

SAFEGUARD SCIENTIFICS INC ET AL

Form 10-K/A

April 24, 2003

Table of Contents

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K/A

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**
For The Fiscal Year Ended December 31, 2002
Commission File Number 1-5620

Safeguard Scientifics, Inc.

(Exact name of Registrant as specified in its charter)

Pennsylvania
*(State or other jurisdiction of
incorporation or organization)*

23-1609753
(I.R.S. Employer ID No.)

**800 The Safeguard Building,
435 Devon Park Drive,
Wayne, PA**
(Address of principal executive offices)

19087
(Zip Code)

(Registrant's telephone number, including area code):
(610) 293-0600

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of each exchange on which registered |
|--------------------------------|--|
| Common Stock (\$.10 Par Value) | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

The aggregate market value of the voting stock held by non-affiliates of the registrant on June 30, 2002 was \$232,786,266. For purposes of determining this amount only, Registrant has defined affiliates as including (a) the executive officers and directors of Registrant on June 30, 2002, and (b) each stockholder that has informed Registrant by June 30, 2002 that it is the beneficial owner of 10% or more of the outstanding common stock of Registrant.

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The number of shares outstanding of the Registrant's Common Stock, as of March 12, 2003 was 119,314,372.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement (the Definitive Proxy Statement) to be filed with the Securities and Exchange Commission for the Company's 2003 Annual Meeting of Stockholders are incorporated by reference into Part III of this report.

Table of Contents

EXPLANATORY NOTE

This Annual Report on Form 10-K amends the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 21, 2003, to correct certain typographical errors included in the Equity Compensation Plan Information Table set forth in Part III, Item 12 and to include Exhibits 23.3 and 99.3.

TABLE OF CONTENTS

Part III.

Item 12. Security Ownership of Certain Beneficial Owners and Management

Part IV.

Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K

CERTIFICATION

CERTIFICATION

SIGNATURES

Exhibits

INDEPENDENT AUDITORS' CONSENT

CEO CERTIFICATION...

CFO CERTIFICATION...

Table of Contents

Part III.

Item 12. Security Ownership of Certain Beneficial Owners and Management

Incorporated by reference to the portion of the Definitive Proxy Statement entitled Stock Ownership of Directors and Officers.

Equity Compensation Plans

Securities Authorized for Issuance Under Equity Compensation Plans

Our equity compensation plans provide a broad-based program designed to attract and retain talent while creating alignment with the interests of our shareholders. Employees at all levels participate in our equity compensation plans. In addition, members of our Board of Directors receive stock options for their service on our Board.

Our Board of Directors is authorized to administer our equity compensation plans, adopt, amend and repeal the administrative rules relating to the plans, and interpret the provisions of the plans. Our Board of Directors has delegated to the Compensation Committee authority to administer our equity compensation plans.

Our Compensation Committee has the authority to select the recipients of grants under our equity compensation plans and determine the terms and conditions of the grants, including but not limited to (i) the number of shares of common stock covered by such grants, (ii) the type of grant, (iii) the dates upon which such grants vest (which is typically 25% on the first anniversary of the grant date and in 36 equal monthly installments thereafter), (iv) the exercise price of options (which is typically equal to the fair market value of the shares on the grant date) or the consideration to be paid in connection with restricted stock or other stock-based grants (which may be no consideration), and (iv) the term of the grant.

During 2001, our Board of Directors adopted the 2001 Associates Equity Compensation Plan, which provides for the grant of nonqualified stock options, stock appreciation rights, restricted stock, performance units, and other stock-based awards to employees, consultants or advisors of Safeguard and its subsidiaries, provided that no grants can be made under this plan to executive officers and directors of Safeguard. This plan is administered by the Compensation Committee which, as described above, has the authority to issue equity grants thereunder and to establish the terms and conditions of such grants. Except for the persons eligible to participate in the plan, the terms of the 2001 plan are the same as the 1999 plan.

A total of 5,400,000 shares of our common stock are authorized for issuance under the 2001 Plan. At December 31, 2002, 3,273,027 shares were subject to outstanding options, 772,463 shares were available for future issuance, and 1,354,510 shares have been issued under the 2001 Plan. If any option granted under the 2001 Plan expires or is terminated, surrendered, canceled or forfeited, or if any shares of Restricted Stock, Performance Units or Other Stock-Based Grants are forfeited, the unused shares of common stock covered by such grants will again be available for grant under the 2001 Plan.

Our Board of Directors is required to make appropriate adjustments in connection with the 2001 Plan to reflect any stock split, stock dividend, recapitalization, liquidation, spin-off or other similar event. The 2001 Plan also contains provisions addressing the consequences of any Reorganization Event or Change in Control (as such terms are defined in the respective plan).

If a Reorganization or Change of Control Event occurs, unless the Compensation Committee determines otherwise, all outstanding options and SARs that are not exercised shall be assumed by, or replaced with comparable options or rights by, the surviving corporation (or a parent of the surviving corporation), and other outstanding grants shall be converted to similar grants of the surviving corporation or a parent of the surviving corporation). Notwithstanding that provision, the Compensation Committee has the authority to take one or both of the following actions: (i) require that grantees surrender their outstanding options and SARs in exchange for a payment by the Company, in cash or company stock as determined by the Compensation Committee, in an amount equal to the amount by which the then fair market value of the shares of company stock subject to the unexercised Options and SARs exceeds the exercise price of the options or the base amount of the SARs, as applicable, or (ii) after giving grantees an opportunity to exercise their outstanding options and SARs or otherwise realize the value of all of their other grants, terminate any or all unexercised options, SARs and grants at such time as the Compensation Committee deems appropriate.

Table of Contents

The following table provides information as of December 31, 2002 about the securities authorized for issuance under our equity compensation plans. Additionally, this table contains information about an individual arrangement entered into outside of the equity plans with a former officer providing for the award of an option to purchase shares of our common stock.

Equity Compensation Plan Information

| Plan Category | Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) | Weighted-average exercise price of outstanding options, warrants and rights (b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) |
|---|--|--|--|
| Equity compensation plans approved by security holders ⁽¹⁾ | 8,775,714 | \$9.6266 | 1,946,272 |
| Equity compensation plans not approved by security holders ⁽²⁾ | 3,573,027 | \$3.4949 | 772,463 |
| Total | 12,348,741 | \$7.8525 | 2,718,735 |

(1) Includes awards granted under the 1990 Stock Option Plan, the 1999 Equity Compensation Plan and the Non-Employee Directors Plan. Includes 945,000 deferred stock units which have been issued under the Plan. See Note 12 of Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

(2) Includes awards granted under the 2001 Plan and the non-plan option granted to Harry Wallaesa in March 1999 to purchase 300,000 shares of our common stock at an exercise price of \$12.3542 per share. The shares subject to this non-plan option were fully vested in accordance with Mr. Wallaesa's separation agreement and will remain exercisable until October 12, 2004.

Part IV.**Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K****(a) Consolidated Financial Statements and Schedules**

Incorporated by reference to Item 8 of this Report on Form 10-K.

(b) Reports on Form 8-K

On November 21, 2002, the Company filed a Current Report on Form 8-K announcing by press release the \$55 million cash acquisition of 100% of Alliance Consulting.

(c) Exhibits

The exhibits required to be filed as part of this Report are listed in the exhibit index below.

(d) Financial Statement Schedules**Separate financial Statements of Subsidiaries Not Consolidated**

The consolidated financial statements of Internet Capital Group, Inc. for the three year period ended December 31, 2002, required to be included in this report pursuant to Rule 3-09 of Regulation S-X, are filed as Exhibit 99.3.

Table of Contents

CERTIFICATION

I, Anthony L. Craig, certify that:

1. I have reviewed this annual report on Form 10-K of Safeguard Scientifics, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the Evaluation Date); and
 - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

SAFEGUARD SCIENTIFICS,
INC.

/s/ Anthony L. Craig

Anthony L. Craig
Chief Executive Officer

Date: April 23, 2003

Table of Contents

CERTIFICATION

I, Christopher J. Davis, certify that:

1. I have reviewed this annual report on Form 10-K of Safeguard Scientifics, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the Evaluation Date); and
 - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

SAFEGUARD SCIENTIFICS,
INC.

/s/ Christopher J. Davis

Christopher J. Davis
Chief Financial Officer

Date: April 23, 2003

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: April 23, 2003

SAFEGUARD SCIENTIFICS, INC.

By: /s/ Anthony L. Craig

Anthony L. Craig
Chief Executive Officer and President

Table of Contents**Exhibits**

The following is a list of exhibits required by Item 601 of Regulation S-K filed as part of this Report. Where so indicated by footnote, exhibits that were previously filed are incorporated by reference. For exhibits incorporated by reference, the location of the exhibit in the previous filing is indicated in parentheses.

| Exhibit No. | Exhibit |
|----------------|--|
| 2.1 | Purchase Agreement dated as of December 22, 2000, by and between CompuCom Systems, Inc., MicroAge Technology Services, L.L.C. and MicroAge, Inc.(13) (Exhibit 2.1) |
| 3.1 | Amended and Restated Articles of Incorporation of Safeguard(4) (Exhibit 3.1) |
| 3.2 | By-laws of Safeguard, as amended(14) |
| 4.1*** | 1990 Stock Option Plan, as amended(4) (Exhibit 4.3) |
| 4.2*** | Stock Option Plan for Non-Employee Directors(2) (Exhibit 4.8) |
| 4.3*** | Safeguard Scientifics, Inc. 1999 Equity Compensation Plan, as amended(16) (Exhibit 4.3) |
| 4.3.1**/** | Group Stock Unit Award Program, Group Deferred Stock Unit Program for Officers, Group Deferred Stock Unit Program for Directors pursuant to the Safeguard Scientifics, Inc. 1999 Equity Compensation Plan |
| 4.4*** | Safeguard Scientifics, Inc. 2001 Associates Equity Compensation Plan(17) |
| 4.4.1**/** | Amendment No. 1 to the Safeguard Scientifics, Inc. 2001 Associates Equity Compensation Plan |
| 4.5 | Indenture, dated as of June 9, 1999, between Safeguard Scientifics, Inc. and Chase Manhattan Trust Company, National Association, as trustee, including the form of 5.0% Convertible Subordinated Note due 2006(9) (Exhibit 4.2) |
| 4.6 | Purchase Agreement of Safeguard Scientifics, Inc. to issue and sell to Credit Suisse First Boston Corporation Convertible Subordinated Notes due June 15, 2006 (exhibits omitted)(6) (Exhibit 4.3) |
| 4.7 | Registration Rights Agreement between Safeguard Scientifics, Inc. and Credit Suisse First Boston Corporation(7) (Exhibit 4.4) |
| 4.8 | Rights Agreement dated as of March 1, 2000 between Safeguard Scientifics, Inc. and ChaseMellon Shareholder Services LLC, as Rights Agent(8) (Exhibit 4) |
| 4.9 | Designation of Series A Junior Participating Preferred Shares(9) (Exhibit 4.11) |
| 10.1*** | Safeguard Scientifics, Inc. Long Term Incentive Plan, as amended and restated effective June 15, 1994(3) (Exhibit 10.6) |
| 10.2*** | Safeguard Scientifics, Inc. Deferred Compensation Plan(1) (Exhibit 10.12) |
| 10.3 | Sails Mandatorily Exchangeable Securities Contract dated as of March 25, 1999 among Safeguard Scientifics, Inc., Safeguard Scientifics (Delaware), Inc., Credit Suisse Financial Products and CSFP Capital Inc. as Agent(10) (Exhibit 10.40) |
| 10.4 | Sails Pledge Agreement dated as of March 25, 1999 among Safeguard Scientifics (Delaware), Inc, Credit Suisse Financial Products, and Credit Suisse First Boston, New York, as Collateral Agent (exhibits omitted)(10) (Exhibit 10.41) |
| 10.5 | Sails Mandatorily Exchangeable Securities Contract dated as of August 30, 1999 among Safeguard Scientifics, Inc., Safeguard Scientifics (Delaware), Inc., Credit Suisse Financial Products and CSFP Capital, Inc. as Agent(10) (Exhibit 10.42) |
| 10.6 | Sails Pledge Agreement dated as of August 30, 1999 among Safeguard Scientifics (Delaware), Inc., Credit Suisse Financial Products, and Credit Suisse First Boston, New York, as Collateral Agent (exhibits omitted)(10) (Exhibit 10.43) |
| 10.7*** | Form of Promissory Notes dated February 3, 2000 given by certain executives for advances by Safeguard of income tax withholdings on restricted stock grants(9) (Exhibit 10.37) |
| 10.8*** | Form of Promissory Notes dated April 6, 2000 given by certain executives for advances by Safeguard of income tax withholdings on restricted stock grants(11) (Exhibit 10.3) |
| 10.9*** | Stock Option Grant by Safeguard Scientifics, Inc. to Harry Wallaesa dated March 1, 1999(9) (Exhibit 10.38) |
| 10.10*** | Term note dated April 13, 2000 from a certain executive to Safeguard Scientifics, Inc.(11) (Exhibit 10.2) |
| 10.11 | Consulting Agreement dated July 3, 2001 between Safeguard Scientifics, Inc. and Vincent G. Bell, Jr.(15)(Exhibit 10.3) |
| 10.12 | Amended and Restated Demand Note dated May 18, 2001 given by Warren V. Musser for advances by Bonfield Insurance, LTD(15)(Exhibit 10.4) |

Table of Contents

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| 10.13 | Agreement to Restructure by and among Warren V. Musser and Hillary Grinker Musser and Safeguard Scientifics, Inc. and Bonfield Insurance, LTD, dated as of April 16, 2001(15)(Exhibit 10.5) |
| 10.13.1 | Amendment to Agreement to Restructure by and among Warren V. Musser and Hillary Grinker Musser and Safeguard Scientifics, Inc. and Bonfield Insurance, LTD, dated May 18, 2001(15)(Exhibit 10.6) |
| 10.14 | Employment Agreement dated as of October 15, 2001 between Safeguard Scientifics, Inc. and Warren V. Musser(21)(Exhibit 10.14) |
| 10.15 | Employment Agreement dated July 10, 2001 between Safeguard Scientifics, Inc. and Jerry L. Johnson(16)(Exhibit 10.9) |
| 10.16**/** | Form of Letter Agreement, dated January 1, 2003, between Safeguard Scientifics, Inc. and the following Managing Directors: Michael F. Cola, Christopher J. Davis and N. Jeffrey Klauder |
| 10.17**/** | Letter Agreement, dated January 1, 2003, between Safeguard Scientifics, Inc. and Anthony L. Craig |
| 10.18** | Letter Agreement, dated January 2, 2001, between Safeguard Scientifics, Inc. and Anthony A. Ibarguen(21)(Exhibit 10.21) |
| 10.19 | Loan and Security Agreement, dated as of November 21, 2001, between Comerica Bank California and Safeguard Delaware, Inc. (schedules omitted)(21)(Exhibit 10.22) |
| 10.20 | Loan Agreement dated May 10, 2002 by and among Comerica Bank California, Safeguard Delaware, Inc. and Safeguard Scientifics (Delaware), Inc. (exhibits omitted)(18)(Exhibit 10.1) |
| 10.21 | CompuCom Receivables MasterTrust I Pooling and Servicing Agreement, dated as of May 7, 1999, as amended and restated as of August 20, 1999, between Norwest Bank Minnesota National Association, CompuCom Systems, Inc., and CSI Funding, Inc.(19) (Exhibit 10(J)) |
| 10.21.1 | CompuCom Receivables MasterTrust I Pooling and Servicing Agreement Series 1999-1 Supplement, dated as of May 7, 1999, a amended and restated as of August 20, 1999, among PNC Bank, National Association, Market Street Capital Corporation, Norwest Bank Minnesota, National Association, CompuCom Systems, Inc., and CSI Funding, Inc.(19) (Exhibit 10(K)) |
| 10.21.2 | Receivables Contribution and Sale Agreement dated May 7, 1999 between CompuCom Systems, Inc. and CSI Funding, Inc.(6) (Exhibit 10.8) |
| 10.22 | Series 2000-1 Supplement, among CSI Funding, Inc., as the Transferor, CompuCom Systems, Inc., as Servicer, Lloyds TSB Bank PLC, as Initial Series 2000-1 Certificateholder, and Wells Fargo, as Trustee on behalf of the Certificateholders, dated as of October 2, 2000(12) (Exhibit 10(zz)) |
| 10.22.1 | Amendment Number 1, dated as of May 17, 2001 to the Series 2000-1 Supplement, dated as of October 2, 2000, by and among CSI Funding, Inc., CompuCom Systems, Inc., Lloyds TSB Bank PLC and Wells Fargo Bank Minnesota, National Association (f/k/a Norwest Bank Minnesota, National Association).(15) (Exhibit 10.1) |
| 10.22.2 | Amendment Number 2, dated as of May 17, 2001 to the Series 1999-1 Supplement, dated as of May 7, 1999, as amended and restated as of August 20, 1999 and as amended by Amendment Number 1, dated as of October 2, 2000, by and among CSI Funding, Inc., CompuCom Systems, Inc., PNC Bank, National Association, Market Street Funding Corporation and Wells Fargo Bank Minnesota, National Association (f/k/a Norwest Bank Minnesota, National Association).(15) (Exhibit 10.2) |
| 10.22.3 | Amendment Number 3, dated as of March 7, 2002 and effective as of December 31, 2001 to the Series 1999-1 Supplement, dated as of May 7, 1999, as amended and restated as of August 20, 1999, as further amended by Amendment Number 1 to the Series 1999-1 Supplement, dated as of October 2, 2000, and as further amended by Amendment Number 2 to the Series 1999-1 Supplement, dated as of May 17, 2001, by and among CSI Funding, Inc., CompuCom Systems, Inc., PNC Bank, National Association, Market Street Funding Corporation and Wells Fargo Bank Minnesota, National Association (f/k/a Norwest Bank Minnesota, National Association) (20)(Exhibit 10(pp)) |
| 10.22.4 | Amendment Number 4, dated as of October 11, 2002 to the Series 1999-1 Supplement, dated as of May 7, 1999, as amended and restated as of August 20, 1999, as further amended, by and among CSI Funding, Inc., CompuCom Systems, Inc., PNC Bank, National Association, Market Street Funding Corporation and Wells Fargo Bank Minnesota, National Association (f/k/a Norwest Bank Minnesota, National Association) (20)(Exhibit 10(qq)) |
| 10.22.5 | Amendment Number 5, dated as of October 31, 2002 to the Series 1999-1 Supplement, dated as of May 7, 1999, as amended and restated as of August 20, 1999, as further amended, by and among CSI Funding, Inc., CompuCom Systems, Inc., PNC Bank, National Association, Market Street Funding Corporation and Wells Fargo Bank Minnesota, National Association (f/k/a Norwest Bank Minnesota, National Association) (20)(Exhibit 10(rr)) |
| 10.23 | Inventory and Working Capital Financing Agreement, dated as of May 11, 1999, between IBM Credit Corporation and CompuCom Systems, Inc. (6) (Exhibit 10.6) |
| 10.23.1 | Attachment A to Inventory and Working Capital Financing Agreement dated May 11, 1999(6) (Exhibit 10.7) |

Table of Contents

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|----------|---|
| 10.23.2 | First Amendment to Inventory and Working Capital Financing Agreement dated as of July 28, 1999 by and between CompuCom Systems, Inc. and IBM Credit Corporation(12) (Exhibit 10(ab)) |
| 10.23.3 | Second Amendment to Inventory and Working Capital Financing Agreement dated as of July 1, 2000 by and between CompuCom Systems, Inc. and IBM Credit Corporation(15) (Exhibit (10(ac))) |
| 10.23.4 | Third Amendment to Inventory and Working Capital Financing Agreement dated as of October 31, 2000 by and between CompuCom Systems, Inc. and IBM Credit Corporation(15) (Exhibit 10(ad)) |
| 10.23.5 | Fourth Amendment to Inventory and Working Capital Financing Agreement dated as of January 10, 2001 by and between CompuCom Systems, Inc. and IBM Credit Corporation(15) (Exhibit 10(ae)) |
| 10.23.6 | Fifth Amendment to Inventory and Working Capital Financing Agreement dated as of September 30, 2001 by and between CompuCom Systems, Inc. and IBM Credit Corporation (20) (Exhibit 10(ah)) |
| 11 | Statement regarding Computation of Per Share Income (included herein at Note 1 Significant Accounting Policies in the subsection Net Income (loss) Per Share and in Note 16 to the Consolidated Financial Statements) |
| 21** | List of Subsidiaries |
| 23.1** | Consent of KPMG LLP |
| 23.2**** | Consent of KPMG LLP |
| 23.3* | Consent of KPMG LLP |
| 99.1* | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 99.2* | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 99.3 | Consolidated Financial Statements of Internet Capital Group, Inc. (22) |

* Filed herewith

** Filed on March 21, 2003 as an exhibit to the Form 10-K.

*** These exhibits relate to management contracts or compensatory plans, contracts or arrangements in which directors and/or executive officers of the registrant may participate.

**** Filed on March 31, 2003 as an exhibit to the Form 10-K/A

(1) Filed on March 30, 1987 as an exhibit to Form 10-K and incorporated herein by reference.

(2) Filed on March 30, 1994 as an exhibit to Form 10-K and incorporated herein by reference.

(3) Filed on March 30, 1995 as an exhibit to Form 10-K and incorporated herein by reference.

(4) Filed on March 31, 1997 as an exhibit to Form 10-K and incorporated herein by reference.

(5) Filed on May 10, 1999 as an exhibit to Form 8-K and incorporated herein by reference.

(6) Filed on August 16, 1999 as an exhibit to Form 10-Q for the quarter ended June 30, 1999 and incorporated herein by such reference.

(7) Filed on September 2, 1999 as an exhibit to Form 10-Q/ A for the quarter ended June 30, 1999 and incorporated herein by such reference.

(8) Filed on February 29, 2000 as an exhibit to Form 8-K and incorporated herein by reference.

(9) Filed on March 22, 2000 as an exhibit to Form 10-K and incorporated herein by reference.

(10) Filed on April 18, 2000 as an exhibit to Form 10-K/ A 2 and incorporated herein by reference.

(11) Filed on May 15, 2000 as an exhibit to Form 10-Q for the quarter ended March 31, 2000 and incorporated herein by reference.

(12) Incorporated herein by reference to the exhibits filed by CompuCom Systems, Inc. (SEC File No. 000-14371) under Part IV, Item 14(c) of the Annual Report on Form 10-K for the year ended December 31, 2000.

(13) Filed on January 24, 2001 as an exhibit to Form 8-K filed by CompuCom Systems, Inc. and incorporated herein by reference.

(14) Filed on May 15, 2001 as an exhibit to the Form 10-Q for the quarter ended March 31, 2001 and incorporated herein by reference.

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- (15) Filed on August 14, 2001 as an exhibit to the Form 10-Q for the quarter ended June 30, 2001 and incorporated herein by reference.
 - (16) Filed on November 14, 2001 as an exhibit to the Form 10-Q for the quarter ended September 30, 2001 and incorporated herein by reference.
 - (17) Filed on November 14, 2001 as an exhibit to Form S-8 and incorporated herein by reference.
 - (18) Filed on November 14, 2002 as an exhibit to the Form 10-Q for the quarter ended September 30, 2002 and incorporated herein by reference.
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Table of Contents

- (19) Filed on November 14, 2002 as an exhibit to the Quarterly Report on Form 10-Q (No. 000-14371) filed by CompuCom Systems, Inc. and incorporated herein by reference.
- (20) Incorporated herein by reference to the exhibits filed by CompuCom Systems, Inc. (SEC File No. 000-14371) under Part IV, Item 14(c) of the Annual Report on Form 10-K for the year ended December 31, 2002.
- (21) Filed on March 31, 2002 as an exhibit to Form 10-K and incorporated herein by reference.
- (22) Incorporated by reference to Part II, Item 8 of the Annual Report on Form 10-K/A for the year-ended December 31, 2002, filed by Internet Capital Group, Inc. (SEC file No. 001-16249) on April 15, 2003.