

Murray R Scott
Form SC 13G/A
January 24, 2005

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 2)*

CMGI, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

CUSIP No. 125750109

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

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

Edgar Filing: Murray R Scott - Form SC 13G/A

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

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

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

1. Names of Reporting Persons R. Scott Murray

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
817,754

NUMBER OF

SHARES

6. Shared Voting Power
821,537 (1)

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
817,754

EACH

REPORTING

8. Shared Dispositive Power
821,537 (1)

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,639,291 (1)

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

..

11. Percent of Class Represented by Amount in Row 9

0.3%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 821,537 shares held in The Murray 2003 Qualified Annuity Trust for the benefit of Mr. Murray's designees. Mr. Murray disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

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1. Names of Reporting Persons Timothy M. Adams

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
243,197(1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
243,197(1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

243,197(1)

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 22,336 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

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1. Names of Reporting Persons Bank of America Corporation

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power
1,347,832

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power

EACH

REPORTING

PERSON

8. Shared Dispositive Power
1,350,832

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,350,832

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

..

11. Percent of Class Represented by Amount in Row 9

0.3%

12. Type of Reporting Person*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 125750109

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1. Names of Reporting Persons BankAmerica Investment Corporation

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power
998,148

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
998,148

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

998,148

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

..

11. Percent of Class Represented by Amount in Row 9

0.2%

12. Type of Reporting Person*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons Fleet National Bank

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

A Federally-chartered banking association

5. Sole Voting Power

NUMBER OF 5,734

SHARES

6. Shared Voting Power

BENEFICIALLY

233,619

OWNED BY

EACH

7. Sole Dispositive Power

REPORTING

PERSON

8. Shared Dispositive Power

WITH

239,153

9. Aggregate Amount Beneficially owned by Each Reporting Person

Edgar Filing: Murray R Scott - Form SC 13G/A

239,153

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

BK

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons Daniel F. Beck

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
632,132(1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
632,132(1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

632,132(1)

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 317,847 of shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

1. Names of Reporting Persons Canpartners Investments IV, LLC

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power
194,463

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power

EACH

REPORTING

PERSON

8. Shared Dispositive Power
194,463

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

194,463

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons Canyon Capital Advisors, LLC

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power
194,463(1)

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power

EACH

REPORTING

PERSON

8. Shared Dispositive Power
194,463(1)

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

194,463(1)

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT

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

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1. Names of Reporting Persons Rory J. Cowan

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

NUMBER OF 724,322

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

EACH

7. Sole Dispositive Power

REPORTING 724,322

PERSON

8. Shared Dispositive Power

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

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724,322

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

..

11. Percent of Class Represented by Amount in Row 9

0.2%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons Robert T. Dechant

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
522,634(1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
522,634(1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

522,634(1)

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

..

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 22,336 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

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1. Names of Reporting Persons Enterprise Associates, LLC

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

209,578

OWNED BY

7. Sole Dispositive Power

EACH

REPORTING

8. Shared Dispositive Power

PERSON

209,578

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

209,578

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons IMS Health, Inc.

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

209,578(1)

OWNED BY

7. Sole Dispositive Power

EACH

REPORTING

8. Shared Dispositive Power

PERSON

209,578(1)

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

209,578(1)

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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

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1. Names of Reporting Persons Vahram V. Erdekian

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
49,344

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
49,344

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

49,344

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons Sheila M. Flaherty

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
285,514 (1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
285,514 (1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

285,514 (1)

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 111,180 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

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1. Names of Reporting Persons Harding Holdings, Inc.

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Tennessee

5. Sole Voting Power
242,592

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

EACH

7. Sole Dispositive Power
242,592

REPORTING

PERSON

8. Shared Dispositive Power

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

Edgar Filing: Murray R Scott - Form SC 13G/A

242,592

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons Deborah A. Keeman

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
222,623(1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
222,623(1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

222,623(1)

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 147,519 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

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1. Names of Reporting Persons Jeremiah Kelly

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
348,358(1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
348,358(1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

348,358(1)

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 223,358 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

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1. Names of Reporting Persons Linwood A. Lacy

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
49,247

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power

EACH

49,247

REPORTING

PERSON

8. Shared Dispositive Power

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

49,247

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons Terence M. Leahy

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
1,357,406(1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
1,357,406(1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,357,406(1)

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

0.3%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 462,036 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

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1. Names of Reporting Persons Stephen D.R. Moore

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
1,207,381

NUMBER OF

SHARES

6. Shared Voting Power
116,812(1)

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
1,207,381

EACH

REPORTING

8. Shared Dispositive Power
116,812(1)

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,324,193(1)

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

0.3%

12. Type of Reporting Person*

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 116,812 shares held in trust for the benefit of Mr. Moore's minor child, Alexander Moore. Mr. Moore disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

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1. Names of Reporting Persons The Alexander S. Moore Trust Dtd. 6/5/96

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power
116,812

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
116,812

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

116,812

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 125750109

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1. Names of Reporting Persons The Abegail L. Moore Trust Dtd. 6/5/96

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power
116,807

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
116,807

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

116,807

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 125750109

13G

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1. Names of Reporting Persons OCM Mezzanine Fund, L.P.

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power
512,986

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power

EACH

REPORTING

PERSON

8. Shared Dispositive Power
512,986

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

512,986

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 125750109

13G

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1. Names of Reporting Persons Oaktree Capital Management, LLC

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power
512,986(1)

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power

EACH

REPORTING

PERSON

8. Shared Dispositive Power
512,986(1)

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

512,986(1)

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1)Oaktree Capital Management, LLC (Oaktree), is a registered investment adviser under the Investment Advisers Act of 1940, as amended, acting as the general partner of OCM Mezzanine Fund, L.P., a Delaware limited partnership (the Mezzanine Fund). The Mezzanine Fund is the direct beneficial owner of 512,986 shares of the issuer s common stock. Oaktree is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, David Kirchheimer, Sheldon M. Stone, D. Richard Masson, Larry W. Keele, Stephen A. Kaplan, Russel S. Bernard, John W. Moon, Kevin L. Clayton, and John B. Frank. Each of such persons may be deemed a beneficial owner of the securities listed herein by virtue of such status as members of Oaktree. Except to the extent of their respective pecuniary interests therein, Oaktree and each such person disclaims beneficial ownership of the shares listed herein and the filing of this Schedule 13G/A shall not be construed as an admission that such person is the beneficial owner of any securities covered by this Schedule 13G/A.

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1. Names of Reporting Persons Morton H. Rosenthal

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
1,178,027

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

EACH

7. Sole Dispositive Power
1,178,027

REPORTING

PERSON

8. Shared Dispositive Power

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

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1,178,027

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

..

11. Percent of Class Represented by Amount in Row 9

0.2%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons Samuel C. Sichko (as Trustee of the Murray 2003 Qualified Annuity Trust)

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power

821,537(1)

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power

EACH

REPORTING

8. Shared Dispositive Power

821,537(1)

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

821,537(1)

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

..

11. Percent of Class Represented by Amount in Row 9

0.2%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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

CUSIP No. 125750109

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1. Names of Reporting Persons Watson Kendale Southerland

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
784,346(1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
784,346(1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

784,346(1)

Edgar Filing: Murray R Scott - Form SC 13G/A

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

..

11. Percent of Class Represented by Amount in Row 9

0.2%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 357,380 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

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1. Names of Reporting Persons Randy S. Stone

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) "

(b) x

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
12,000

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
12,000

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

12,000

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 125750109

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1. Names of Reporting Persons David A. Tanner

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
384,499

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
384,499

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

384,499

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

..

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons The Murray 2003 Qualified Annuity Trust

I.R.S. Identification No. of Above Persons (Entities Only)

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power
821,537

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power
821,537

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

821,537

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

..

11. Percent of Class Represented by Amount in Row 9

0.2%

12. Type of Reporting Person*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 125750109

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Item 1(a). Name of Issuer:

CMGI, Inc.

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

1100 Winter Street

Waltham, Massachusetts 02451

Item 2(a). Name of Person Filing:

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

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

R. Scott Murray

108 Dover Road

Wellesley, MA 02482

Timothy M. Adams

130 Wilsondale Street

Westwood, MA 02090

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BankAmerica Investment Corporation

Bank of America Corporation

Fleet National Bank

231 S. LaSalle Street

Chicago, IL 60697

Daniel F. Beck

58 Hollis Street

Groton, MA 01450

CUSIP No. 125750109

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Canpartners Investments IV, LLC

Canyon Capital Advisors, LLC

9665 Wilshire Boulevard

Suite 200

Beverly Hills, CA 90212

Rory J. Cowan

281 Fairhaven Hill Road

Concord, MA 01742

Robert T. Dechant

2 Shasta Drive

N. Reading, MA 01864

Enterprise Associates, LLC

IMS Health, Inc.

c/o Venkon Group LLC

325 Riverside Avenue

Westport, CT 06880

Vahram V. Erdekian

928 West Cliff Drive

Santa Cruz, CA 05060

Sheila M. Flaherty

177 Beacon Street, #4

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Boston, MA 02116

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

c/o Kevin O Shea

100 Federal Street

Boston, MA 02110

Harding Holdings, Inc.

4400 Harding Road

Nashville, TN 37205

Deborah A. Keeman

11 Emerson Road

E. Walpole, MA 02032

Jeremiah Kelly

8 Captain Ryder Road

S. Yarmouth, MA 02664

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Linwood A. Lacy

2304 Cranborne Road

Midlothian, VA 23113

Terence M. Leahy

27 Meriam Street

Lexington, MA 02420

Stephen D.R. Moore

10 West Bellevue Avenue

Cambridge, MA 02140

OCM Mezzanine Fund, L.P.

Oaktree Capital Management, LLC

1301 Avenue of the Americas

34th Floor

New York, NY 10019

Morton H. Rosenthal

49 Washington Avenue

Cambridge, MA 02140

Watson Kendale Southerland

3595 Canton Road

A-9 PMB 340

Marietta, GA 30066

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Randy S. Stone

83 Viles Street

Weston, MA 02493

David A. Tanner

17 Windsor Road

Dover, MA 02030

The Murray 2003 Qualified Annuity Trust

Samuel C. Sichko, Trustee

585 Commercial Street

Boston, MA 02109-1024

Item 2(c). Citizenship:

The information contained in Item 4 of each of the cover pages hereto is incorporated by reference herein.

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

Common Stock, par value \$0.01 per share.

Item 2(e). CUSIP Number:

125750 10 9

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

N/A

Item 4. Ownership:

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

(a) Amount Beneficially owned:

This Schedule 13G/A is being filed on behalf of the Reporting Persons who, along with Bain Capital Fund IV, L.P., Bain Capital Partners V, L.P., BCIP Associates, BCIP Trust Associates, L.P., BCIP Trust Associates II, BCIP Trust Associates II-B, BCM Capital Partners, L.P., J.P. Morgan Partners (BHCA), L.P., Information Partners, Nicholas G. Nomicos, Sankaty Credit Opportunities, L.P., Sankaty High Yield Partners II, L.P., and Sankaty High Yield Partners III, L.P. (the Other Persons), may be deemed as a group with respect to the ownership of the common stock of the issuer as a result of the Reporting Persons or their affiliates and the Other Persons being signatories to that certain Stock Transfer Agreement, dated as of March 23, 2004 and that certain Stockholder Selling Agreement, dated as of August 2, 2004. As of December 31, 2004, the Reporting Persons, together with the Other Persons, may be deemed to beneficially own in the aggregate 22,089,619 shares of common stock of the issuer.

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

(b) Percent of class:

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As of December 31, 2004, the Reporting Persons, together with the Other Persons, may be deemed to beneficially own in the aggregate 4.6% of the common stock of the issuer, based on the number of shares of common stock of the issuer outstanding

as reported in the issuer's Form 10-Q for the quarter ended October 31, 2004.

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

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

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

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

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

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

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

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

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

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x.

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

N/A

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

N/A

Item 8. Identification and Classification of Members of the Group:

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

Item 9. Notice of Dissolution of Group:

N/A

Item 10. Certifications:

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

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete and correct on January 24, 2005.

R. Scott Murray

By: /s/ R. Scott Murray

R. Scott Murray

Timothy M. Adams

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Bank of America Corporation

By: /s/ Charles F. Bowman

Charles F. Bowman, Senior Vice President

BankAmerica Investment Corporation

By: /s/ Julie Kunetka

Julie Kunetka, Senior Vice President

Fleet National Bank

By: /s/ Charles F. Bowman

Charles F. Bowman, Senior Vice President

Daniel F. Beck

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Canpartners Investments IV, LLC

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Canyon Capital Advisors, LLC

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Rory J. Cowan

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Robert T. Dechant

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Enterprise Associates, LLC

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

IMS Health, Inc.

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Vahram V. Erdekian

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Sheila M. Flaherty

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

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

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

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

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Harding Holdings, Inc.

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Deborah A. Keeman

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Jeremiah Kelly

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Linwood A. Lacy

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Terence M. Leahy

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Stephen D.R. Moore

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

OCM Mezzanine Fund, L.P.

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Oaktree Capital Management, LLC

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Nicholas G. Nomicos

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Morton H. Rosenthal

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Samuel L. Sichko

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

W. Ken Southerland

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Randy S. Stone

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

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David A. Tanner

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

The Murray 2003 Qualified Annuity Trust

By: /s/ R. Scott Murray

R. Scott Murray, Attorney-In-Fact

Exhibits

1. Joint Filing Agreement
2. Power of Attorney for each of the Reporting Persons other than Bank of America Corporation, BankAmerica Investment Corporation and Fleet National Bank is incorporated herein by reference to Exhibit 2 to the Schedule 13G dated August 2, 2004 and filed August 6, 2004 by the Reporting Persons (File No. 005-43347)

JOINT FILING AGREEMENT

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

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

/s/ Timothy M. Adams
Signature

Timothy M. Adams
Print Name

/s/ Daniel F. Beck
Signature

Daniel F. Beck
Print Name

Canpartners Investments IV, LLC

By: /s/ Joshua S. Friedman
Signature

Joshua S. Friedman, Managing Director
Print Name

Canyon Capital Advisors, LLC

/s/ Joshua S. Friedman
Signature

Joshua S. Friedman, Managing Director
Print Name

/s/ Rory J. Cowan
Signature

Rory J. Cowan
Print Name

/s/ Robert T. Dechant
Signature

Robert T. Dechant
Print Name

ENTERPRISE ASSOCIATES LLC

By: /s/ Venetia Kontogouris
Signature

Venetia Kontogouris
Print Name

IMS HEALTH INCORPORATED

By: /s/ Robert H. Steinfeld

Robert H. Steinfeld as Senior Vice President and
Corporate Secretary
Print Name

/s/ Vahram Erdekian
Signature

Vahram Erdekian
Print Name

/s/ Sheila M. Flaherty
Signature

Sheila M. Flaherty
Print Name

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

By: Kevin C. O Shea, Vice President

/s/ Kevin C. O Shea

Signature

Kevin C. O Shea

Print Name

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

By: Kevin C. O Shea, Vice President

/s/ Kevin C. O Shea

Signature

Kevin C. O Shea

Print Name

HARDING HOLDINGS INC.

By: /s/ Mary K. Cavarra

Signature

Mary K. Cavarra., Vice President

Print Name

/s/ Deborah A. Keeman

Signature

Deborah A. Keeman

Print Name

/s/ Jeremiah Kelly

Signature

Jeremiah Kelly

Print Name

/s/ Linwood A. Lacy, Jr.
Signature

Linwood A. Lacy, Jr.
Print Name

/s/ Terence M. Leahy
Signature

Terence M. Leahy
Print Name

/s/ Stephen D.R. Moore
Signature

Stephen D.R. Moore
Print Name

/s/ R. Scott Murray
Signature

R. Scott Murray
Print Name

OCM MEZZANINE FUND, L.P.

By: Oaktree Capital Management, LLC, general
partner

By: Robert E. Davis

/s/ Robert E. Davis
Signature

Robert E. Davis
Print Name

By: William B. Sacher

/s/ William B. Sacher
Signature

William B. Sacher
Print Name

Oaktree Capital Management, LLC

By: /s/ William Casperson
Signature

William Casperson, Managing Director
Print Name

By: /s/ William B. Sacher
Signature

William B. Sacher, Managing Director
Print Name

/s/ Morton H. Rosenthal
Signature

Morton H. Rosenthal
Print Name

/s/ Samuel C. Sichko
Signature

Samuel C. Sichko
Print Name

The Murray 2003 Qualified Annuity Trust

By: /s/ Samuel C. Sichko
Signature

Samuel C. Sichko, Trustee
Print Name

/s/ W. Ken Southerland
Signature

W. Ken Southerland
Print Name

/s/ Randy Stone
Signature

Randy Stone
Print Name

/s/ D.A. Tanner
Signature

David A. Tanner
Print Name