	(10)%
Infrastructure and Enabling Technologies	105,618	11%	43,524	8%	62,094	143%
Internet Professional Services	81,822	8%	12,011	2%	69,811	581%
Total	$1,009,818	100%	$520,802	100%	$489,016	94%

Net revenue increased $ 489.0 million, or 94%, to $1.010 billion for the nine months ended April 30, 2001 from $520.8 million for the same period ended in fiscal year 2000. The decrease in net revenue within the Interactive Marketing segment was primarily due to decreased net revenue at Engage resulting from a decline in the on-line advertising market, partially offset by the full impact of fiscal year 2000 acquisitions of yesmail.com, Flycast and the acquisition of MediaBridge in September 2000. The increase in net revenue within the eBusiness and Fulfillment segment was substantially the result of the acquisition of uBid in April 2000, and an increase in the volume of business at SalesLink, partially offset by the effect of the sale of a majority interest in Signatures. The decrease in net revenue within the Search and Portals segment was primarily the result of a decrease in net revenue at AltaVista due to the renegotiation of certain strategic deals, the softness in the on-line advertising market and certain changes in AltaVista's business strategy, partially offset by increased net revenue from MyWay. The increase in net revenue within the Infrastructure and Enabling Technologies segment was primarily the result of increased net revenue at NaviSite and NaviPath and the impact of a full nine months of net revenue at Activate and AdForce (acquired in November 1999 and January 2000, respectively). The increase in net revenue for NaviSite was primarily due to the growth in its customer base facilitated by the build-out of its data center facilities. The increase in net revenue for NaviPath primarily related to the growth in usage hours on NaviPath's network. The increase in net revenue within the Internet Professional Services segment was substantially due to the acquisition of Tallan during fiscal year 2000.

COST OF REVENUE:

(in thousands)	Nine Months Ended April 30, 2001	As a % of Segment Net Revenue	Nine Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
Interactive Marketing	$ 84,599	75%	$ 90,598	79%	$ (5,999)	(7)%
eBusiness and Fulfillment	496,305	89%	150,078	83%	346,227	231 %
Search and Portals	78,269	51%	92,335	55%	(14,066)	(15)%
Infrastructure and Enabling Technologies	205,250	194%	89,173	205%	116,077	130 %
Internet Professional Services	58,899	72%	11,414	95%	47,485	416 %
Total	$923,322	91%	$433,598	83%	$489,724	113 %

Cost of revenue increased $489.7 million, or 113%, to $923.3 million for the nine months ended April 30, 2001 from $433.6 million for the same period ended in fiscal year 2000. The decrease in the Interactive Marketing segment was primarily due to a decrease in net revenue at Engage, partially offset by an increase at yesmail.com primarily due to the impact of a full nine months of cost of revenue included in the nine months ended April 30, 2001 as compared to the same period in fiscal year 2000. The increase within the eBusiness and Fulfillment segment is primarily attributable to the fiscal year 2000 acquisition of uBid, partially offset by the effect of the deconsolidation of Signatures in the third quarter of fiscal year 2001. The decrease within the Search and Portals segment was primarily due to decreased net revenue at AltaVista as a result of a change in business strategy and the overall softness in the on-line advertising market. The increase within the Infrastructure and Enabling Technologies segment was primarily due to increased infrastructure costs as both NaviSite and NaviPath needed to support an increase in the customer base and network usage. The increase in the Internet Professional Services segment was primarily due to the acquisition of Tallan. The results for the nine months ended April 30, 2001 include the impact of a full nine months of cost of revenue from Tallan compared to the same period in fiscal year 2001.

RESEARCH AND DEVELOPMENT EXPENSES:

(in thousands)	Nine Months Ended April 30, 2001	As a % of Segment Net Revenue	Nine Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
Interactive Marketing	$ 37,977	33%	$ 18,300	16%	$19,677	108 %
eBusiness and Fulfillment	703	0%	2,002	1%	(1,299)	(65)%
Search and Portals	57,085	37%	62,919	37%	(5,834)	(9)%
Infrastructure and Enabling Technologies	37,618	36%	15,302	35%	22,316	146 %
Internet Professional Services	-	-	2,760	23%	(2,760)	100 %
Other	-	-	-	-	-	N/A
Total	$133,383	13%	$101,283	19%	$32,100	32%

Research and development expenses increased $32.1 million, or 32%, to $133.4 million for the nine months ended April 30, 2001 from $101.3 million for the same period in fiscal year 2000. The increase within the Interactive Marketing segment was primarily the result of the fiscal year 2000 acquisitions of AdKnowledge, Flycast and yesmail.com.com, the fiscal year 2001 acquisition of MediaBridge and increased development efforts at Engage. The decrease in the eBusiness and Fulfillment segment is primarily the result of the deconsolidation of Signatures in February 2001. The decrease within the Search and Portals segment was primarily the result of the decreases in research and development expenses resulting from the closing of operations at iCAST and of certain operations at MyWay, partially offset by increased efforts at AltaVista related to further development of its search software. The increase in the Infrastructure and Enabling Technologies segment was primarily the result of the impact of a full nine months of expenses from Activate and AdForce during fiscal year 2001 and increased development efforts at NaviSite.

IN-PROCESS RESEARCH AND DEVELOPMENT EXPENSES:

(in thousands)	Nine Months Ended April 30, 2001	As a % of Segment Net Revenue	Nine Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
Interactive Marketing	$ 700	1%	$31,617	28%	$(30,917)	98%
eBusiness and Fulfillment	-	-	-	-	-	N/A
Search and Portals	-	-	-	-	-	N/A
Infrastructure and Enabling Technologies	-	-	14,320	33%	(14,320)	100%
Internet Professional Services	-	-	-	-	-	N/A
Other	762	1%	-	-	762	N/A
Total	$1,462	0%	$45,937	9%	$(44,475)	97%

In-process research and development expenses decreased to $1.5 million for the nine months ended April 30, 2001 from $45.9 million for the same period in fiscal year 2000. In-process research and development expenses for the nine months ended April 30, 2000 were $31.6 million within the Interactive Marketing segment primarily related to the Flycast acquisition and $14.3 within the Infrastructure and Enabling Technologies segment related to the AdForce and Equilibrium acquisitions.

SELLING EXPENSES:

(in thousands)	Nine Months Ended April 30, 2001	As a % of Segment Net Revenue	Nine Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
Interactive Marketing	$ 86,648	76%	$ 66,030	58%	$ 20,618	31%
eBusiness and Fulfillment	43,591	8%	12,432	7%	31,159	250%
Search and Portals	116,850	77%	185,389	110%	(68,539)	(37)%
Infrastructure and Enabling Technologies	70,844	67%	37,893	87%	32,951	87%
Internet Professional Services	4,312	5%	4,060	34%	252	6%
Other	11,089	-	3,446	-	7,643	222%
Total	$333,334	33%	$309,250	59%	$ 24,084	8%

Selling expenses increased $24.0 million, or 8%, to $333.3 million for the nine months ended April 30, 2001 from $309.3 million for the same period ended in fiscal year 2000. Selling expenses increased during the nine-month period ended April 30, 2001 primarily due to the effects of fiscal year 2000 acquisitions, partially offset by the effects of the Company's restructuring initiatives. The increase in the Interactive Marketing segment was primarily the result of the fiscal year 2000 acquisitions of AdKnowledge, Flycast and yesmail.com.com, the fiscal year 2001 acquisition of MediaBridge and increased international sales and marketing efforts at Engage. The increase in the eBusiness and Fulfillment segment was substantially the result of the acquisition of uBid during fiscal year 2000, partially offset by the effect of the deconsolidation of Signatures in the third quarter of fiscal year 2001. The decrease in the Search and Portals segment was primarily the result of the reduction in headcount and certain marketing campaigns at AltaVista, the closing of operations of iCAST and the consolidation of technology platforms at MyWay. The increase in the Infrastructure and Enabling Technologies segment was primarily the result of the acquisitions of Activate, AdForce, Equilibrium, ExchangePath, and Tribal Voice during fiscal year 2000 and increased sales and marketing efforts at NaviSite. The increase within the Internet Professional Services segment was substantially the result of the acquisition of Tallan during fiscal year 2000.

GENERAL AND ADMINISTRATIVE EXPENSES:

(in thousands)	Nine Months Ended April 30, 2001	As a % of Segment Net Revenue	Nine Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
Interactive Marketing	$ 41,576	37%	$ 23,817	21%	$17,759	75%
eBusiness and Fulfillment	30,050	5%	19,038	11%	11,012	58%
Search and Portals	25,950	17%	35,323	21%	(9,373)	(27)%
Infrastructure and Enabling Technologies	52,786	50%	24,831	57%	27,955	113%
Internet Professional Services	15,936	20%	6,109	51%	9,827	161%
Other	58,193	-	25,813	-	32,380	125%
Total	$224,491	22%	$134,931	26%	$89,560	66%

General and administrative expenses increased $89.6 million, or 66%, to $224.5 million for the nine months ended April 30, 2001 from $135.0 million for the same period ended in fiscal year 2000. General and administrative expenses increased during the nine months ended April 30, 2001 primarily due to the effect of the fiscal year 2000 acquisitions and the building of management infrastructure at the corporate level and at several of the Company's existing subsidiaries. The increase in the Interactive Marketing segment was primarily the result of increased bad debt expense recorded by Engage, the fiscal year 2000 acquisitions of AdKnowledge, Flycast, and yesmail.com.com and the fiscal year 2001 acquisition of MediaBridge. The increase in the eBusiness and Fulfillment segment was substantially the result of the acquisition of uBid during fiscal year 2000 partially offset by the deconsolidation of Signatures. The decrease in the Search and Portals segment was primarily due to the deconsolidation of Blaxxun in March 2000 and a decrease in the headcount at AltaVista and MyWay as a result of the Company's restructuring initiatives. The increase in the Infrastructure and Enabling Technologies segment was primarily due to the acquisitions of Activate, AdForce, Equilibrium, ExchangePath, 1stUp.com and Tribal Voice during fiscal year 2000 and the building of management infrastructure at NaviSite and NaviPath. The increase in the Internet

Professional Services segment was primarily the result of the acquisition of Tallan. The increase in the Other expenses, which includes certain administrative functions such as legal, finance and business development which are not fully allocated to CMGI's subsidiary companies, was primarily the result of the growth of CMGI's corporate infrastructure including higher personnel costs due to increased headcount, increased professional fees and facilities costs.

AMORTIZATION OF INTANGIBLE ASSETS AND STOCK-BASED COMPENSATION:

	Nine Months Ended April 30, 2001	As a % of Segment Net Revenue	Nine Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
(in thousands)						
Interactive Marketing	$ 405,614	357%	$183,097	159%	$222,517	122 %
eBusiness and Fulfillment	116,667	21%	7,089	4%	109,578	1,546 %
Search and Portals	548,633	359%	595,491	352%	(46,858)	(8)%
Infrastructure and Enabling Technologies	138,109	131%	84,969	195%	53,140	63 %
Internet Professional Services	136,544	167%	18,346	153%	118,198	644 %
Other	164	-	165	-	(1)	1 %
Total	$1,345,731	133%	$889,157	171%	$456,574	51 %

Amortization of intangible assets and stock-based compensation increased $456.6 million, or 51%, to $1.346 billion for the nine months ended April 30, 2001 from $889.2 million for the same period ended in fiscal year 2000. Amortization of intangible assets and stock-based compensation consisted primarily of goodwill amortization expense related to acquisitions made during fiscal year 2000. The intangible assets recorded as a result of acquisitions are being amortized over periods ranging from two to five years. Included within amortization of intangible assets and stock-based compensation expenses was approximately $63.9 million and $52.1 million of stock-based compensation for the nine months ended April 30, 2001 and 2000, respectively. The increase in amortization in the Interactive Marketing segment was primarily the result of the fiscal year 2000 acquisitions of AdKnowledge, Flycast and yesmail.com.com and the fiscal year 2001 acquisition of MediaBridge. The increase in the eBusiness and Fulfillment segment was primarily the result of the acquisition of uBid during fiscal year 2000. The decrease in the Search and Portals segment was primarily the result of the impairment charge taken during fiscal year 2001 related to certain intangible assets of AltaVista and iCAST. The increase in the Infrastructure and Enabling Technologies segment was primarily the result of the acquisitions of Activate, AdForce, Equilibrium, ExchangePath, and Tribal Voice during fiscal year 2000. The increase in the Internet Professional Services segment was due to the acquisition of Tallan during fiscal year 2000.

IMPAIRMENT OF INTANGIBLE ASSETS:

	Nine Months Ended April 30, 2001	As a % of Segment Net Revenue	Nine Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
(in thousands)						
Interactive Marketing	$ 891,984	786%	$ -	N/A	$ 891,984	N/A
eBusiness and Fulfillment	3,500	1%	-	N/A	3,500	N/A
Search and Portals	899,059	589%	16,700	10%	882,359	5,283%
Infrastructure and Enabling Technologies	396,625	376%	-	N/A	396,625	N/A
Internet Professional Services	510,754	624%	-	N/A	510,754	N/A
Other	-	-	-	-	-	-
Total	$2,701,922	268%	$16,700	3%	$2,685,222	16,079%

During the nine months ended April 30, 2001, the Company recorded impairment charges of approximately $2.702 billion as a result of management's ongoing business review and impairment analysis performed under its existing policy regarding impairment of long-lived assets. Where impairment indicators were identified, management determined the amount of the impairment charge by comparing the carrying value of goodwill and certain other intangible assets to their fair value.

Management determines fair value based on a combination of the discounted cash flow methodology, which is based upon converting expected future cash flows to present value, and the market approach, which includes analysis of market price multiples of companies engaged in lines of business similar to the company. The market price multiples are selected and applied to the company based on the relative performance, future prospects and risk profile of the company in comparison to the guideline companies. Management predominately utilizes valuation reports in its determination of fair value. As a result, during management's quarterly review of the value and periods of amortization of both goodwill and other intangible assets, it was determined that the carrying value of goodwill and certain other intangible assets were not fully recoverable. The Interactive Marketing segment recorded impairment charges of approximately $540.8 million related to the write-down of intangible assets at Engage related to goodwill and certain other intangible assets of its media business and approximately $351.1 million of goodwill and certain other intangible assets at yesmail.com.com. The impairment charges incurred in the Search and Portals segment primarily related to the write-down of approximately $886.6 million of goodwill and other intangible assets related to AltaVista. The impairment charges in the Infrastructure and Enabling Technologies segment primarily related to approximately $336.8 million of goodwill and other intangible assets at CMGion related to its subsidiary, AdForce, approximately $31.2 million of goodwill and other intangible assets at Activate, approximately $23.0 million of goodwill and other intangible assets at 1st Up, and approximately $5.6 million of goodwill at ExchangePath. The other intangible assets of Activate and AdForce that were determined to be impaired primarily related to a significant reduction in the acquired customer bases and turnover of workforce, which was in place at the time of the acquisitions of the companies. The impairment charges incurred in the Internet Professional Services segment related to the write-down of approximately $510.8 million of goodwill and other intangible assets at Tallan. The other intangible assets that were determined to be impaired primarily related to a significant reduction in the acquired customer base and turnover of workforce, which was in place at the time of the acquisition. The impairment factors evaluated by management may change in subsequent periods, given that the Company operates in a volatile business environment. This could result in material impairment charges in future periods.

RESTRUCTURING CHARGES:

(in thousands)	Nine Months Ended April 30, 2001	As a % of Segment Net Revenue	Nine Months Ended April 30, 2000	As a % of Segment Net Revenue	$ Change	% Change
Interactive Marketing	$ 27,161	24%	$ -	-	$ 27,161	N/A
EBusiness and Fulfillment	-	-	-	-	-	N/A
Search and Portals	76,331	50%	-	-	76,331	N/A
Infrastructure and Enabling Technologies	23,216	22%	-	-	23,216	N/A
Internet Professional Services	690	1%	-	-	690	N/A
Other	-	-	-	-	-	N/A
Total	$127,398	13%	$ -	-	$127,398	N/A

Restructuring charges of approximately $127.4 million recorded during the nine months ended April 30, 2001 consisted primarily of contract terminations, severance charges and equipment charges incurred as a result of the closing of certain subsidiaries and actions taken at the remaining subsidiaries to increase operational efficiencies, improve margins and further reduce expenses at the remaining subsidiaries. The restructuring charges incurred in the Interactive Marketing segment primarily related to workforce reductions of approximately 550 positions and the closing of several office locations at Engage, future lease commitments of Engage for servers, desktop computers and other telecommunications equipment and the write-off of fixed assets by Engage. The restructuring charges incurred in the Search and Portals segment primarily consisted of workforce reductions of approximately 410 positions at AltaVista, the termination of a contract with a significant customer and the termination of other contracts by AltaVista in connection with the change in its business strategy, the termination of a contract with a significant customer by MyWay, the future lease commitments of MyWay for servers, desktop computers and other telecommunications equipment and severance and other costs at iCAST incurred in connection with the closing of its operations. The restructuring charges incurred in the Infrastructure and Enabling Technologies segment primarily related to the termination of bandwidth agreements by NaviPath and CMGion's subsidiary, AdForce, severance costs at 1stUp.com and the write-off of fixed assets by 1stUp.com and ExchangePath.

OTHER INCOME/EXPENSES:

Gain (loss) on issuance of stock by subsidiaries and affiliates increased $50.5 million, or 70%, to $122.4 million for the nine months ended April 30, 2001 from $71.9 million for the same period ended in fiscal year 2000. Gain (loss) on the issuance of stock by subsidiaries and affiliates for the nine months ended April 30, 2001 primarily relates to a pre-tax gain of approximately $125.9 million on the issuance of stock by Engage in its acquisitions of MediaBridge and Space Media Holdings Limited partially offset by a pre-tax loss of approximately $4.4 million on the issuance of stock by Engage to employees as a result stock option exercises. Gain (loss) on issuance of stock by subsidiaries and affiliates for the nine months ended April 30, 2000 primarily reflects the pre-tax gain of $51.9 million on the issuance of common stock by NaviSite in connection with its initial public offering.

Other gains (losses), net decreased $355.8 million, or 83%, to $72.3 million for the nine months ended April 30, 2001 from $428.0 million for the same period in fiscal 2000. Other gains (losses), net for the nine months ended April 30, 2001 primarily consisted of a pre-tax gain of approximately $357.4 million on the sale of Lycos, Inc. common stock, a pre-tax gain of approximately $135.3 million on the sale of Kana Communications, Inc. common stock, a pre-tax gain of approximately $88.4 million on the sale of Yahoo!, Inc. common stock, a pre-tax gain of approximately $64.2 million on the sale of Terra Networks stock, a pre-tax gain of approximately $70.9 million on the sale of Critical Path, Inc. common stock and a pre-tax gain of approximately $19.8 million on the sale of a real estate holding by AltaVista, partially offset by a pre-tax loss of approximately $358.9 million on the sale of Pacific Century CyberWorks Limited stock, a pre-tax loss of approximately $95.9 million on the sale of AltaVista's wholly-owned subsidiary, Raging Bull, and by a pre-tax loss of approximately $149.1 million related to impairment charges taken on certain available-for-sale securities held by the Company. Other gains, net for the nine months ended April 30, 2000 primarily consisted of pre-tax gains of approximately $417.4 million on the sale of Yahoo! common stock.

Interest income increased $13.4 million to $44.4 million for the nine months ended April 30, 2001 from $31.0 million for the same period in fiscal 2000, reflecting increased interest income associated with higher cash and cash equivalent balances partially offset by lower interest rates. Interest expense increased $13.1 million to $39.6 million for the nine months ended April 30, 2001 from $26.5 million for the same period in fiscal 2000, primarily due to the notes issued in connection with the acquisition of Tallan.

Equity in losses of affiliates resulted from the Company's minority ownership in certain investments that are accounted for under the equity method. Under the equity method of accounting, the Company's proportionate share of each affiliate's operating losses and amortization of the Company's net excess investment over its equity in each affiliate's net assets is included in equity in losses of affiliates. Equity in losses of affiliates increased $23.7 million to $39.4 million for nine months ended April 30, 2001, from $15.7 million for the same period ended in fiscal year 2000, primarily reflecting an increased number of investments accounted for under the equity method compared to the same period last year. Equity in losses of affiliates for the nine months ended April 30, 2001 included the results from the Company's minority ownership in AnswerLogic, Inc., B2E Solutions, Inc., BizBuyer.com, Inc., CarParts.com, Inc., Corrigo, Inc., Domania.com, Inc., eCircles Corporation, Ensera, Inc., FindLaw, Inc., FoodBuy.com, Inc., GXMedia, Inc., HotLinks Network, Inc., Idapta, Inc., Industria Solutions, Inc. KnowledgeFirst, Inc., MyFamily.com, Inc., NameTree, Inc., NextMonet.com, Inc., NextOffice.com, Inc., OneCore Financial Network, Inc., Radiate, Inc., Signatures, ThingWorld.com, LLC, Undoo.com, Vicinity, and Virtual Ink Corporation. Equity in losses of affiliates for the nine months ended April 30, 2000 included the results from the Company's minority ownership in Engage Technologies Japan, Inc., FoodBuy.com, GX Media, Inc., Half.com, and ThingWorld.com, LLC. The Company expects its affiliate companies to continue to invest in development of their products and services, and to recognize operating losses, which will result in future charges recorded by the Company to reflect its proportionate share of such losses.

Minority interest, net increased to $383.0 million for the nine months ended April 30, 2001 from $110.8 million for the same period ended fiscal year 2000, primarily reflecting minority interest in net losses of seven subsidiaries during the first nine months of fiscal 2001, including AltaVista, Engage, MyWay, NaviSite, CMGion and NaviPath. The increase is primarily related to an increase in the net losses reported by Engage and AltaVista due to substantial amortization, impairment and restructuring charges recorded during the second fiscal quarter of fiscal year 2001.

Income tax benefit recorded for the nine months ended April 30, 2001 was approximately $76.8 million. Exclusive of taxes provided for significant, unusual or extraordinary items that will be reported separately, the Company provides for income taxes on a year to date basis at an effective rate based upon its estimate of full year earnings. In determining the Company's effective rate for the nine months ended April 30, 2001, gains (losses) on issuances of stock by subsidiaries and affiliates, other gains (losses), net, and impairment charges taken on intangible assets were excluded. Income tax expense in the nine months ended April 30, 2001 differs from the amount computed by applying the U.S. federal income tax rate of 35 percent to pre-tax loss primarily as a result of non-deductible goodwill amortization and impairment charges, state taxes and valuation allowances recognized on deferred tax assets. During the nine months ended April 30, 2001, the Company recorded a valuation allowance against its net deferred tax assets not expected to be utilized in fiscal 2001, as it is more likely than not that these assets will not be realized in future years. Prior to the second quarter of fiscal 2001, the Company has recorded valuation allowance against net deferred tax assets only with respect to majority owned subsidiaries not included in the Company's federal consolidated group. The increase in valuation allowance resulted in additional tax expense of approximately $89 million for nine months ended April 30, 2001.

LIQUIDITY AND CAPITAL RESOURCES

Working capital at April 30, 2001 decreased to $720.1 million compared to $1.11 billion at July 31, 2000. The net decrease in working capital is primarily attributable to a $1.47 billion decrease in available-for-sale securities, partially offset by a $489.4 million decrease in notes payable, a $322.0 million decrease in current deferred tax liabilities and a $206.2 million increase in cash and cash equivalents. The Company's principal sources of capital during the nine months ended April 30, 2001 were from the sales of approximately 8.4 million shares of Lycos, Inc. common stock for proceeds of approximately $394.7 million, approximately 241.0 million shares of Pacific Century CyberWorks Limited stock for proceeds of $190.2 million, approximately 3.7 million shares of Kana Communications, Inc. common stock for proceeds of $137.6 million, approximately 6.8 million shares of Terra Networks, S.A. (Terra Networks) stock for proceeds of approximately $78.3 million, approximately 1.3 million shares of Critical Path, Inc. common stock for proceeds of $72.8 million and approximately 1.0 million shares of eBay, Inc. common stock for proceeds of $48.0 million. The Company's principal uses of capital during the nine months ended April 30, 2001 were $606.6 million for funding operations, $91.3 million for purchases of property and equipment and $64.9 million for investments in affiliates, primarily through the Company's @Ventures venture capital funds.

Under the terms of an agreement with an investment bank entered into during fiscal 2000, the Company agreed to deliver, at its discretion, either cash or Yahoo! common stock in three separate tranches, with maturity dates ranging from August 2000 to February 2001. The Company executed the first tranche in April 2000 and received approximately $106.4 million. The Company subsequently settled this tranche through the delivery of 581,499 shares of Yahoo! common stock in August 2000. In May 2000, the Company received approximately $68.5 million and $5.7 million upon the execution of the second and third tranches, respectively. The Company settled the second tranche for cash totaling approximately $33.6 million in October 2000. The company settled the third tranche through the delivery of 47,684 shares of Yahoo! common stock in February 2001. In November 2000, the Company entered into a new agreement to hedge the Company's investment in 581,499 shares of Yahoo! common stock. The Company received approximately $31.5 million in connection with this agreement. Under the terms of the new contract, the Company agreed to deliver, at its discretion, either cash or shares of Yahoo! common stock on August 1, 2001.

During the nine months ended April 30, 2001, the Company, through its limited liability company subsidiaries CMG@Ventures II, LLC, CMG@Ventures III, LLC, CMGI@Ventures IV, LLC and CMG@Ventures Expansion, LLC acquired initial or follow-on minority ownership interests in nineteen Internet and technology companies for an aggregate total of approximately $48.8 million.

On August 18, 2000 and February 18, 2001, the Company issued approximately 313,000 and 2.0 million shares, respectively, of its common stock to Compaq Computer Corporation, each as a semi-annual interest payment of approximately $11.5 million related to notes payable issued in the acquisition of AltaVista. During the nine months ended April 30, 2001, the Company issued approximately 30.2 million shares of its common stock as payment of principal and interest totaling approximately $391.6 million related to notes payable that had been issued in the Company's acquisition of Tallan.

On August 23, 2000, the Company announced it had acquired the exclusive naming and sponsorship rights to the New England Patriots' new stadium, to be known as "CMGI Field," for a period of fifteen years. In return for the naming and sponsorship rights, CMGI will pay $7.6 million per year for the first ten years, with consumer price index adjustments for years eleven through fifteen. CMGI will make its first semi-annual payment under this agreement in January 2002.

On August 25, 2000, the Company and Cable and Wireless plc, completed a previously agreed to exchange of stock. CMGI received approximately 241.0 million shares of PCCW stock from Cable and Wireless in exchange for approximately 13.4 million shares of the Company's common stock.

During the first nine months of fiscal 2001, the Company's subsidiary, Engage, completed two acquisitions for combined consideration of approximately $257.6 million consisting of approximately 14.9 million shares of Engage common stock valued at approximately $225.7 million, options to purchase Engage common stock at approximately $31.1 million and direct acquisition costs of approximately $907,000.

On December 15, 2000 and January 24, 2001, the Company funded $50.0 million and $30.0 million, respectively, to its subsidiary, NaviSite, under a note and warrant purchase agreement. The annual interest rate on the note is 7.5% payable quarterly in, at NaviSite's discretion, either in cash or NaviSite common stock. The principal amount is due in full by December 12, 2003. In June 2001, NaviSite made an interest payment to CMGI, Inc. in the form of approximately 960,000 shares of its common stock.

On December 29, 2000, the Company's subsidiary, AltaVista, sold an office building and received proceeds of approximately $35.8 million.

On February 2, 2001 the Company sold its majority interest in Signatures SNI, Inc., parent of Signatures Network. Under the terms of the transaction, the Company paid cash of $6.6 million and received a note receivable in the amount of $10.0 million. The note bears interest at 7.5% per annum, compounded quarterly and is due in full on February 6, 2006. In addition, the Company retained a minority interest in Signatures, which will be accounted for under the equity method.

The Company currently projects funding in the forseeable future for CMGI@Ventures of up to $15 million per quarter for both new and follow-on investments. The Company currently expects operating cash burn to be between $140 and $150 million for its fiscal fourth quarter. The term "operating cash burn" reflects CMGI's consolidated cash burn excluding the effects of payments made for restructuring expenses, @Ventures investments, proceeds from sales of stock holdings and other significant non-recurring items. The Company has undertaken several initiatives, which are intended to reduce its operating cash requirements in the future. There can be no assurance, however, that the effect of these initiatives will reduce its cash requirements.

The Company believes that existing working capital and the availability of marketable securities, which could be sold or posted as collateral for additional loans, will be sufficient to fund its operations, investments and capital expenditures for the foreseeable future. Should additional capital be needed to fund future investment and acquisition activity, the Company may seek to raise additional capital through the sale of certain subsidiaries, through public or private offerings of the Company's or its subsidiaries' stock, or through debt financing. There can be no assurance, however, that the Company will be able to raise additional capital on terms that are favorable to the Company.

FACTORS THAT MAY AFFECT FUTURE RESULTS

The Company operates in a rapidly changing environment that involves a number of risks, some of which are beyond the Company's control. Forward-looking statements in this document and those made from time to time by the Company through its senior management are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements concerning the expected future revenues or earnings or concerning projected plans, performance, product development, product release or product shipment, as well as other estimates related to future operations are necessarily only estimates of future results and there can be no assurance that actual results will not materially differ from expectations.

Factors that could cause actual results to differ materially from results anticipated in forward-looking statements include, but are not limited to, the following:

CMGI may not have operating income or net income in the future.

During the fiscal year ended July 31, 2000 and for the nine months ended April 30, 2001, CMGI had operating losses of approximately $2.19 billion and $4.78 billion, respectively, and net losses of approximately $1.38 billion and $4.17 billion, respectively. CMGI anticipates continuing to incur significant operating expenses in the future, including significant costs of revenue and selling, general and administrative and amortization expenses. As a result, CMGI expects to continue to incur operating losses and may not have enough money to grow its business in the future. CMGI can give no assurance that it will achieve profitability or be capable of sustaining profitable operations.

CMGI may have problems raising money it needs in the future.

In recent years, CMGI has financed its operating losses in part with profits from selling some of the stock of companies in which CMGI had invested directly or through the @Ventures funds. This funding source may not be sufficient in the future, and CMGI may need to obtain funding from outside sources. However, CMGI may not be able to obtain funding from outside sources. In addition, even if CMGI finds outside funding sources, CMGI may be required to issue to such outside sources securities with greater rights than those currently possessed by holders of CMGI's currently outstanding securities. CMGI may also be required to take other actions, which may lessen the value of its common stock, including borrowing money on terms that are not favorable to CMGI.

CMGI may incur significant costs to avoid investment company status and may suffer adverse consequences if deemed to be an investment company.

CMGI may incur significant costs to avoid investment company status and may suffer other adverse consequences if deemed to be an investment company under the Investment Company Act of 1940. Some of CMGI's equity investments in other businesses and its venture subsidiaries may constitute investment securities under the Investment Company Act. A company may be deemed to be an investment company if it owns investment securities with a value exceeding 40% of its total assets, subject to certain exclusions. Investment companies are subject to registration under, and compliance with, the Investment Company Act unless a particular exclusion or safe harbor provision applies. If CMGI were to be deemed an investment company, CMGI would become subject to the requirements of the Investment Company Act. As a consequence, CMGI would be prohibited from engaging in business or issuing securities as it has in the past and might be subject to civil and criminal penalties for noncompliance. In addition, certain of CMGI's contracts might be voidable, and a court-appointed receiver could take control of CMGI and liquidate its business.

Although CMGI's investment securities currently comprise less than 40% of its total assets, fluctuations in the value of these securities or of CMGI's other assets may cause this limit to be exceeded. Unless an exclusion or safe harbor was available to CMGI, CMGI would have to attempt to reduce its investment securities as a percentage of its total assets. This reduction can be attempted in a number of ways, including the disposition of investment securities and the acquisition of non-investment security assets. If CMGI were required to sell investment securities, CMGI may sell them sooner than it otherwise would. These sales may be at depressed prices and CMGI may never realize anticipated benefits from, or may incur losses on, these investments. CMGI may be unable to sell some investments due to contractual or legal restrictions or the inability to locate a suitable buyer. Moreover, CMGI may incur tax liabilities when selling assets. CMGI may also be unable to purchase additional investment securities that may be important to its operating strategy. If CMGI decides to acquire non-investment security assets, CMGI may not be able to identify and acquire suitable assets and businesses or the terms on which CMGI is able to acquire such assets may be unfavorable.

If CMGI fails to successfully execute on its segmentation strategy, its revenue, earnings prospects and business may be materially and adversely affected.

On September 7, 2000, CMGI announced that it had formally organized its majority-owned operating companies and venture capital affiliates into six segments. These six segments include five operational disciplines - Interactive Marketing; eBusiness and Fulfillment; Search and Portals; Infrastructure and Enabling Technologies; and Internet Professional Services - as well as CMGI's affiliated venture capital arm, @Ventures. To successfully implement its segmentation strategy, CMGI must achieve each of the following:

- overcome the difficulties of integrating its operating companies;
- decrease its cash burn rate;
- attain an optimal number of operating companies through acquisitions, consolidations and divestitures; and
- improve its cash position and revenue run rate.

If CMGI fails to address each of these factors, its business prospects for achieving and sustaining profitability, and the market value of its securities may be materially and adversely affected. Even if its implementation of this segmentation strategy is successful, the revised structure and reporting procedures of the new segmentation strategy may not lead to increased market clarity or stockholder value. In addition, the execution of the segmentation strategy, including planned reductions in the number of operating companies, could result in restructuring charges being recorded by CMGI in future periods.

CMGI depends on certain important employees, and the loss of any of those employees may harm CMGI's business.

CMGI's performance is substantially dependent on the performance of its executive officers and other key employees, in particular, David S. Wetherell, CMGI's chairman, president and chief executive officer, Andrew J. Hajducky III, CMGI's executive vice president, chief financial officer and treasurer, and David Andonian, CMGI's president, corporate development. The familiarity of these individuals with the Internet industry makes them especially critical to CMGI's success. In addition, CMGI's success is dependent on its ability to attract, train, retain and motivate high quality personnel, especially for its management team. The loss of the services of any of CMGI's executive officers or key employees may harm its business. CMGI's success also depends on its continuing ability to attract, train, retain and motivate other highly qualified technical and managerial personnel. Competition for such personnel is intense.

There may be conflicts of interest among CMGI's network companies, CMGI's officers, directors and stockholders and CMGI.

Some of CMGI's officers and directors also serve as officers or directors of one or more of CMGI's network companies. As a result, CMGI, CMGI's officers and directors, and CMGI's network companies may face potential conflicts of interest with each other and with its stockholders. Specifically, CMGI's officers and directors may be presented with situations in their capacity as officers or directors of one of CMGI's network companies that conflict with their fiduciary obligations as officers or directors of CMGI or of another network company.

In fiscal 2000 and the first nine months of fiscal 2001, CMGI derived a significant portion of its revenue from a small number of customers and the loss of any of those customers could significantly damage CMGI's business.

During the fiscal year ended July 31, 2000, sales to Cisco accounted for 11% of CMGI's consolidated net revenue and 36% of CMGI's net revenue from its eBusiness and Fulfillment segment. During the nine months ended April 30, 2001, sales to Cisco accounted for 7% of CMGI's consolidated net revenue and 13% of CMGI's net revenue from its eBusiness and Fulfillment segment. CMGI currently does not have any agreements with Cisco which obligate this customer to buy a minimum amount of products from CMGI or to designate CMGI as its sole supplier of any particular products or services. During the fiscal year ended July 31, 2000, approximately 12% of CMGI's consolidated net revenue and 35% of net revenue from CMGI's Search and Portals segment was derived from customer advertising contracts serviced by DoubleClick, Inc. During the nine months ended April 30, 2001, 1% of CMGI's consolidated net revenue and 8% of the net revenue from CMGI's Search and Portals segment was derived from customer advertising contracts serviced by DoubleClick, Inc. CMGI believes that it will continue to derive a significant portion of its operating revenue from sales to a small number of customers.

CMGI's strategy of selling assets of or investments in the companies that it has acquired and developed presents risks.

One element of CMGI's business plan involves raising cash for working capital for its business by selling, in public or private offerings, some of the companies, or portions of the companies, that it has acquired and developed or in which it has invested. Market and other conditions largely beyond CMGI's control affect:

- its ability to engage in such sales;
- the timing of such sales; and
- the amount of proceeds from such sales.

As a result, CMGI may not be able to sell some of these assets. In addition, even if CMGI is able to sell, CMGI may not be able to sell at favorable prices. If CMGI is unable to sell these assets at favorable prices, its business will be harmed.

CMGI's stock price may fluctuate because the value of some of its companies fluctuates.

A portion of CMGI's assets include the equity securities of both publicly traded and non-publicly traded companies. For example, as of June 11, 2001, CMGI directly or through its @Ventures funds owned shares of common stock of divine, inc., (formerly divine Interventures, inc.), Engage, Inc., Kana Communications, Inc., Marketing Services Group, Inc., NaviSite, Inc., Pacific Century CyberWorks Limited, Primedia, Inc., Ventro Corporation and Vicinity Corporation which are publicly traded companies. The market price and valuations of the securities that CMGI holds in these and other companies may fluctuate due to market conditions and other conditions over which CMGI has no control. Fluctuations in the market price and valuations of the securities that CMGI holds in other companies may result in fluctuations of the market price of CMGI's common stock and may reduce the amount of working capital available to CMGI.

CMGI's strategy of expanding its business through acquisitions of other businesses and technologies presents special risks.

CMGI intends to continue to expand through the acquisition of businesses, technologies, products and services from other businesses. Acquisitions involve a number of special problems, including:

- difficulty integrating acquired technologies, operations, and personnel with the existing businesses;
- diversion of management attention in connection with both negotiating the acquisitions and integrating the assets;
- strain on managerial and operational resources as management tries to oversee larger operations;
- exposure to unforeseen liabilities of acquired companies;
- potential issuance of securities in connection with an acquisition with rights that are superior to the rights of holders of CMGI's currently outstanding securities;
- the need to incur additional debt; and
- the requirement to record potentially significant additional future operating costs for the amortization of goodwill and other intangible assets.

CMGI may not be able to successfully address these problems. Moreover, CMGI's future operating results will depend to a significant degree on its ability to successfully manage growth and integrate acquisitions. In addition, many of CMGI's investments are in early-stage companies with limited operating histories and limited or no revenues. CMGI may not be able to successfully develop these young companies.

CMGI faces competition from other acquirors of and investors in Internet-related ventures which may prevent CMGI from realizing strategic opportunities.

Although CMGI creates many of its network companies, it also acquires or invests in existing companies that it believes are complementary to its network and further its vision of the Internet. In pursuing these opportunities, CMGI faces competition from other capital providers and operators of Internet-related companies, including publicly-traded Internet companies, venture capital companies and large corporations. Some of these competitors have greater financial resources than CMGI does. This competition may limit CMGI's opportunity to acquire interests in companies that could advance its vision of the Internet and increase its value.

CMGI's growth places strain on its managerial, operational and financial resources.

CMGI's rapid growth has placed, and is expected to continue to place, a significant strain on its managerial, operational and financial resources. Further, CMGI manages multiple relationships with various customers, strategic partners and other third parties. CMGI's further growth or an increase in the number of its strategic relationships will increase this strain on its managerial, operational and financial resources, inhibiting its ability to achieve the rapid execution necessary to successfully implement its business plan.

CMGI must develop and maintain positive brand name awareness.

CMGI believes that establishing and maintaining its brand names is essential to expanding its business and attracting new customers. CMGI also believes that the importance of brand name recognition will increase in the future because of the growing number of Internet companies that will need to differentiate themselves. Promotion and enhancement of CMGI's brand names will depend largely on its ability to provide consistently high-quality products and services. If CMGI is unable to provide high-quality products and services, the value of its brand names may suffer.

CMGI's quarterly results may fluctuate widely.

CMGI's operating results have fluctuated widely on a quarterly basis during the last several years, and it expects to experience significant fluctuation in future quarterly operating results. Many factors, some of which are beyond CMGI's control, have contributed to these quarterly fluctuations in the past and may continue to do so. Such factors include:

- demand for its products and services;
- payment of costs associated with its acquisitions, sales of assets and investments;
- timing of sales of assets;
- market acceptance of new products and services;
- charges for impairment of long-lived assets in future periods;
- potential restructuring charges in connection with CMGI's segmentation strategy;
- specific economic conditions in the industries in which CMGI competes; and
- general economic conditions.

The emerging nature of the commercial uses of the Internet makes predictions concerning CMGI's future revenues difficult. CMGI believes that period-to-period comparisons of its results of operations will not necessarily be meaningful and should not be relied upon as indicative of its future performance. It is also possible that in some fiscal quarters, CMGI's operating results will be below the expectations of securities analysts and investors. In such circumstances, the price of CMGI's common stock may decline.

The price of CMGI's common stock has been volatile.

The market price of CMGI's common stock has been, and is likely to continue to be, volatile, experiencing wide fluctuations. In recent years, the stock market has experienced significant price and volume fluctuations, which have particularly impacted the market prices of equity securities of many companies providing Internet-related products and services. Some of these fluctuations appear to be unrelated or disproportionate to the operating performance of such companies. Future market movements may adversely affect the market price of CMGI's common stock.

CMGI's common stockholders may suffer dilution in the future upon the conversion and repayment of outstanding securities.

CMGI has outstanding securities that have conversion or repayment provisions that may result in dilution to CMGI's common stockholders. CMGI currently has 375,000 shares of Series C Convertible Preferred Stock issued and outstanding. The Series C Convertible Preferred Stock is separated into three tranches of 125,000 shares each with separate conversion prices: tranche 1 shares have a current conversion price of $45.72 per share; tranche 2 shares have a current conversion price of $37.58 per share; and tranche 3 shares have a current conversion price of $37.66 per share. The Series C Convertible Preferred Stock may be converted into common stock by the holders at these fixed prices at any time prior to June 30, 2002. On June 30, 2002, any outstanding shares of Series C Convertible Preferred Stock automatically convert into common stock at a conversion price equal to the average of the closing bid prices of the common stock on the ten consecutive trading days ending on the trading day prior to June 30, 2002. Subject to certain limitations, when converted, the shares of Series C Convertible Preferred Stock convert into the number of shares of common stock determined by taking the $1,000 per share initial stated value, adding to such initial stated value per share any completed or accrued dividend adjustments, and dividing such sum by the applicable conversion price. Upon conversion of the Series C Convertible Preferred Stock into shares of CMGI's common stock, the common stockholders will be diluted.

In connection with CMGI's acquisition of AltaVista, CMGI issued to Compaq, among other things, promissory notes in the aggregate principal amount of $220 million. The promissory notes are due on August 18, 2002. Interest on the notes, accruing at a rate of 10.5% per annum, is due and payable semiannually on each February 18 and August 18 until the notes are paid in full. Any principal and interest on the notes is payable, at CMGI's option, in cash, marketable securities or shares of CMGI common stock based on the average of the closing prices of the common stock during the 15-day period ending on the trading day immediately preceding the applicable payment date. If CMGI determines to repay the principal and interest with shares of CMGI's common stock, the common stockholders will be diluted.

CMGI relies on NaviSite for Web site hosting.

CMGI and many of its operating companies rely on NaviSite for network connectivity and hosting of servers. If NaviSite fails to perform such services, CMGI's internal business operations may be interrupted, and the ability of CMGI's operating companies to provide services to customers may also be interrupted. Such interruptions may have an adverse impact on CMGI's business and revenues and its operating companies.

The success of CMGI's network companies depends greatly on increased use of the Internet by business and individuals.

The success of CMGI's network companies depends greatly on increased use of the Internet for advertising, marketing, providing services and conducting business. Commercial use of the Internet is currently at an early stage of development and the future of the Internet is not clear. In addition, it is not clear how effective advertising on the Internet is in generating business as compared to more traditional types of advertising such as print, television and radio. The businesses of CMGI's network companies will suffer if commercial use of the Internet fails to grow in the future.

CMGI network companies are subject to intense competition.

The market for Internet products and services is highly competitive. Moreover, the market for Internet products and services lacks significant barriers to entry, enabling new businesses to enter this market relatively easily. Competition in the market for Internet products and services may intensify in the future. Numerous well-established companies and smaller entrepreneurial companies are focusing significant resources on developing and marketing products and services that will compete with the products and services of CMGI network companies. In addition, many of the current and potential competitors of CMGI network companies have greater financial, technical, operational and marketing resources than those of CMGI network companies. CMGI network companies may not be able to compete successfully against these competitors. Competitive pressures may also force prices for Internet goods and services down and such price reductions may reduce the revenues of CMGI network companies.

Growing concerns about the use of "cookies" may limit Engage's ability to develop user profiles.

Web sites typically place small files of information commonly known as "cookies" on a user's hard drive. Cookie information is passed to the Web site through the Internet user's browser software. Engage's technology currently uses cookies to collect information about an Internet user's movement through the Engage Media Network. Most of the currently available Internet browsers allow users to modify their browser settings to prevent cookies from being stored on their hard drive, and a small minority of users currently choose to do so. Users can also delete cookies from their hard drive at any time. Some Internet commentators and privacy advocates have suggested limiting or eliminating the use of cookies, and the Federal Trade Commission has recently concluded an informal inquiry into the data collection practices of DoubleClick, Inc., but reserved the right to take additional action. The effectiveness of Engage's technology could be limited by any reduction or limitation in the use of cookies. If the use or effectiveness of cookies is limited, Engage would likely have to switch to other technology that would allow it to gather demographic and behavioral information. This could require significant reengineering time and resources, might not be completed in time to avoid negative consequences to CMGI's business, financial condition or results of operations, and might not be possible at all.

If the United States or other governments regulate the Internet more closely, the businesses of CMGI network companies may be harmed.

Because of the Internet's popularity and increasing use, new laws and regulations may be adopted. These laws and regulations may cover issues such as privacy, pricing, taxation and content. The enactment of any additional laws or regulations may impede the growth of the Internet and the Internet-related business of CMGI network companies and could place additional financial burdens on their businesses.

To succeed, CMGI network companies must respond to the rapid changes in technology and distribution channels related to the Internet.

The markets for the Internet products and services of our network companies are characterized by:

- rapidly changing technology;
- evolving industry standards;
- frequent new product and service introductions;
- shifting distribution channels; and
- changing customer demands.

The success of CMGI network companies will depend on their ability to adapt to this rapidly evolving marketplace. They may not be able to adequately adapt their products and services or to acquire new products and services that can compete successfully. In addition, CMGI network companies may not be able to establish and maintain effective distribution channels.

CMGI network companies face security risks.

Consumer concerns about the security of transmissions of confidential information over public telecommunications facilities is a significant barrier to electronic commerce and communications on the Internet. Many factors may cause compromises or breaches of the security systems CMGI network companies or other Internet sites use to protect proprietary information, including advances in computer and software functionality or new discoveries in the field of cryptography. A compromise of security on the Internet would have a negative effect on the use of the Internet for commerce and communications and negatively impact CMGI network companies' businesses. Security breaches of their activities or the activities of their customers and sponsors involving the storage and transmission of proprietary information, such as credit card numbers, may expose CMGI network companies to a risk of loss or litigation and possible liability. CMGI cannot assure that the security measures of CMGI network companies will prevent security breaches.

The success of the global operations of CMGI network companies is subject to special risks and costs.

CMGI network companies have begun, and intend to continue, to expand their operations outside of the United States. This international expansion will require significant management attention and financial resources. The ability of CMGI network companies to expand their offerings of CMGI's products and services internationally will be limited by the general acceptance of the Internet and intranets in other countries. In addition, CMGI and its network companies have limited experience in such international activities. Accordingly, CMGI and its network companies expect to commit substantial time and development resources to customizing the products and services of its network companies for selected international markets and to developing international sales and support channels.

CMGI expects that the export sales of its network companies will be denominated predominantly in United States dollars. As a result, an increase in the value of the United States dollar relative to other currencies may make the products and services of its network companies more expensive and, therefore, potentially less competitive in international markets.

As CMGI network companies increase their international sales, their total revenues may also be affected to a greater extent by seasonal fluctuations resulting from lower sales that typically occur during the summer months in Europe and other parts of the world.

CMGI network companies could be subject to infringement claims.

From time to time, CMGI network companies have been, and expect to continue to be, subject to third party claims in the ordinary course of business, including claims of alleged infringement of intellectual property rights. Any such claims may damage the businesses of CMGI network companies by:

- subjecting them to significant liability for damages;
- resulting in invalidation of their proprietary rights;
- being time-consuming and expensive to defend even if such claims are not meritorious; and
- resulting in the diversion of management time and attention.

CMGI network companies may have liability for information retrieved from the Internet.

Because materials may be downloaded from the Internet and subsequently distributed to others, CMGI network companies may be subject to claims for defamation, negligence, copyright or trademark infringement, personal injury or other theories based on the nature, content, publication and distribution of such materials.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to equity price risks on the marketable portion of its equity securities. The Company's available-for-sale securities at April 30, 2001 include strategic equity positions in the Internet industry sector, many of which have experienced significant historical volatility in their stock prices. The Company typically does not attempt to reduce or eliminate its market exposure on these securities, with the exception of the Yahoo! common stock as discussed below. A 20% adverse change in equity prices, based on a sensitivity analysis of the equity component of the Company's available-for-sale securities portfolio as of April 30, 2001, would result in an approximate $21.8 million decrease in the fair value of the Company's available-for-sale securities.

The carrying values of financial instruments including cash and cash equivalents, accounts receivable, accounts payable and notes payable, approximate fair value because of the short maturity of these instruments. The carrying value of long-term debt approximates its fair value, as estimated by using discounted future cash flows based on the Company's current incremental borrowing rates for similar types of borrowing arrangements.

The Company uses derivative financial instruments primarily to reduce exposure to adverse fluctuations in interest rates on its borrowing arrangements and the Company has entered into an agreement with an investment bank that hedges a portion of its Yahoo! common stock using equity collars- See note N to the Interim Unaudited Consolidated Financial Statements. The Company does not enter into derivative financial instruments for trading purposes. As a matter of policy all derivative positions are used to reduce risk by hedging underlying economic or market exposure. The derivatives the Company uses are straightforward instruments with liquid markets. At April 30, 2001, the Company was primarily exposed to the London Interbank Offered Rate (LIBOR) interest rate on its outstanding borrowing arrangements.

The Company has historically had very low exposure to changes in foreign currency exchange rates, and as such, has not used derivative financial instruments to manage foreign currency fluctuation risk. The Company may consider utilizing derivative instruments to mitigate the risk of foreign currency exchange rate fluctuations in the future.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

On February 18, 2001, pursuant to the terms of a promissory note issued by the Company on August 18, 1999 to Compaq Computer Corporation in the original principal amount of $82,000,000 in connection with the Company's acquisition of AltaVista Company, the Company issued an aggregate of 750,653 shares of Common Stock to Compaq in satisfaction of interest due and payable. The shares of Common Stock were issued and sold to Compaq in reliance on Section 4(2) of the Securities Act of 1933, as amended, as a sale by the Company not involving a public offering. No underwriters were involved with the issuance and sale of the shares of Common Stock.

On February 18, 2001, pursuant to the terms of a promissory note issued by the Company on August 18, 1999 to Compaq in the original principal amount of $138,000,000 in connection with the Company's acquisition of AltaVista Company, the Company issued an aggregate of 1,263,295 shares of Common Stock to Compaq in satisfaction of interest due and payable. The shares of Common Stock were issued and sold to Compaq in reliance on Section 4(2) of the Securities Act of 1933, as amended, as a sale by the Company not involving a public offering. No underwriters were involved with the issuance and sale of the shares of Common Stock.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

The Exhibits listed in the Exhibit Index immediately preceding such Exhibits are filed as part of or are included in this Quarterly Report on Form 10-Q.

(b) Reports on Form 8-K

No reports on Form 8-K were filed during the quarter for which this report is filed.

SIGNATURE

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.

CMGI, Inc.

By: /s/ Andrew J. Hajducky III

Date: June 14, 2001

Andrew J. Hajducky III
Executive Vice President, Chief
Financial Officer and Treasurer
(Principal Financial and
Accounting Officer)

EXHIBIT INDEX

Item	Description
10.1	Amended and Restated 1999 Stock Option Plan For Non-Employee Directors.
10.2	Severance Agreement by and among uBid, Inc., the Registrant and Gregory K. Jones, dated as of February 21, 2001.
10.3	Sublease by and between the Registrant and Engage, Inc., dated November 1, 2000, is incorporated herein by reference to Exhibit 10.1 to Engage's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2001 (File No. 000-26671).
10.4	Executive Retention Agreement by and between Engage, Inc. and Anthony Nuzzo, dated November 7, 2000, is incorporated herein by reference to Exhibit 10.2 to Engage's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2001 (File No. 000-26671).

EXHIBIT 10.1

CMGI, INC.

Amended And Restated 1999 Stock Option Plan For Non-Employee Directors

As Amended And Restated
By The Board Of Directors On April 6, 2001

1. Purpose.

The purpose of this 1999 Stock Option Plan for Non-Employee Directors (the "Plan") of CMGI, Inc. (the "Company") is to encourage ownership in the Company by non-employee directors of the Company whose continued services are considered essential to the Company's future progress and to provide them with a further incentive to remain as directors of the Company.

2. Administration.

The Board of Directors (the "Board") shall supervise and administer the Plan. All questions concerning interpretation of the Plan or any options granted under it shall be resolved by the Board of Directors and such resolution shall be final and binding upon all persons having an interest in the Plan. The Board of Directors may, to the full extent permitted by or consistent with applicable laws or regulations, delegate any or all of its powers under the Plan to a committee appointed by the Board of Directors, and if a committee is so appointed, all references to the Board of Directors in the Plan shall mean and relate to such committee.

3. Eligibility.

There shall be eligible to receive options under the Plan each director of the Company who: (i) is not an employee of the Company or any of its subsidiaries or affiliates, or (ii) unless otherwise determined by the Board, is not an affiliate (as such term is defined in Rule 144(a)(1) promulgated under the Securities Act of 1933), employee, representative, or designee of an institutional or corporate investor in the Company (an "Affiliated Director").

4. Stock Subject to the Plan.

(a) A total of 2,000,000 shares of the Company's Common Stock, par value $.01 per share ("Common Stock") may be issued under the Plan (as adjusted through April 6, 2001), subject to adjustment as provided in Section 7.

(b) All options granted under the Plan shall be non-statutory options not entitled to special tax treatment under Section 422 of the Internal Revenue Code of 1986, as amended.

5. Terms, Conditions and Form of Options.

Each option granted under the Plan shall be evidenced by a written agreement in such form as the Board of Directors shall from time to time approve, which agreements shall comply with and be subject to the following terms and conditions:

(a) (i) Initial Grants. Each eligible director who is elected for the first time to the Board of Directors of the Company after this Plan is adopted by the Board of Directors shall be granted, upon the date of such initial election, an option to acquire 200,000 shares of Common Stock under the Plan (the "Initial Option") (as adjusted through April 6, 2001), provided that if such initial election occurs prior to the approval of the Plan by the stockholders of the Company, such option may, at the discretion of the Board, be granted on the date of such approval. Each Affiliated Director who ceases to be an Affiliated Director and is not otherwise an employee of the Company or any of its subsidiaries or affiliates shall be granted, on the date such director ceases to be an Affiliated Director but remains as a member of the Board or Directors, an Initial Option to acquire 200,000 shares of Common Stock under the Plan (as adjusted through April 6, 2001).

(ii) Annual Grants. On the first anniversary of the grant of the Initial Option to an eligible director, and on each subsequent anniversary thereof, the Company shall grant to such eligible director an option to purchase 24,000 shares of Common Stock (an "Annual Option") (as adjusted through April 6, 2001), provided that such eligible director serves as a member of the Board on the applicable anniversary date. In addition, for any eligible director who has received an option under the 1995 Stock Option Plan for Non-Employee Directors (the "1995 Plan") upon his first becoming elected to the Board, the Company shall, on the later of (i) the second anniversary of the date on which the option was granted under the 1995 Plan and (ii) the date of approval of the Plan by the stockholders of the Company, and on each subsequent anniversary date thereof, grant to such eligible director an Annual Option, provided that such eligible director serves as a member of the Board on the applicable anniversary date.

(iii) Additional Shares. The Board may, in its discretion, increase to up to 200,000 (as adjusted through April 6, 2001) the aggregate number of shares of Common Stock that may be subject to an Initial Option and/or Annual Options covering any vesting period of up to 48 months that may be granted to an eligible director after the date of such increase, provided that the maximum number of shares of Common Stock that may vest in any 48 month period shall not exceed 200,000 (as adjusted through April 6, 2001).

(b) Option Exercise Price. The option exercise price per share for each option granted under the Plan shall equal (i) the closing price of the Common Stock on any national securities exchange on which the Common Stock is listed, (ii) the closing price of the Common Stock on the Nasdaq National Market or (iii) the average of the closing bid and asked prices of the Common Stock in the over-the-counter market, whichever is applicable, on the date of grant. If no sales of Common Stock were made on the date of grant, the price of the Common Stock shall be the reported price for the next preceding day on which sales were made.

(c) Transferability of Options. Except as the Board may otherwise provide in an option granted under the Plan, any option granted under the Plan to an optionee shall not be transferable by the optionee other than (i) by will or the laws of descent and distribution, (ii) pursuant to a qualified domestic relations order as defined by the Code or Title I of the Employee Retirement Income Security Act, or the rules thereunder, or (iii) to any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, niece, nephew or other person sharing the director's household (other than a parent or employee) (a "Family Member"), or any trust in which Family Members have more than 50% of the beneficial interest, any foundation in which Family Members (or the optionee) control the management of assets, and any other entity in which Family Members (or the optionee) have more than a 50% aggregate voting interest. References to an optionee, to the extent relevant in the context, shall include references to authorized transferees.

(d) Time and Manner of Exercise.

(i) Vesting.

(a) Each Initial Option granted under the Plan shall vest and become exercisable as to 1/36/th/ of the number of shares originally subject to the option on each monthly anniversary date of the date of grant, provided that the optionee serves as a director on such monthly anniversary date.

(b) Each Annual Option granted under the Plan to a director who received an Initial Option under the Plan shall vest and become exercisable as to 1/12/th/ of the number of shares originally subject to the option on each monthly anniversary date of the date of grant commencing on the 37/th/ monthly anniversary date of the date of grant of such Annual Option; provided that the optionee serves as a director on such monthly anniversary date. The first Annual Option granted under the Plan to a director who previously received an option under the 1995 Plan shall vest and become exercisable as to 1/12/th/ of the number of shares originally subject to the option on each monthly anniversary date of the date of grant, commencing the first month following the date the option granted under the 1995 Plan becomes fully exercisable; provided that the optionee serves as a director on such monthly anniversary date. Each subsequent Annual Option granted under the Plan to a director who previously received an option under the 1995 Plan shall vest and become exercisable as to 1/12/th/ of the number of shares originally subject to the option on each monthly anniversary date of the date of grant, commencing the first month following the date the Annual Option granted next prior to such option becomes fully exercisable; provided that the optionee serves as a director on such monthly anniversary date.

(ii) Termination. Except as otherwise provided in the applicable option agreement, each option shall expire on the date ten years after the date of grant of such option (the "Expiration Date"), provided that if the optionee ceases to serve as a director of the Company prior to such Expiration Date, each option shall remain exercisable thereafter and up to but not after the Expiration Date, but may be exercised only to the extent it was exercisable at the time of the optionee's cessation of service as a director.

(iii) Change in Control. All outstanding options granted under the Plan shall immediately become exercisable in full upon a Change in Control (as defined in Section 8).

(iv) Exercise Procedure. An option may be exercised in whole or in part, to the extent it is then exercisable, only by written notice to the Company at its principal office accompanied by (i) payment in cash or by check of the full exercise price for the shares as to which it is exercised, (ii) delivery of outstanding shares of Common Stock (which have been outstanding for at least six months) having a fair market value on the last business day preceding the date of exercise equal to the option exercise price, (iii) an irrevocable undertaking by a creditworthy broker to deliver promptly to the Company sufficient funds to pay the exercise price or delivery of irrevocable instructions to a creditworthy broker to deliver promptly to the Company cash or a check sufficient to pay the exercise price, (iv) payment by such other means as may be approved by the Board, or (v) any combination of the foregoing.

(v) Exercise by Representative Following Death of Director. An optionee, by written notice to the Company, may designate one or more persons (and from time to time change such designation), including his or her legal representative, who, by reason of the optionee's death, shall acquire the right to exercise all or a portion of the option. If the person or persons so designated wish to exercise any portion of the option, they must do so within the term of the option as provided herein. Any exercise by a representative shall be subject to the provisions of the Plan.

(vi) Withholding Taxes. An optionee shall pay to the Company, or make provisions satisfactory to the Company for payment of, any taxes required by law to be withheld upon any exercise of an option granted under the Plan, no later than the date of the event creating such tax liability. In the Board's discretion, such tax obligation may be paid in whole or in part in shares of Common Stock, including shares retained from the exercise of the option, valued at the then fair market value.

6. Limitation of Rights.

(a) No Right to Continue as a Director. Neither the Plan, nor the granting of an option nor any other action taken pursuant to the Plan, shall constitute or be evidence of any agreement or understanding, express or implied, that the Company will retain the optionee as a director for any period of time.

(b) No Stockholders' Rights for Options. An optionee shall have no rights as a stockholder with respect to the shares covered by his or her option until the date of the issuance to him or her of a stock certificate therefor, and no adjustment will be made for dividends or other rights (except as provided in Section 7) for which the record date is prior to the date such certificate is issued.

(c) Compliance with Securities Laws. Each option shall be subject to the requirement that if, at any time, counsel to the Company shall determine that the listing, registration or qualification of the shares subject to such option upon any securities exchange or under any state or federal law, or the consent or approval of any governmental or regulatory body, or the disclosure of non-public information or the satisfaction of any other condition is necessary as a condition of, or in connection with, the issuance or purchase of shares thereunder, such option may not be exercised, in whole or in part, unless such listing, registration, qualification, consent or approval, or satisfaction of such condition shall have been effected or obtained on conditions acceptable to the Board of Directors. Nothing herein shall be deemed to require the Company to apply for or to obtain such listing, registration or qualification, or to satisfy such condition.

7. Adjustment Provisions for Mergers, Recapitalizations and Related Transactions.

If, through or as a result of any merger, consolidation, reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split, or other similar transaction, (i) the outstanding shares of Common Stock are exchanged for a different number or kind of securities of the Company or of another entity, or (ii) additional shares or new or different shares or other securities of the Company are distributed with respect to such shares of Common Stock, the Board of Directors shall make an appropriate and proportionate adjustment in (v) the maximum number and kind of shares reserved for issuance under the Plan, (w) the number and kind of shares subject to future grants of Initial Options and Annual Options, (x) the share limitation set forth in Section 5(a)(iii) hereof, (y) the number and kind of shares or other securities subject to then outstanding options under the Plan, and (z) the price for each share subject to any then outstanding options under the Plan (without changing the aggregate purchase price for such options), to the end that each option shall be exercisable, for the same aggregate exercise price, for such securities as such optionholder would have held immediately following such event if he had exercised such option immediately prior to such event. No fractional shares will be issued under the Plan on account of any such adjustments.

8. Change in Control.

For purposes hereof, "Change in Control" means an event or occurrence set forth in any one or more of subsections (a) through (d) below (including an event or occurrence that constitutes a Change in Control under one of such subsections but is specifically exempted from another such subsection):

(a) the acquisition by an individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) (a "Person") of beneficial ownership of any capital stock of the Company if, after such acquisition, such Person beneficially owns (within the meaning of Rule 13d-3 promulgated under the Exchange Act) a majority or more of either (i) the then outstanding shares of common stock of the Company (the "Outstanding Company Common Stock") or (ii) the combined voting power of the then outstanding securities of the Company entitled to vote generally in the election of directors (the "Outstanding Company Voting Securities"); provided, however, that for purposes of this subsection (a), the following acquisitions shall not constitute a Change in Control: (i) any acquisition directly from the Company (excluding an acquisition pursuant to the exercise, conversion or exchange of any security exercisable for, convertible into or exchangeable for common stock or voting securities of the Company, unless the Person exercising, converting or exchanging such security acquired such security directly from the Company or an underwriter or agent of the Company), (ii) any acquisition by the Company, (iii) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company, or (iv) any Business Combination (as defined below) excepted from subsection (c) of this Section 8 by the proviso set forth therein; or

(b) such time as the Continuing Directors (as defined below) do not constitute a majority of the Board (or, if applicable, the Board of Directors of a successor corporation to the

Company), where the term "Continuing Director" means at any date a member of the Board (i) who was a member of the Board on the date of adoption of this Plan or (ii) who was nominated or elected subsequent to such date by at least a majority of the directors who were Continuing Directors at the time of such nomination or election or whose election to the Board was recommended or endorsed by at least a majority of the directors who were Continuing Directors at the time of such nomination or election; provided, however, that there shall be excluded from this clause (ii) any individual whose initial assumption of office occurred as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents, by or on behalf of a person other than the Board; or

(c) the consummation of a merger, consolidation, reorganization, recapitalization or statutory share exchange involving the Company or a sale or other disposition of all or substantially all of the assets of the Company (a "Business Combination"), provided, that no such Business Combination shall constitute a Change in Control if, immediately following such Business Combination, all or substantially all of the individuals and entities who were the beneficial owners of the Outstanding Company Common Stock and Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, at least a majority of the then outstanding shares of common stock and the combined voting power of the then outstanding securities entitled to vote generally in the election of directors, respectively, of the resulting or acquiring corporation in such Business Combination (which shall include, without limitation, a corporation which as a result of such transaction owns the Company or substantially all of the Company's assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership, immediately prior to such Business Combination, of the Outstanding Company Common Stock and Outstanding Company Voting Securities, respectively; or

(d) approval by the stockholders of the Company of a complete liquidation or dissolution of the Company.

9. Termination and Amendment of the Plan.

The Board of Directors may suspend or terminate the Plan or amend it in any respect whatsoever. In addition, the Board may, in its discretion, accelerate the vesting of any option or options granted under the Plan. Without limiting the foregoing, if the Financial Accounting Standards Board implements changes to the manner on which companies are required to account for grants of options to directors and the Board determines that grants of fully vested options to directors would have desirable accounting benefits to the Company, this Plan shall be amended to provide that, from and after such amendment: (i) the Initial Option shall cover 25,666 shares, (ii) Annual Options shall cover 6,666 shares, (iii) all such options shall be fully vested upon grant and (iv) all such options shall have a five-year term and shall remain exercisable during the entire five-year term of the options.

* * * * *

EXHIBIT 10.2

SEVERANCE AGREEMENT

THIS SEVERANCE AGREEMENT ("Agreement") by and between uBid, Inc., a Delaware corporation (the "Company") headquartered at 8550 West Bryn Mawr Avenue, Suite 220, Chicago, Illinois, CMGI, Inc., ("CMGI") a Delaware corporation headquartered at 100 Brickstone Square, Andover, Massachusetts and Gregory Jones (the "Executive"), residing at 366 Bluffs Edge Drive, Lake Forest, Illinois, is made as of February 21, 2001.

WHEREAS, the Board of Directors of the Company (the "Board") has determined that the Executive will play a critical role in the operations of the Company; and

WHEREAS, the Board has determined that appropriate steps should be taken to reinforce and encourage the continued employment and dedication of the Executive;

NOW, THEREFORE, as an inducement for and in consideration of the Executive remaining in its employ, the Company agrees that the Executive shall receive the benefits set forth in this Agreement in the circumstances described below.

1. Term of Agreement. The term of this Agreement shall be February 21, 2001 to February 21, 2003 ("Retention Period"). Thereafter, this Agreement may be renewed by written agreement of the parties.

2. Not A Guarantee of Employment. The Executive acknowledges that this Agreement does not constitute a guarantee of employment or impose on the Company any obligation to retain the Executive as an employee and that this Agreement does not prevent the Executive from terminating his employment. The Executive understands and acknowledges that he is an employee at will and that either he or the Company may terminate the employment relationship between them at any time and for any lawful reason.

3. Severance Pay and Option Acceleration

(a) In the Absence of a Change in Control

In the event that no Change in Control (as defined below) has occurred and the employment of the Executive is terminated by the Company for a reason other than for Cause (as defined below), then the Executive shall be eligible for severance pay in accordance with such policies as the Company's Board of Directors may establish from time to time, provided he executes a copy of the Company's standard severance agreement and release following his last day of employment with the Company. Such severance pay (which shall be paid only if the employment of the Executive is terminated by the Company for a reason other than for Cause, as defined below) shall amount to no less than the equivalent of six months' base wages, less applicable taxes and withholding, and shall be paid in installments, on a semi-monthly basis, in accordance with the Company's regular payroll practices.

(b) <u>Following a Change in Control.</u>

In the event a Change in Control (as defined below) occurs and, thereafter, the employment of the Executive is terminated by the Company for a reason other than for Cause (as defined below), then the Executive shall be eligible for severance pay in accordance with such policies as the Company's Board of Directors may establish from time to time, provided he executes a copy of the Company's standard severance agreement and release following his last day of employment with the Company. Such severance pay (which shall be paid only if the employment of the Executive is terminated by the Company for a reason other than for Cause, as defined below) shall amount to no less than the equivalent of six months' base wages, less applicable taxes and withholding, and shall be paid in installments, on a semi-monthly basis, in accordance with the Company's regular payroll practices.

Additionally, with respect to each outstanding option to purchase shares of common stock of the Company then held by the Executive, on the Executive's last day of employment, twenty-five (25) percent of any unvested portion of each stock option shall be accelerated such that the Executive shall be entitled to exercise the stock option (in accordance with the exercise terms and conditions set forth in the option agreement and/or plan pursuant to which such options were granted) to the same extent as he would have had the accelerated portion of the option vested in accordance with the schedule established in the applicable stock option grant.

4. <u>Guarantee of Payment.</u> In the event the Company fails to pay the sums described in section 3(a), CMGI shall, on behalf of the Company, within 10 days of receipt of written notice from the Executive, pay such overdue sums to the Executive, provided, however, that in no event shall CMGI be obligated to adopt a schedule of payments which is less beneficial to it than that which the Company and the Executive have established in section 3(a), and provided further that this guaranty (i) shall be capped at $1,000,000, (ii) shall terminate automatically upon the consummation of the initial public offering after the date hereof of securities of the Company pursuant to an effective registration statement under the Securities Act of 1933, as amended, and (iii) shall be replaceable and terminable, at the sole option of CMGI, with an irrevocable letter of credit issued by an acceptable lending institution for the account of the Executive.

5. <u>Sole Remedy.</u> The payment to the Executive of the amounts payable under Section 3 (and applicable acceleration of options) along with payment of any accrued but unused vacation pay shall constitute the sole remedy of the Executive in the event of a termination of the Executive's employment by the Company.

6. <u>Definitions.</u> For purposes of this Agreement, the following terms shall have the following meanings:

(a) "Cause" shall mean a good faith finding by the Company of: (i) gross negligence or willful misconduct by the Executive in connection with the Executive's employment duties, (ii) failure by the Executive to perform his duties or responsibilities required pursuant to the Executive's employment after written notice and a 30-day opportunity to cure, (iii) mis-appropriation by the Executive for the Executive's personal use of the assets or business opportunities of the Company, or its affiliates, (iv) embezzlement or other financial fraud committed by the Executive, (v) the Executive knowingly allowing any third party to commit any of the acts described in any of the preceding clauses (iii) or (iv), or (vi) the Executive's indictment for, conviction of, or entry of a plea of no contest with respect to, any felony.

(b) "Change in Control" shall mean the consummation of any of the following events during the Retention Period: (i) a sale, lease or disposition of all or substantially all of the assets of the Company, or (ii) a merger or consolidation (in a single transaction or a series of related transactions) of the Company with or into any other corporation or corporations or other entity, or any other corporate reorganization, where the stockholders of the Company immediately prior to such event do not retain (in substantially the same percentages) beneficial ownership, directly or indirectly, of more than fifty percent (50%) of the voting power of and interest in the successor entity or the entity that controls the successor entity; provided, however, that a "Change in Control" shall not include a sale, lease, transfer or other disposition of all or substantially all of the capital stock, assets, properties or business of the Company (by way of merger, consolidation, reorganization, recapitalization, sale of assets, stock purchase, contribution or other similar transaction) that involves the Company, on the one hand, and CMGI or any CMGI Subsidiary (as defined herein), on the other hand.

(c) "CMGI Subsidiary" shall mean any corporation or other entity that is controlled, directly or indirectly, by CMGI.

7. Miscellaneous.

(a) Notices. Any notices delivered under this Agreement shall be deemed duly delivered four business days after it is sent by registered or certified mail, return receipt requested, postage prepaid, or one business day after it is sent for next-business day delivery via a reputable nationwide overnight courier service, in each case to the address of the recipient set forth in the introductory paragraph hereto. Either party may change the address to which notices are to be delivered by giving notice of such change to the other party. All notices to the Company shall also be addressed to the Company's General Counsel with a copy to the General Counsel of CMGI.

(b) Pronouns. Whenever the context may require, any pronouns used in this Agreement shall include the corresponding masculine, feminine or neuter forms, and the singular forms of nouns and pronouns shall include the plural, and vice versa.

(c) Entire Agreement. This Agreement constitutes the entire agreement between the parties and supersedes all prior agreements and understandings, whether written or oral, relating to the subject matter of this Agreement.

(d) Amendment. This Agreement may be amended or modified only by a written instrument executed by both the Company and the Executive.

(e) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts. The Company and the Executive each hereby irrevocably waive any right to a trial by jury in any action, suit or other legal proceeding arising under or relating to any provision of this Agreement.

(f) Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of both parties and their respective successors and assigns, including any corporation with which or into which the Company may be merged or which may succeed to its assets or business, provided, however, that the obligations of the Executive are personal and shall not be assigned by him.

(g) Waivers. No delay or omission by the Company in exercising any right under this Agreement shall operate as a waiver of that or any other right. A waiver or consent given by the Company on any one occasion shall be effective only in that instance and shall not be construed as a bar or waiver of any right on any other occasion.

(h) Captions. The captions of the sections of this Agreement are for convenience of reference only and in no way define, limit or affect the scope or substance of any section of this Agreement.

(i) Severability. In case any provision of this Agreement shall be invalid, illegal or otherwise unenforceable, the validity, legality and enforceability of the remaining provisions shall in no way be affected or impaired thereby.

* * * * *

THE EXECUTIVE ACKNOWLEDGES THAT HE HAS CAREFULLY READ THIS AGREEMENT AND UNDERSTANDS AND AGREES TO ALL OF THE PROVISIONS IN THIS AGREEMENT.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year set forth above.

uBid, Inc.

By: /s/ Andrew J. Hajducky III

Title: Treasurer

CMGI, Inc.

By: /s/ Andrew J. Hajducky III

Title: Executive Vice President, CFO and Treasurer

EXECUTIVE

/s/ Gregory Jones

Gregory Jones