

CMGI INC
Form SC 13G/A
February 09, 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)

125750109

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: CMGI INC - Form SC 13G/A

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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

The information required on 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 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only)

Bain Capital Fund IV, L.P.

EIN No.: 04-3185924

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	4,799,964
<hr/>	
SHARES	6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY	0
<hr/>	
EACH	7. SOLE DISPOSITIVE POWER

REPORTING

PERSON	4,799,964
<hr/>	
WITH	8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,799,964

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%

12. TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only)

Information Partners

EIN No.: 04-3060617

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5. SOLE VOTING POWER

NUMBER OF 168,976

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 168,976

WITH 8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

168,976

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.04%

12. TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only)

BCIP Associates

EIN No.: 04-3109427

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 278,258

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 278,258

WITH 8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

278,258

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.06%

12. TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only)

BCIP Trust Associates, L.P.

EIN No.: 04-3109428

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 165,234

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 165,234

WITH 8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

165,234

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.04%

12. TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only)

Bain Capital Partners V, L.P.

EIN No.: 04-3290091

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	3,339,788
<hr/>	
SHARES	6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY	0
<hr/>	
EACH	7. SOLE DISPOSITIVE POWER

REPORTING

PERSON	3,339,788
<hr/>	
WITH	8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,339,788

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.7%

12. TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only)

BCM Capital Partners, L.P.

EIN No.: 04-3302520

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	225,248
<hr/>	
SHARES	6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY	0
<hr/>	
EACH	7. SOLE DISPOSITIVE POWER

REPORTING

PERSON	225,248
<hr/>	
WITH	8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

225,248

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.05%

12. TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only)

BCIP Trust Associates II

EIN No.: 04-3400371

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 1,713

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,713

WITH 8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,713

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only)

BCIP Trust Associates II-B

EIN No.: 04-3400372

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	529
SHARES	6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY	0
EACH	7. SOLE DISPOSITIVE POWER

REPORTING

PERSON	529
WITH	8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

529

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only)

Sankaty High Yield Partners II, L.P.

EIN No.: 04-3490549

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	75,832	
<hr/>		
SHARES		6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY	0	
<hr/>		
EACH		7. SOLE DISPOSITIVE POWER

REPORTING

PERSON	75,832	
<hr/>		
WITH		8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,832

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only)

Sankaty High Yield Partners III, L.P.

EIN No.: 04-3554845

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	75,832
SHARES	6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY	0
EACH	7. SOLE DISPOSITIVE POWER

REPORTING

PERSON	75,832
WITH	8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,832

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only)

Sankaty Credit Opportunities, L.P.

EIN No.: 51-0422167

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	75,832
SHARES	6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY	0
EACH	7. SOLE DISPOSITIVE POWER

REPORTING

PERSON	75,832
WITH	8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,832

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only)

Nicholas G. Nomicos

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

5. SOLE VOTING POWER

NUMBER OF 95,676

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 95,676

WITH 8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

95,676

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON

IN

SCHEDULE 13G

Item 1 (a) Name of Issuer:

The name of the issuer to which this filing on Schedule 13G relates is CMGI, Inc. (the Company).

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

The principal executive offices of the Company are located at 1100 Winter Street, Waltham, MA 02451.

Item 2 (a) Name of Person Filing:

This statement is being filed on behalf of the following (collectively, the Reporting Persons): (1) Bain Capital Fund IV, L.P., a Delaware limited partnership (Fund IV), (2) Information Partners, a Massachusetts general partnership (Information Partners), (3) BCIP Associates, a Delaware general partnership (BCIP), (4) BCIP Trust Associates, L.P., a Delaware limited partnership (BCIPTA), (5) Bain Capital Partners V, L.P., a Delaware limited partnership (Bain Partners V), (6) BCM Capital Partners, L.P., a Delaware limited partnership (BCM), (7) BCIP Trust Associates II, a Delaware general partnership (BCIPTA II), (8) BCIP Trust Associates II-B, a Delaware general partnership (BCIPTA II-B), (9) Sankaty High Yield Partners II, L.P., a Delaware limited partnership (Sankaty II), (10) Sankaty High Yield Partners III, L.P., a Delaware limited partnership (Sankaty III), (11) Sankaty Credit Opportunities, L.P., a Delaware limited partnership (SCO) and (12) Nicholas G. Nomicos.

Bain Capital Partners IV, L.P., a Delaware limited partnership (Bain Partners IV), is the sole general partner of Fund IV and the managing partner of Information Partners. Bain Capital Investors, LLC, a Delaware limited liability company (BCI), is the sole general partner of Bain Partners IV and Bain Partners V, the sole member of the management committee of each of BCIP and BCRIPTA, and the managing partner of each of BCRIPTA II and BCRIPTA II-B.

Bain Capital V Mezzanine Partners, L.P., a Delaware limited partnership (Mezzanine Partners), is the sole general partner of BCM. Sankaty Investors, LLC, a Delaware limited liability company (Sankaty Investors), is the sole general partner of Mezzanine Partners.

Sankaty High Yield Asset Investors II, LLC, a Delaware limited liability company (Sankaty HYA II), is the sole general partner of Sankaty II. Sankaty Investors II, LLC, a Delaware limited liability company (Sankaty Investors II), is the sole managing member of Sankaty HYA II.

Sankaty High Yield Asset Investors III, LLC, a Delaware limited liability company (Sankaty HYA III), is the sole general partner of Sankaty III. Sankaty Investors III, LLC, a Delaware limited liability company (Sankaty Investors III), is the sole managing member of Sankaty HYA III.

Sankaty Credit Opportunities Investors, LLC, a Delaware limited liability company (SCO Investors), is the sole general partner of SCO. Sankaty Credit Member, LLC, a Delaware limited liability company (SCO Member), is the sole managing member of SCO Investors.

Mr. Jonathan S. Lavine is the sole managing member of each of Sankaty Investors, Sankaty Investors II, Sankaty Investors III and SCO Member.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 7, 2005, a copy of which is filed with this Schedule G as Exhibit A, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

2 (b) Address of Principal Business Office or, if none, Residence:

The principal business address of each of the Reporting Persons, Bain Partners IV, BCI, Mezzanine Partners, Sankaty Investors, Sankaty HYA II, Sankaty Investors II, Sankaty HYA III, Sankaty Investors III, SCO Investors and SCO Member is c/o Bain Capital, LLC, 111 Huntington Avenue, Boston, MA 02199.

2 (c) Citizenship:

Each of Fund IV, BCIP, BCIPTA, Bain Partners V, BCM, BCIPTA II, BCIPTA II-B, Sankaty II, Sankaty III, SCO, Bain Partners IV, BCI, Mezzanine Partners, Sankaty Investors, Sankaty HYA II, Sankaty Investors II, Sankaty HYA III, Sankaty III, SCO Investors and SCO Member is organized under the laws of the State of Delaware. Information Partners is organized under the laws of the Commonwealth of Massachusetts. Mr. Nomicos and Mr. Lavine are citizens of the United States.

2 (d) Title of Class of Securities:

The class of equity securities of the Company to which this filing on Schedule 13G relates is Common Stock, par value \$0.01 per share (Common Stock).

2 (e) CUSIP Number:

The CUSIP number of the Company s Common Stock is 125750109.

Item 3 If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

- (e) .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- x If this statement is filed pursuant to §240.13d-1(c), check this box.

Item 4 (a) Amount beneficially owned

This Schedule 13G is being filed on behalf of the Reporting Persons who, along with Timothy M. Adams, BankAmerica Investment Corporation, Daniel F. Beck, Canpartners Investments IV, LLC, Chase Equity Associates, L.P., Rory J. Cowan, Robert T. Dechant, Enterprise Associates, LLC, Vahram V. Erdekian, Sheila M. Flaherty, Fleet National Bank, Trustee of the Alexander S. Moore Trust dtd. 6/5/96, Fleet National Bank, Trustee of the Abegail L. Moore Trust dtd. 6/5/96, Harding Holdings, Inc., Deborah A. Keeman, Jeremiah Kelly, Linwood A. Lacy, Terence M. Leahy, Stephen D.R. Moore, R. Scott Murray, OCM Mezzanine Fund, L.P., Morton H. Rosenthal, W. Ken Southerland, Randy S. Stone, David A. Tanner, and The Murray 2003 Qualified Annuity Trust (collectively, the Other Persons), may be deemed as a group with respect to the ownership of the Common Stock of the Company 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, 2003, and that certain Stockholder Selling Agreement, dated as of August 2, 2004. The Reporting Persons, together with the Other Persons, may be deemed to beneficially own in the aggregate 22,089,619 shares of Common Stock of the Company representing, in the aggregate, 4.6% of the Company s Common Stock. The percentage of Common Stock held by the Reporting Persons and the Other Persons is based on 478,752,168 shares of Common Stock of the Company outstanding as of December 1, 2004, as reported in the Company s Form 10-Q for the quarter ended October 31, 2004.

As of the close of business on December 31, 2004, the following shares were owned by the Reporting Persons:

Fund IV owned 4,799,964 shares of the Company, representing approximately 1.0% of the Company s outstanding Common Stock (the Outstanding Shares). Fund IV acts by and through its general partner, Bain Partners IV. Bain Partners IV acts by and through its general partner, BCI.

Information Partners owned 168,976 shares of the Company, representing approximately .04% of the Outstanding Shares. Information Partners acts by and through its managing partner, Bain Partners IV.

BCIP owned 278,258 shares of the Company, representing approximately .06% of the Outstanding Shares. BCIP acts by and through the sole member of its management committee, BCI.

BCIPTA owned 165,234 shares of the Company, representing approximately .04% of the Outstanding Shares. BCIPTA acts by and through the sole member of its management committee, BCI.

Bain Partners V owned 3,339,788 shares of the Company, representing approximately .7% of the Outstanding Shares. Bain Partners V acts by and through its general partner, BCI.

BCM owned 225,248 shares of the Company, representing approximately .05% of the Outstanding Shares. BCM acts by and through its general partner, Mezzanine Partners. Mezzanine Partners acts by and through its general partner, Sankaty Investors. Sankaty Investors acts by and through its managing member, Mr. Jonathan S. Lavine.

BCIPTA II owned 1,713 shares of the Company, representing approximately 0.0% of the Outstanding Shares. BCIPTA II acts by and through its managing partner, BCI.

BCIPTA II-B owned 529 shares of the Company, representing approximately 0.0% of the Outstanding Shares. BCIPTA II-B acts by and through its managing partner, BCI.

Sankaty II owned 75,832 shares of the Company, representing approximately 0.0% of the Outstanding Shares. Sankaty II acts by and through its general partner, Sankaty HYA II. Sankaty HYA II acts by and through its managing member, Sankaty Investors II. Sankaty Investors II acts by and through its managing member, Mr. Jonathan S. Lavine.

Sankaty III owned 75,832 shares of the Company, representing approximately 0.0% of the Outstanding Shares. Sankaty III acts by and through its general partner, Sankaty HYA III. Sankaty HYA III acts by and through its managing member, Sankaty Investors III. Sankaty Investors III acts by and through its managing member, Mr. Jonathan S. Lavine.

SCO owned 75,832 shares of the Company, representing approximately 0.0% of the Outstanding Shares. SCO acts by and through its general partner, SCO Investors. SCO Investors acts by and through its managing member, SCO Member. SCO Member acts by and through its managing member, Mr. Jonathan S. Lavine.

Mr. Lavine is a member of BCI and he, or entities affiliated with him, are partners of BCIP, BCIPTA and BCIPTA II and, accordingly, Mr. Lavine may be deemed to share voting and dispositive power with respect to the shares held or deemed to be held by such entities. Mr. Lavine disclaims beneficial ownership of all such shares except to the extent of his pecuniary interest therein.

Mr. Nomicos owned 95,676 shares of Common Stock of the Company, representing approximately 0.0% of the Outstanding Shares. Additionally, Mr. Nomicos and/or entities affiliated with him are partners of BCIP Associates and BCIPTA II and, accordingly, Mr. Nomicos may be deemed to share voting and dispositive power with respect to the shares held by such entities. Mr. Nomicos disclaims beneficial ownership of all such shares except to the extent of his pecuniary interest therein.

4 (b) Percent of Class:

See Item 4(a) hereof.

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

- (i) sole power to vote or to direct the vote:
- (ii) shared power to vote or to direct the vote:
- (iii) sole power to dispose or to direct the disposition of:
- (iv) shared power to dispose or to direct the disposition of:

See Item 4(a) hereof.

Item 5 Ownership of Five Percent or less of a Class:

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

Not Applicable

Item 6 Ownership of more than Five Percent on behalf of another person:

Not Applicable

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

See Items 2 and 4(a) hereof.

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certifications:

By signing below the undersigned certify that, to the best of their 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.

Dated: February 7, 2005

BAIN CAPITAL FUND IV, L.P.
By Bain Capital Partners IV, L.P.,
Its general partner

INFORMATION PARTNERS
By Bain Capital Partners IV, L.P.,
Its Managing Partner

BAIN CAPITAL PARTNERS V, L.P.

By Bain Capital Investors, LLC,
Their general partner

BCIP ASSOCIATES
BCIP TRUST ASSOCIATES, L.P.
By Bain Capital Investors, LLC,
Their management committee

By: /s/ Michael F. Goss

Michael F. Goss
Managing Director

BCM CAPITAL PARTNERS, L.P.

By: /s/ Michael F. Goss

Michael F. Goss
Managing Director

SANKATY HIGH YIELD PARTNERS II, L.P.

By: /s/ Michael F. Goss

Michael F. Goss
Managing Director

SANKATY HIGH YIELD PARTNERS III, L.P.

By: /s/ Michael F. Goss

Michael F. Goss
Managing Director

SANKATY CREDIT OPPORTUNITIES, L.P.

By: /s/ Michael F. Goss

Michael F. Goss
Managing Director

/s/ Nicholas G. Nomicos

Nicholas G. Nomicos

AGREEMENT REGARDING THE JOINT FILING OF AMENDMENT NO. 2 SCHEDULE 13G

The undersigned hereby agree as follows:

- (1) Each of them is individually eligible to use Amendment No. 2 to the Schedule 13G to which this Exhibit is attached, and such Amendment No. 2 to Schedule 13G is filed on behalf of each of them; and
- (2) Each of them is responsible for the timely filing of such Amendment No. 2 to Schedule 13G and any amendments thereto, and for the completeness and accuracy of such information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making this filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: February 7, 2005

BAIN CAPITAL FUND IV, L.P.
By Bain Capital Partners IV, L.P.,
Its general partner

INFORMATION PARTNERS
By Bain Capital Partners IV, L.P.,
Its Managing Partner
BAIN CAPITAL PARTNERS V, L.P.

By Bain Capital Investors, LLC,
Their general partner

BCIP ASSOCIATES
BCIP TRUST ASSOCIATES
By Bain Capital Investors, LLC,
Their management committee

By: /s/ Michael F. Goss

Michael F. Goss
Managing Director

BCM CAPITAL PARTNERS, L.P.

By: /s/ Michael F. Goss

Michael F. Goss
Managing Director

SANKATY HIGH YIELD PARTNERS II, L.P.

By: /s/ Michael F. Goss

Michael F. Goss
Managing Director

SANKATY HIGH YIELD PARTNERS III, L.P.

By: /s/ Michael F. Goss

Michael F. Goss
Managing Director

SANKATY CREDIT OPPORTUNITIES, L.P.

By: /s/ Michael F. Goss

Michael F. Goss
Managing Director

/s/ Nicholas G. Nomicos

Nicholas G. Nomicos