

Murray R Scott  
Form SC 13G/A  
December 15, 2004

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

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**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**CMGI, INC.**

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(Name of Issuer)

Common Stock, par value \$0.01 per share

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(Title of Class of Securities)

CUSIP No. 125750109

---

(CUSIP Number)

December 8, 2004

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(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)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
1,372,347

NUMBER OF

SHARES

6. Shared Voting Power  
1,378,706 (1)

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
1,372,347

EACH

REPORTING

8. Shared Dispositive Power  
1,378,706 (1)

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

2,751,053 (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

0.6%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 1,378,706 shares held in The Murray 2003 Qualified Annuity Trust for the benefit of Mr. Murray's designees. Mr. Murray disclaims beneficial ownership disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

1. Names of Reporting Persons Timothy M. Adams

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
447,367(1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
447,367(1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

447,367(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 10, 2004.

1. Names of Reporting Persons Bank of America Corporation

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power  
2,097,192

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power

EACH

REPORTING

PERSON

8. Shared Dispositive Power  
2,100,192

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

2,100,192

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

0.4%

12. Type of Reporting Person\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT



1. Names of Reporting Persons BankAmerica Investment Corporation

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power  
1,563,578

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
1,563,578

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,563,578

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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

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                      4,834

SHARES

6. Shared Voting Power

BENEFICIALLY

417,549

OWNED BY

EACH

7. Sole Dispositive Power

REPORTING

PERSON

8. Shared Dispositive Power

WITH

425,383

9. Aggregate Amount Beneficially owned by Each Reporting Person

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

425,383

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

1. Names of Reporting Persons Daniel F. Beck

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
624,685(1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
624,685(1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

624,685(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 310,400 of shares issuable upon the exercise of options exercisable within 60 days of December 10, 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)

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.

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                      1,019,499

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

EACH

7. Sole Dispositive Power

REPORTING

1,019,499

PERSON

8. Shared Dispositive Power

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

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1,019,499

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)

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 22,336 shares issuable upon the exercise of options exercisable within 60 days of December 10, 2004.

1. Names of Reporting Persons      Enterprise Associates, LLC

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power  
209,578

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
209,578

EACH

REPORTING

8. Shared Dispositive Power

PERSON

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



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  
209,578(1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
209,578(1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

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.

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

1. Names of Reporting Persons      Sheila M. Flaherty

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
448,622 (1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
448,622 (1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

448,622 (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 10, 2004.

1. Names of Reporting Persons      Harding Holdings, Inc.

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Tennessee

5. Sole Voting Power  
242,592

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power

7. Sole Dispositive Power  
242,592

8. Shared Dispositive Power

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



1. Names of Reporting Persons      Deborah A. Keeman

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
267,842(1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
267,842(1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

267,842(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 167,519 shares issuable upon the exercise of options exercisable within 60 days of December 10, 2004.

1. Names of Reporting Persons      Jeremiah Kelly

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

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 10, 2004.

1. Names of Reporting Persons      Linwood A. Lacy

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

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

1. Names of Reporting Persons Terence M. Leahy

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
1,690,297(1)

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
1,690,297(1)

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,690,297(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

0.4%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 794,927 shares issuable upon the exercise of options exercisable within 60 days of December 10, 2004.



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

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
1,257,979

NUMBER OF

SHARES

6. Shared Voting Power  
208,777(1)

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
1,257,979

EACH

REPORTING

8. Shared Dispositive Power  
208,777(1)

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,466,756(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 208,777 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.

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  
208,777

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
208,777

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

208,777

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

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

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power  
208,772

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
208,772

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

208,772

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

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

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power  
823,355

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power

EACH

REPORTING

PERSON

8. Shared Dispositive Power  
823,355

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

823,355

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\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT



1. Names of Reporting Persons      Oaktree Capital Management, LLC

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

6. Shared Voting Power  
823,355(1)

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power

EACH

REPORTING

PERSON

8. Shared Dispositive Power  
823,355(1)

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

823,355(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\*

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 823,355 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.

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  
1,357,344

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power

7. Sole Dispositive Power  
1,357,344

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

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

1,357,344

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

11. Percent of Class Represented by Amount in Row 9

0.3%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons 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

1,378,706(1)

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power

EACH

REPORTING

8. Shared Dispositive Power

1,378,706(1)

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,378,706(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) This statement shall not be construed as an admission that the trustee is the beneficial owner of the shares held in the trust and the trustee expressly disclaims beneficial ownership of the shares.

1. Names of Reporting Persons      Watson Kendale Southerland

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
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)

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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) Includes 357,380 shares issuable upon the exercise of options exercisable within 60 days of December 10, 2004.



1. Names of Reporting Persons      Randy S. Stone

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

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

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

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  
406,185

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
406,185

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

406,185

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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  
1,378,706

NUMBER OF

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7. Sole Dispositive Power  
1,378,706

EACH

REPORTING

8. Shared Dispositive Power

PERSON

WITH

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,378,706

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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\*

OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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

CMGI, Inc.

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

1100 Winter Street

Waltham, Massachusetts 02451

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

This statement is being filed by R. Scott Murray, Timothy M. Adams, Bank of America Corporation, BankAmerica Investment Corporation, Fleet National Bank, Daniel F. Beck, Canpartners Investments IV, LLC, Canyon Capital Advisors, LLC, Rory J. Cowan, Robert T. Dechant, Enterprise Associates, LLC, IMS Health, Inc., Vahram V. Erdekian, Sheila M. Flaherty, Harding Holdings, Inc., Deborah A. Keeman, Jeremiah Kelly, Linwood A. Lacy, Terence M. Leahy, Stephen D.R. Moore, The Alexander S. Moore Trust Dtd. 6/5/96, The 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

CUSIP No. 125750109

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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 6 of each of the cover pages hereto is incorporated by reference herein.

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

Common Stock, par value \$0.01 per share.

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

125750 10 9

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

N/A

**Item 4. Ownership:**

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

(a) Amount Beneficially owned:

This Schedule 13G/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 10, 2004, the Reporting Persons, together with the Other Persons, may be deemed to beneficially own in the aggregate 32,637,172 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 10, 2004, the Reporting Persons, together with the Other Persons, may be deemed to beneficially own in the aggregate 6.8% of common stock of the issuer, based on the number of shares of common stock of the issuer outstanding

as reported in the issuer's Form 10-Q for the quarter ended 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:**

N/A

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

N/A

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

N/A



**Item 8. Identification 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 December 15, 2004.

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

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