Costamare Inc.
Form 6-K
July 27, 2011

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of July 2011

COSTAMARE INC.
(Translation of registrant s name into English)

60 Zephyrou Street & Syngrou Avenue 17564, Athens, Greece
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F x Form 40-F o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in the Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes o No x

If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

EXHIBIT INDEX

99.1 Press Release Dated July 27, 2011: Costamare Inc. Reports Second Quarter 2011 Results.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 27, 2011

COSTAMARE INC.

By:	/s/ Gregory G. Zikos
Name:	Gregory G. Zikos
Title:	Chief Financial Officer

Exhibit 99.1

COSTAMARE INC. REPORTS SECOND QUARTER 2011 RESULTS

Athens, Greece, July 27, 2011 Costamare Inc. (Costamare) (NYSE: CMRE), today reported unaudited financial results for the second quarter and six months ended June 30, 2011.

Financial Highlights

- Voyage revenues of $94.3 million and $180.3 million for the three and the six months ended June 30, 2011, respectively.

- Voyage revenues adjusted on a cash basis of $101.8 million and $195.7 million for the three and the six months ended June 30, 2011, respectively.

- Adjusted EBITDA of $65.8 million and $127.1 million for the three and the six months ended June 30, 2011, respectively.

- Net income of $26.2 million or $0.43 per share and $44.1 million or $0.73 per share for the three and the six months ended June 30, 2011, respectively.

- Adjusted Net Income of $26.9 million or $0.45 per share and $49.3 million or $0.82 per share for the three and six months ended June 30, 2011, respectively.

New Business Developments

- The Company has agreed to purchase the 5,060 TEU capacity, 2003-built container vessel *MSC Linzie* (to be renamed *MSC Romanos*) from an unaffiliated third party. The acquisition cost will be $55.0 million and the vessel is expected

to be delivered to the Company between August 15 and September 30, 2011.

The Company has entered into a time charter agreement with Mediterranean Shipping Company S.A. (MSC) for the employment of the vessel, commencing upon delivery, for a duration of approximately 63 months at a daily rate of $28,000. The acquisition is expected to be financed by cash from operations and the use of part of a currently committed undrawn credit line.

- Entered into the following chartering agreements:

  - The time charter agreement with MSC for the 1988-built, 4,828 TEU *c/v MSC Mykonos*, has been extended as from July 14, 2011 until September 1, 2017, at a daily rate of $20,000.

  - The time charter agreement with MSC for the 1988-built, 4,828 TEU *c/v MSC Mandraki*, will be extended from November 2, 2011 until July 1, 2017, at a daily rate of $20,000.

  - The time charter agreement with Hapag-Lloyd for the 1987-built, 3,152 TEU *c/v Akritas*, will be extended from September 30, 2011 for 36 months, at a daily rate of $12,500.

  - On July 3, 2011, the 1990-built, 3,351 TEU *c/v Rena*, commenced a five-year time charter agreement with MSC at a daily rate of $15,000.

  - On July 19, 2011, the 1995-built, 1,162 TEU *c/v Zagora* commenced an eight month time charter agreement with MSC at a daily rate of $7,000.

- Obtained a firm offer, subject to documentation but not subject to further credit approval, from a consortium of major European and US financial institutions for the financing arrangements for three out of the five newbuilding contracts entered into with Sungdong Shipbuilding & Marine Engineering Co., Ltd. in April 2011. Received indications of interest and is in advanced discussions with major financial institutions regarding the financing of the remaining two newbuilds.

Dividend Announcements

- On July 11, 2011, the Board of Directors declared a dividend for the second quarter ended June 30, 2011, of $0.25 per share, payable on August 9, 2011 to stockholders of record at the close of trading of the Company's common stock on the New York Stock Exchange (the NYSE) on July 27, 2011. This was the third cash dividend we have declared since our initial public offering on November 4, 2010.

- Management of the Company also announced that it will recommend to the Board of Directors that the Board approve an eight percent (8%) dividend increase, beginning with the third quarter 2011 dividend, raising the quarterly dividend from $0.25 to $0.27 per common share.

Mr. Gregory Zikos, CFO of Costamare Inc., commented:

During the second quarter of the year the Company generated positive results in line with expectations.

We have recently acquired one more second hand vessel backed by a favorable charter to a first class charterer and chartered five existing vessels with a TEU-average age of 22 years for an average period of 5 years at very attractive rates. In aggregate the new transactions will generate approximately $ 180 million of contracted revenues demonstrating the Company s ability to employ profitably older vessels and realize high returns.

These new business developments, together with our newbuilding and second hand acquisitions, have increased our dividend distribution capacity. Accordingly, we are pleased to announce that management will recommend to the Board of Directors an 8% dividend increase beginning with the third quarter of 2011.

Our business model is focused on optionality; should we see a temporarily depressed market, we have the capacity to move fast and acquire cheap assets; if however, in the mid-to-long term, we have a healthy market, we will benefit from the re-chartering of the vessels coming out of charter over the next years, while we will keep looking for new opportunities.

We remain committed to our goal of creating shareholder value by prudently growing our fleet and at the same time increasing our dividend consistent with our dividend policy.

Financial Summary

(Expressed in thousands of U.S. dollars, except share and per share amounts):	Six-month period ended June 30, 2010	Six-month period ended June 30, 2011	Three-month period ended June 30, 2010	Three-month period ended June 30, 2011
	(Unaudited)			
Voyage revenue	$ 178,824	$ 180,279	$ 89,800	$94,318
Accrued charter revenue (1)	($ 18,412)	$ 15,442	($ 9,295)	$ 7,454
Voyage revenue adjusted on a cash basis (2)	$ 160,412	$ 195,721	$ 80,505	$ 101,772
Adjusted EBITDA (3)	$ 102,712	$ 127,107	$ 52,100	$ 65,801
Adjusted Net Income (3)	$ 30,638	$ 49,254	$ 16,138	$ 26,857
Weighted Average number of shares	47,000,000	60,300,000	47,000,000	60,300,000
Adjusted Earnings per share (3)	$ 0.65	$ 0.82	$ 0.34	$ 0.45
EBITDA (3)	$ 117,710	$ 121,972	$ 56,915	$ 65,115
Net Income	$ 45,636	$ 44,119	$ 20,953	$ 26,171
Weighted Average number of shares	47,000,000	60,300,000	47,000,000	60,300,000
Earnings per share	0.97	0.73	0.45	0.43

(1) Accrued charter revenue represents the difference between cash received during the period and revenue recognized on a straight-line basis.

(2) Voyage revenue adjusted on a cash basis represents Voyage revenue after cash changes in Accrued charter revenue deriving from escalating charter rates under which certain of our vessels operate. However, Voyage revenue adjusted on a cash basis is not a recognized measurement under U.S. generally accepted accounting principles, or GAAP. We believe that the presentation of Voyage revenue adjusted on a cash basis is useful to investors because it presents the charter revenue for the relevant period based on the then current daily charter rates. The increases or decreases in daily charter rates under our charter party agreements are described in the notes to the Fleet List below.

(3) Adjusted net income, adjusted earnings per share, EBITDA and adjusted EBITDA are non-GAAP measures. Refer to the reconciliation of net income to adjusted net income and net income to EBITDA and adjusted EBITDA below.

Adjusted Net Income and Adjusted EBITDA

The Company reports its financial results in accordance with U.S. generally accepted accounting principles (GAAP). However, management believes that certain non-GAAP financial measures used in managing the business may provide users of these financial measures additional meaningful comparisons between current results and results in prior operating periods. Management believes that these non-GAAP financial measures can provide additional meaningful reflection of underlying trends of the business because they provide a comparison of historical information that excludes certain items that impact the overall comparability. Management also uses these non-GAAP financial measures in making financial, operating and planning decisions and in evaluating the Company s performance. Tables below set out supplemental financial data and corresponding reconciliations to GAAP financial measures for the six-month periods ended June 30, 2011 and June 30, 2010 and the three-month periods ended June 30, 2011 and June 30, 2010. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, the Company s reported results prepared in accordance with GAAP. Non-GAAP financial measures include (i) Voyage revenue adjusted on a cash basis (reconciled above), (ii) Adjusted Net Income, (iii) Adjusted earnings per share, (iv) EBITDA and (v) Adjusted EBITDA.

Reconciliation of Net Income to Adjusted Net Income

(Expressed in thousands of U.S. dollars, except share and per share data)		Six-month period ended June 30, 2010	Six-month period ended June 30, 2011	Three-month period ended June 30, 2010	Three-month period ended June 30, 2011
			(Unaudited)		
Net Income	$	45,636 $	44,119 $	20,953 $	26,171
Accrued charter revenue		(18,412)	15,442	(9,295)	7,454
Gain on sale of vessels		(7,853)	(10,771)	(5,558)	(10,771)
Realized (Gain) Loss on Euro/USD forward contracts		1,085	(802)	854	(797)
Gain (loss) on derivative instruments		10,182	69	9,184	4,800
Initial purchases of consumable stores for newly acquired vessels		-	1,197	-	-
Adjusted Net income	$	30,638 $	49,254 $	16,138 $	26,857
Adjusted Earnings per Share	$	0.65 $	0.82 $	0.34 $	0.45
Weighted average number of shares		47,000,000	60,300,000	47,000,000	60,300,000

Adjusted Net income and Adjusted Earnings per Share represent net income before gain/(loss) on sale of vessels, non-cash changes in fair value of derivatives, non-cash changes in Accrued charter revenue deriving from escalating charter rates under which certain of our vessels operate and the cash of partial purchases of consumable stores for newly acquired vessels. Accrued charter revenue is attributed to the time difference between the revenue recognition and the cash collection. However, Adjusted Net income and Adjusted Earnings per Share are not recognized measurements under U.S. generally accepted accounting principles, or GAAP. We believe that the presentation of Adjusted Net income and Adjusted Earnings per Share are useful to investors because they are frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry. We also believe that Adjusted Net income and Adjusted Earnings per Share are useful in evaluating our ability to service additional debt and make capital expenditures. In addition, we believe that Adjusted Net income and Adjusted Earnings per Share are useful in evaluating our operating performance and liquidity position compared to that of other companies in our industry because the calculation of Adjusted Net income and Adjusted Earnings per Share generally eliminates the effects of the accounting effects of capital expenditures and acquisitions, certain hedging instruments and other accounting treatments, items which may vary for different companies for reasons unrelated to overall operating performance and liquidity. In evaluating Adjusted Net income and Adjusted Earnings per Share, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of Adjusted Net income and Adjusted Earnings per Share should not be construed as an

inference that our future results will be unaffected by unusual or non-recurring items.

Reconciliation of Net Income to Adjusted EBITDA

(Expressed in thousands of U.S.dollars)	Six-month period ended June 30,		Three-month period ended June 30,	
	2010	**2011**	**2010**	**2011**
		(Unaudited)		
Net Income	$ 45,636	$ 44,119	$ 20,953	$ 26,171
Interest and finance costs	34,184	36,106	16,513	17,362
Interest income	(636)	(309)	(226)	(118)
Depreciation	34,447	38,013	17,588	19,568
Amortization of dry-docking and special survey costs	4,079	4,043	2,087	2,132
EBITDA	117,710	121,972	56,915	65,115
Accrued charter revenue	(18,412)	15,442	(9,295)	7,454
Gain on sale of vessels	(7,853)	(10,771)	(5,558)	(10,771)
Realized (Gain) Loss on Euro/USD forward contracts	1,085	(802)	854	(797)
Gain (loss) on derivative instruments	10,182	69	9,184	4,800
Initial purchases of consumable stores for newly acquired vessels	-	1,197	-	-
Adjusted EBITDA	**$ 102,712**	**$ 127,107**	**$ 52,100**	**$ 65,801**

EBITDA represents net income before interest and finance costs, interest income, depreciation and amortization of deferred dry-docking & special survey costs. Adjusted EBITDA represents net income before interest and finance costs, interest income, depreciation, amortization of deferred dry-docking & special survey costs, gain/(loss) on sale of vessels, non-cash changes in fair value of derivatives, non-cash changes in Accrued charter revenue deriving from escalating charter rates under which certain of our vessels operate and the cash of partial purchases of consumable stores for newly acquired vessels. Accrued charter revenue is attributed to the time difference between the revenue recognition and the cash collection. However, EBITDA and Adjusted EBITDA are not recognized measurements under U.S. generally accepted accounting principles, or GAAP. We believe that the presentation of EBITDA and

Adjusted EBITDA are useful to investors because they are frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry. We also believe that EBITDA and Adjusted EBITDA are useful in evaluating our ability to service additional debt and make capital expenditures. In addition, we believe that EBITDA and Adjusted EBITDA are useful in evaluating our operating performance and liquidity position compared to that of other companies in our industry because the calculation of EBITDA and Adjusted EBITDA generally eliminates the effects of financings, income taxes and the accounting effects of capital expenditures and acquisitions, items which may vary for different companies for reasons unrelated to overall operating performance and liquidity. In evaluating EBITDA and Adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of EBITDA and Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

Note: Items to consider for comparability include gains and charges. Gains positively impacting net income are reflected as deductions to net income. Charges negatively impacting net income are reflected as increases to net income.

Results of Operations

Three-month period ended June 30, 2011 compared to the three-month period ended June 30, 2010

During the three-month periods ended June 30, 2011 and 2010, we had an average of 48.7 and 42.8 vessels, respectively, in our fleet. In the three-month period ended June 30, 2011 we sold three second-hand vessels with an aggregate TEU capacity of 4,914. In the three-month period ended June 30, 2010, we sold two vessels with an aggregate TEU capacity of 6,588. In the three-month period ended June 30, 2011 and 2010, our fleet ownership days totaled 4,432 and 3,893 days, respectively. Ownership days are the primary driver of voyage revenue and vessels operating expenses and represent the aggregate number of days in a period during which each vessel in our fleet is owned.

(Expressed in millions of U.S. dollars, except percentages)	**Three-month period ended June 30,**			**Percentage**
	2010	**2011**	**Change**	**Change**
Voyage revenue	$ 89.8	$ 94.3	$ 4.5	5.0%
Voyage expenses	(0.6)	(1.4)	0.8	133.3%
Voyage expenses related parties	-	(0.7)	0.7	-
Vessels operating expenses	(26.0)	(28.2)	2.2	8.5%
General and administrative expenses	(0.1)	(1.3)	1.2	1,200.0%
Management fees related parties	(2.7)	(4.0)	1.3	48.1%
Amortization of dry-docking and special survey costs	(2.1)	(2.1)	-	-
Depreciation	(17.6)	(19.6)	2.0	11.4%

Gain on sale of vessels	5.6	10.8	5.2	92.9%
Foreign exchange gains / (losses)	(0.1)	-	(0.1)	(100.0%)
Interest income	0.3	0.1	(0.2)	(66.7%)
Interest and finance costs	(16.5)	(17.4)	0.9	5.5%
Other	0.2	0.5	0.3	150.0%
Gain (loss) on derivative instruments	(9.2)	(4.8)	(4.4)	(47.8%)
Net Income	$ 21.0	$ 26.2	$ 5.2	24.8%

(Expressed in millions of U.S. dollars, except percentages)	**Three-month period ended June 30,**			**Percentage**
	2010	**2011**	**Change**	**Change**
Voyage revenue	$ 89.8	$ 94.3	$ 4.5	5.0%
Accrued charter revenue	(9.3)	7.5	(16.8)	(180.6%)
Voyage revenue adjusted on a cash basis	$ 80.5	$ 101.8	$ 21.3	26.5%

Fleet operational data	Three-month period ended June 30, 2010	2011	Change	Percentage Change
Average number of vessels	42.8	48.7	5.9	13.8%
Ownership days	3,893	4,432	539	13.8%
Number of vessels underwent dry-dock during the periods	2	1	(1)	

Voyage Revenue

Voyage revenue increased by 5.0%, or $4.5 million, to $94.3 million during the three-month period ended June 30, 2011, from $89.8 million during the three-month period ended June 30, 2010. This increase is due mainly to increased average number of vessels of our fleet during the three-month period ended June 30, 2011, compared to the three-month period ended June 30, 2010. Voyage revenues adjusted on a cash basis, increased by 26.5%, or $21.3 million, to $101.8 million during the three-month period ended June 30, 2011, from $80.5 million during the three-month period ended June 30, 2010. The increase is attributable to increased charter rates received in accordance with certain escalation clauses of our charters, as well as to the increased ownership days of our fleet during the three-month period ended June 30, 2011, compared to the three-month period ended June 30, 2010.

Voyage Expenses

Voyage expenses increased by 133.3%, or $0.8 million, to $1.4 million during the three-month period ended June 30, 2011, from $0.6 million during the three-month period ended June 30, 2010. The increase was primarily attributable to (i) the off-hire expenses, mainly relating to bunkers consumption of the three vessels sold in the three-month period ended June 30, 2011, on their way to their scrap buyers and (ii) the third party commissions charged to us in the three-month period ended June 30, 2011 compared to the three-month period ended June 30, 2010.

Voyage Expenses related parties

Voyage expenses related parties in the amount of $0.7 million represent fees of 0.75% on voyage revenues charged to us by Costamare Shipping Company S.A. as provided under our management agreement signed on November 4, 2010 (initial public offering completion date).

Vessels Operating Expenses

Vessels operating expenses, which also include the realized gain (loss) under derivative contracts entered into in relation to foreign currency exposure, increased by 8.5%, or $2.2 million, to $28.2 million during the three-month period ended June 30, 2011, from $26.0 million during the three-month period ended June 30, 2010. The increase is attributable to the increase of 13.8% of the ownership days of our fleet partly offset by more efficient logistics achieved in the three-month period ended June 30, 2011, compared to the three-month period ended June 30, 2010.

General and Administrative Expenses

General and administrative expenses increased by 1,200.0%, or $1.2 million, to $1.3 million during the three-month period ended June 30, 2011, from $0.1 million during the three-month period ended June 30, 2010. The increase in the three-month period ended June 30, 2011 was mainly attributable to increased public-company related expenses charged to us (i.e. legal, audit, public relations and Directors & Officers insurance) compared to the three-month period ended June 30, 2010, when the Company was private, including $0.25 million for the services of the Company s officers in aggregate charged to us by Costamare Shipping Company S.A. as provided under our management agreement signed on November 4, 2010.

Management Fees related parties

Management fees paid to our managers increased by 48.1%, or $1.3 million, to $4.0 million during the three-month period ended June 30, 2011, from $2.7 million during the three-month period ended June 30, 2010. The increase was attributable to the new daily management fee charged by our managers subsequent to the completion of our initial public offering on November 4, 2010 and to the increased fleet ownership days for the three-month period ended June 30, 2011, compared to the three-month period ended June 30, 2010.

Amortization of Dry-docking and Special Survey Costs

Amortization of deferred dry-docking and special survey costs was $2.1 million for the three-month period ended June 30, 2011, and for the three-month period ended June 30, 2010. During the three-month period ended June 30, 2011, one vessel underwent her special survey and three vessels underwent their special survey during the cut-off period between the first and the second quarter of 2011. During the three-month period ended June 30, 2010, two vessels underwent their special survey and three vessels underwent their special survey during the cut-off period between the first and second quarter 2010.

Depreciation

Depreciation expense increased by 11.4%, or $2.0 million, to $19.6 million during the three-month period ended June 30, 2011, from $17.6 million during the three-month period ended June 30, 2010. The increase was primarily attributable to the depreciation expense charged for the two container vessels that were delivered to us in November 2010 and to the eight container vessels that were delivered to us during the three-month period ended March 31, 2011. The three vessels that were sold during the three-month period ended June 30, 2011, were fully depreciated as of the date of their disposal. The vessel *MSC Mexico*, which was sold in the three-month period ended June 30, 2010, was fully depreciated as of the date of her disposal.

Gain on Sale of Vessels

In the three-month period ended June 30, 2011, we recorded a gain of $10.8 million from the sale of vessels *MSC Sierra*, *MSC Namibia* and *MSC Sudan*. In the three-month period ended June 30, 2010, we recorded a gain of $5.6 million from the sale of vessels *MSC Toba* and *MSC Mexico*.

Foreign Exchange Gains / (Losses)

Foreign exchange gains were $nil during the three-month period ended June 30, 2011, compared to losses of $0.1 million during the three-month period ended June 30, 2010, representing a change of $0.1 million resulting from favorable currency exchange rate movements between the U.S. dollar and the Euro.

Interest Income

During the three-month period ended June 30, 2011, interest income decreased by 66.7%, or $0.2 million, to $0.1 million, from $0.3 million during the three-month period ended June 30, 2010. The change in interest income was mainly due to the decreased interest rates on our cash deposits in interest bearing accounts during the three-month period ended June 30, 2011, compared to the three month-period ended June 30, 2010.

Interest and Finance Costs

Interest and finance costs increased by 5.5%, or $0.9 million, to $17.4 million during the three-month period ended June 30, 2011, from $16.5 million during the three-month period ended June 30, 2010. The increase is partly attributable to increased financing costs and commitment fees charged to us mainly in relation to new credit facilities we entered into, in connection with our new building program.

Gain (Loss) on Derivative Instruments

The fair value of our 16 interest rate swaps which were outstanding as of June 30, 2011, equates to the amount that would be paid by us or to us should those instruments be terminated. As of June 30, 2011, the fair value of these 16 interest rate swaps in aggregate amounted to a liability of $115.9 million. Fifteen of the 16 interest rate derivative instruments that were outstanding as at June 30, 2011, qualified for hedge accounting and the effective portion in the change of their fair value is recorded in Other comprehensive loss in stockholders equity. For the three-month period ended June 30, 2011, a loss of $15.6 million has been included in Other comprehensive loss in stockholders equity and a loss of $4.5 million has been included in Gain (loss) on derivative instruments in the consolidated statement of income, resulting from the fair market value change of the interest rate swaps during the three-month period ended June 30, 2011.

Cash Flows

Three-month period ended June 30, 2011 and June 30, 2010

Condensed cash flows	**Three-month period ended June 30,**	
(Expressed in millions of U.S. dollars)	**2010**	**2011**
Net Cash Provided by Operating Activities	$ 27.3	$ 43.7
Net Cash Used in Investing Activities	($ 14.3)	($ 36.6)
Net Cash Provided By (Used in) Financing Activities	($ 28.7)	$ 57.1

Net Cash Provided by Operating Activities

Net cash flows provided by operating activities for the three-month period ended June 30, 2011, increased by $16.4 million to $43.7 million, compared to $27.3 million for the three-month period ended June 30, 2010. The increase was primarily attributable to (a) increased cash from operations of $21.3 million deriving from escalating charter rates and (b) to decreased dry-docking payments of $4.3 million, which were partly offset by the unfavorable change in working capital position, excluding the current portion of long-term debt and the accrued charter revenue (representing the difference between cash received in that period and revenue recognized on a straight-line basis) of $1.9 million.

Net Cash Used in Investing Activities

Net cash used in investing activities was $36.6 million in the three-month period ended June 30, 2011, which consists of (i) $49.3 million advance payments for the construction and purchase of five newbuild vessels and (ii) $12.7 million we received from the sale of three vessels.

Net cash used in investing activities was $14.3 million in the three-month period ended June 30, 2010, which consists of (i) $26.6 million in payments to the shipyard for the construction cost of *Hyundai Navarino* and (ii) $12.3 million in aggregate we received from the sale of vessel *MSC Toba and MSC Mexico.*

Net Cash Provided By (Used in) Financing Activities

Net cash provided by financing activities was $57.1 million in the three-month period ended June 30, 2011, which mainly consists of (i) $29.9 million of indebtedness that we repaid, (ii) $107.6 million we drew down from two of our credit facilities, (iii) $15.1 million we paid for dividends to our stockholders for the first quarter of the year 2011.

Net cash used in financing activities was $28.7 million in the three-month period ended June 30, 2010, which mainly consists of $24.7 million of indebtedness that we repaid.

Results of Operations

Six-month period ended June 30, 2011 compared to the six-month period ended June 30, 2010

During the six-month periods ended June 30, 2011 and 2010, we had an average of 47.1 and 42.9 vessels, respectively, in our fleet. In the six-month period ended June 30, 2011, we accepted delivery of eight second-hand vessels with an aggregate TEU capacity of 17,458 and we sold three second-hand vessels with an aggregate TEU capacity of 4,914. In the six-month period ended June 30, 2010, we acquired the vessel Hyundai Navarino with a TEU capacity of 8,531 and we sold three vessels with an aggregate TEU capacity of 9,300. In the six-month period ended June 30, 2011 and 2010, our fleet ownership days totaled 8,531 and 7,767 days, respectively. Ownership days are the primary driver of voyage revenue and vessels operating expenses and represent the aggregate number of days in a period during which each vessel in our fleet is owned.

(Expressed in millions of U.S. dollars, except percentages)	Six-month period ended June 30, 2010	Six-month period ended June 30, 2011	Change	Percentage Change
Voyage revenue	$ 178.8	$ 180.3	$ 1.5	0.8%
Voyage expenses	(1.0)	(2.5)	1.5	150.0%
Voyage expenses related parties	-	(1.4)	1.4	-
Vessels operating expenses	(51.8)	(55.7)	3.9	7.5%
General and administrative expenses	(0.7)	(2.6)	1.9	271.4%
Management fees related parties	(5.5)	(7.5)	2.0	36.4%
Amortization of dry-docking and special survey costs	(4.1)	(4.0)	(0.1)	(2.4%)
Depreciation	(34.4)	(38.0)	3.6	10.5%
Gain on sale of vessels	7.9	10.8	2.9	36.7%
Foreign exchange gains / (losses)	(0.1)	0.1	(0.2)	(200.0%)
Interest income	0.6	0.3	(0.3)	(50.0%)
Interest and finance costs	(34.2)	(36.1)	1.9	5.6%
Other	0.3	0.5	0.2	66.7%
Gain (loss) on derivative instruments	(10.2)	(0.1)	(10.1)	(99.0%)
Net Income	$ 45.6	$ 44.1	$ (1.5)	(3.3%)

(Expressed in millions of U.S. dollars, except percentages)	Six-month period ended June 30, 2010	Six-month period ended June 30, 2011	Change	Percentage Change	
Voyage revenue	$ 178.8	$ 180.3	$ 1.5	0.8%	
Accrued charter revenue	(18.4)	15.4	Proceeds from		292

		sale of assets
Capital expenditures	(57)	(40)
Net cash provided by (used in) investing activities	(4,212)	2,917
Financing activities:		
Principal payments on long-term debt and obligations under capital leases	(349)	
Proceeds from issuance of common stock and warrants, net	7,023	
Proceeds from exercise of stock options and warrants	712	81
Net cash provided by financing activities	7,386	81
Effect of exchange rate fluctuation on cash and cash equivalents	(1)	(2)
Net increase (decrease) in cash and cash equivalents	2,558	(2,335)
Cash and cash equivalents - beginning of period	4,408	7,979
Cash and cash equivalents - end of period	$ 6,966	$ 5,644
Supplemental disclosure of cash flow information		
Cash paid during the period for interest	$ 36	$ 189
Supplemental schedule of non-cash investing and financing activities		
Issuance of common stock as consideration for the Tigris acquisition	$ 5,740	$
Assumption of stock option plan as consideration for the Tigris acquisition	$ 2,212	$

See accompanying notes to consolidated financial statements.

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VERTICALNET, INC.

CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY

(in thousands)

	Common Stock				Accumulated			
	Shares	Amount	Additional Paid-In Capital	Deferred Compensation	Other Comprehensive Loss	Accumulated Deficit	Treasury Stock	Total Shareholders Equity
Balance, January 1, 2004	19,454	$ 195	$ 1,184,691	$ (405)	$ (352)	$ (1,178,903)	$ (805)	$ 4,421
Exercise of stock options	384	4	314					318
Exercise of warrants	360	3	391					394
Issuance of common stock and warrants, net	3,799	38	6,985					7,023
Issuance of common stock as consideration for acquisition	1,870	19	5,721					5,740
Assumption of stock option plan as consideration for acquisition			2,212					2,212
Reclassification of warrants			428					428
Acceleration of stock options			117					117
Deferred stock-based compensation, net			2,326	(2,326)				
Adjustment to unrealized loss on available for sale securities					15			15
Amortization of deferred stock-based compensation, net				804				804
Net loss						(3,481)		(3,481)
Foreign exchange translation adjustment					(1)			(1)
Balance, June 30, 2004 (Unaudited)	25,867	$ 259	$ 1,203,185	$ (1,927)	$ (338)	$ (1,182,384)	$ (805)	$ 17,990

See accompanying notes to consolidated financial statements.

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VERTICALNET, INC.

CONSOLIDATED STATEMENTS OF OTHER COMPREHENSIVE LOSS (UNAUDITED)

(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	**2003**	**2004**	**2003**
Net loss	$ (1,252)	$ (1,170)	$ (3,481)	$ (2,363)
Foreign currency translation adjustment	(1)	(9)	(1)	(2)
Unrealized gain (loss) on investments:				
Reclassification adjustment for realized loss included in net loss	15		15	
Unrealized gain (loss)		(2)		11
Comprehensive loss	$ (1,238)	$ (1,181)	$ (3,467)	$ (2,354)

See accompanying notes to consolidated financial statements.

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Verticalnet, Inc.

Notes to Consolidated Financial Statements (Unaudited)

(1) Summary of Significant Accounting Policies

Description of Company

Verticalnet, Inc., which was incorporated on July 28, 1995 under the laws of Pennsylvania, is referred to throughout this report as Verticalnet, the Company, the registrant, we, us, or through similar expressions.

We are a provider of Supply Management solutions to Global 2000 companies. We provide a full scope of Supply Management software, services, and domain expertise in areas that include: Program Management, Spend Analysis, eSourcing, Contract Management, and Supplier Performance Management. Our solutions provide our clients with the visibility, insight, and control required to identify, realize, and sustain value from supply management initiatives.

Historically, we derived our revenue primarily from the licensing of our software, as well as implementation and development services. As a result of the January 2004 acquisition of Tigris Corp (Tigris), we also generate revenues from spend analysis and other supply chain consulting services. As a result of the July 2004 acquisition of B2eMarkets, Inc. (B2eMarkets), we expect to see an increase in the proportion of our revenue coming from software license, subscription, and maintenance revenues.

Basis of Presentation

Our consolidated financial statements include the accounts of our wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. Certain prior period amounts have been reclassified for comparability with the current period s financial statement presentation.

During the second quarter of 2004, the Company discovered that it had been accounting for the unrealized losses on certain short-term investments incorrectly. An other-then-temporary impairment charge should have been recorded in 2001. In financial statements prior to the second quarter of 2004, the Company reported these mark to market adjustments as a change in accumulated other comprehensive income (loss), a component of shareholders equity, in the consolidated balance sheet. Due to the lack of materiality on the earlier years, the cumulative net effect of approximately $0.4 million has been relieved from accumulated other comprehensive loss and charged directly to accumulated deficit in the consolidated balance sheet as of the earliest period presented.

Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include: the allowance for doubtful accounts; carrying values for goodwill, other intangible assets, and non-publicly held investments; restructuring charges for abandoned operating leases; and litigation accruals.

Restricted Cash

Restricted cash represents certificates of deposit held pursuant to building lease agreements and other financing arrangements. At June 30, 2004, we had approximately $311,000 of restricted cash classified in non-current other assets on the consolidated balance sheet. There were no restricted cash balances as of December 31, 2003.

Business Combinations

We allocate the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values. We engage independent third-party appraisal firms to assist in determining the fair values of assets acquired and liabilities assumed. Such a valuation requires management to make significant estimates and assumptions, especially with respect to intangible assets.

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Verticalnet, Inc.

Notes to Consolidated Financial Statements (Unaudited)

Intangible Assets and Other Long-Lived Assets

In accordance with Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets, goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead are tested for impairment annually, or more frequently if certain indicators arise. In addition, SFAS No. 142 also requires that intangible assets with estimable useful lives be amortized over their respective useful lives to their estimated residual values, and reviewed for impairment in accordance with SFAS No. 144, Accounting for Impairment or Disposal of Long-Lived Assets.

In accordance with SFAS No. 144, long-lived assets, other than goodwill and non-amortized intangibles, are reviewed for impairment whenever, in management s judgment, conditions indicate a possible loss. Such impairment tests compare estimated undiscounted cash flows to the carrying value of the asset. If an impairment is indicated, the asset is written down to its fair market value based on an estimate of its discounted cash flows.

Revenue Recognition

Consulting services

Consulting contracts with fixed-priced arrangements are recognized using the percentage-of-completion method. Percentage-of-completion accounting involves calculating the percentage of services provided during the period compared to the total estimated services to be provided over the duration of the contract. This method is followed where reasonably dependable estimates of the revenues and costs applicable to various elements of a contract can be made. Estimates of total contract revenues and costs are continuously monitored during the term of the contract, and recorded revenues and costs are subject to revision as the contract progresses. Such revisions may result in increases or decreases to revenues and results of operations and are reflected in the consolidated financial statements in the period in which they are first identified.

Consulting services with fees based on time and materials or cost-plus are recognized in accordance with the Securities and Exchange Commission s Staff Accounting Bulletin No. 104, Revenue Recognition, as the services are performed (as measured by time incurred) and amounts earned. We consider amounts to be earned once evidence of an arrangement has been obtained, services are delivered, fees are fixed or determinable, and collectibility is reasonably assured. In such contracts, our efforts, measured by time incurred, typically is reflective of progress against the contractual milestones or output measure, which is the contractual earnings pattern. Contingent or incentive revenues relating to consulting contracts are recognized when the contingency is satisfied and we conclude the amounts are earned.

Software licensing and related services

Software licensing and related services revenues have been principally derived from the licensing of our products, from maintenance and support contracts, and from the delivery of professional services. Customers who license our products also generally purchase maintenance contracts which provide software updates and technical support over a stated term, which is usually a twelve-month period. Customers may also purchase custom development and implementation services from us.

The license agreements for our products do not provide for a right of return other than during the warranty period, and historically product returns have not been significant. We do not recognize revenue for agreements with cancellation rights or refundable fees until such rights to refund or cancellation have expired. Our products are either acquired under a perpetual license model or under a time-based subscription license model.

We recognize revenue in accordance with Statement of Position (SOP) 97-2, Software Revenue Recognition, as amended by SOP 98-9, Modification of SOP 97-2, Software Revenue Recognition, With Respect to Certain Transactions. We recognize revenue when all of the following criteria are met: persuasive evidence of an arrangement exists; delivery of the product has occurred; the fee is fixed or determinable; and collectibility is probable. We consider all arrangements with payment terms extending beyond one year to not be fixed or determinable, and revenue under these agreements is recognized as payments become due from the customer. If collectibility is not considered probable, revenue is recognized when the fee is collected.

SOP 97-2, as amended, generally requires revenue earned on software arrangements involving multiple elements to be allocated to each element based on the relative fair values of the elements. Our determination of fair value of each element in multi-element arrangements is based on vendor-specific objective evidence (VSOE). We limit our assessment of VSOE for each element to either the price charged when the same element is sold separately or the price established by management, having the relevant authority to do so, for an element not yet sold separately.

Verticalnet, Inc.

Notes to Consolidated Financial Statements (Unaudited)

If evidence of fair value for all undelivered elements exists but evidence does not exist for one or more delivered elements, then revenue is recognized using the residual method. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is recognized as revenue. Revenue allocated to maintenance and support is recognized ratably over the maintenance term and revenue allocated to training and other service elements is recognized as the services are performed. The proportion of revenue recognized upon delivery of the software may vary from quarter to quarter depending upon the relative mix of licensing arrangements, the extent of services that will be required to implement the software, and the availability of VSOE of fair value for all of the undelivered elements.

Arrangements that include professional services are evaluated to determine whether those services are essential to the functionality of software elements of the arrangement. When services are not considered essential, the revenue allocable to the professional services is recognized as the services are performed. If we provide professional services that are considered essential to the functionality of the software products, both the software product revenue and professional service revenue are recognized in accordance with the provisions of SOP 81-1, Accounting for Performance of Construction-Type and Certain Production-Type Contracts. To date, most of our professional services have been considered essential to the functionality of the software and therefore, the majority of our contracts that involved licenses and professional services were recognized on a percentage of completion basis.

Deferred revenue includes amounts billed to customers for which revenue has not been recognized, which in most cases relates to maintenance or license fees that are deferred until they can be recognized.

Revenue and Credit Concentration

As of and for the six months ended June 30, 2004 and 2003, revenues and amounts due from our largest customers were as follows (in thousands):

	2004			2003		
Customer	**Accounts receivable balance (a)**	**Revenues**	**% of total revenues**	**Accounts receivable balance (a)**	**Revenues**	**% of total revenues**
A	$ 2,304	$ 4,420	39.9%	$ 1,228	$ 3,591	64.0%
B	1,479	2,601	23.5%			
C	363	811	7.3%			
D	130	97	0.9%	166	590	11.0%
Total	$ 4,276	$ 7,929	71.6%	$ 1,394	$ 4,181	75.0%

(a) Represents both billed and unbilled amounts

Revenues from the same customers for the three months ended June 30, 2004 and 2003, were as follows (in thousands):

	2004		2003	
Customer	**Revenues**	**% of total revenues**	**Revenues**	**% of total revenues**
A	$ 2,454	37.6%	$ 1,205	55.4%
B	1,660	25.4%		
C	297	4.5%		
D	48	0.7%	200	9.2%
Total	$ 4,459	68.2%	$ 1,405	64.5%

Stock Options

Stock-based employee compensation is recognized using the intrinsic value method in accordance with Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. Under the intrinsic value method, compensation expense is recorded on the date of grant only if the current market price of the stock exceeded the exercise price. For disclosure purposes, pro forma net loss and net loss per common share data are provided in accordance with SFAS No. 123, Accounting for Stock-Based Compensation, as if the fair value method had been applied. The following table illustrates the effect on our net loss and loss per common share if the Company had applied the fair value recognition provisions of SFAS No. 123 (in thousands, except for per share data):

	Three months ended June 30,		Six months ended June 30,	
	2004	**2003**	**2004**	**2003**
Net loss:				
As reported	$ (1,252)	$ (1,170)	$ (3,481)	$ (2,363)
Add: Stock-based employee compensation included in reported net loss	450	102	921	193
Deduct: Stock-based employee compensation expense determined under fair-value-based method for all awards	(517)	(4,093)	(1,100)	(9,032)
Pro forma	$ (1,319)	$ (5,161)	$ (3,660)	$ (11,202)
Basic and diluted loss per common share:				
As reported	$ (0.05)	$ (0.09)	$ (0.14)	$ (0.17)
Pro forma	$ (0.05)	$ (0.38)	$ (0.15)	$ (0.83)

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Verticalnet, Inc.

Notes to Consolidated Financial Statements (Unaudited)

Computation of Historical Net Loss Per Common Share

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. Diluted loss per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the period, including incremental common shares issuable upon the exercise of stock options and warrants (using the treasury stock method) and the conversion of our 5 1/4% convertible subordinated debentures (using the if-converted method). Common equivalent shares are excluded from the calculation if their effect is anti-dilutive.

During the three and six months ended June 30, 2004 and 2003, the dilutive loss per common share calculation was the same as the basic loss per common share calculation as all potentially dilutive securities were anti-dilutive. As a result, for the three and six months ended June 30, 2004 and for the three and six months ended June 30, 2003, potentially dilutive common shares of 9,557,375 and 4,242,713, respectively, were excluded from the computation of diluted loss per common share. In addition, 355,209 common shares previously held in escrow in connection with the acquisition of Tigris were only included in the loss per share calculation subsequent to their release date of April 30, 2004 and 247,939 common shares that were previously held in escrow in connection with the acquisition of Atlas Commerce, Inc. (Atlas Commerce) in 2001 are only included in the loss per share calculation subsequent to their release date of March 31, 2003.

(2) Liquidity

In January 2004, we completed a $7.7 million private placement of our common stock. The Company issued 3,798,592 shares of common stock at a purchase price of $2.02 per share along with warrants to purchase 1,218,209 shares of common stock at an exercise price of $3.72 per share. The Company received approximately $7.0 million in net proceeds from this transaction.

In February 2004, holders of 320,000 warrants exercised their warrants to purchase common shares at $1.20 per share. The Company received approximately $345,000 in net proceeds from the exercise of these warrants.

In April 2004, holders of 40,000 warrants exercised their warrants to purchase common shares at $1.35 per share. The Company received approximately $49,000 in net proceeds from the exercise of these warrants.

We believe that our current level of liquid assets will be sufficient to finance our capital requirements and anticipated operating losses through at least the next twelve months. However, to the extent that the current levels of liquid assets prove to be insufficient, we may need to further reduce our operating costs or obtain additional debt or equity financing. Additionally, if the capital markets present attractive opportunities, we may raise cash through the sale of debt or equity. We can provide no assurance that we will be successful in obtaining any required or desired financing either on acceptable terms or at all.

(3) Acquisitions

B2e Markets, Inc.

On July 19, 2004, a wholly-owned direct subsidiary of Verticalnet merged with B2eMarkets, a privately-held provider of Strategic Sourcing software solutions. B2eMarkets results will be included in the Company s results effective with the acquisition date (see note 9 to these consolidated financial statements).

Verticalnet, Inc.

Notes to Consolidated Financial Statements (Unaudited)

Tigris

On January 30, 2004, a wholly-owned direct subsidiary of Verticalnet merged with and into Tigris, a privately-held strategic sourcing and supply chain consulting firm based in New York City. Tigris results have been included in the Company s results since January 31, 2004.

We acquired Tigris because our Board of Directors and management believed that the acquisition would enhance our capability to deliver sourcing and supply chain services to the enterprise customer market by enhancing our spend analysis, software, and strategic sourcing domain expertise plus we added additional technology tools in the area of bid optimization and advanced sourcing tools.

Pursuant to the merger agreement, the sole shareholder of Tigris received, in exchange for tendering his shares, a combination of cash and stock. In addition, fully vested options to purchase Tigris common stock held by Tigris employees were exchanged for options to purchase Verticalnet common stock at a rate of 0.338 Verticalnet shares per Tigris share.

The aggregate purchase price of the Tigris acquisition was approximately $12.1 million, including transaction costs of approximately $300,000, which primarily consisted of fees paid for professional services. The consideration included $3.5 million in cash, 1,870,450 shares of our common stock valued on the date of closing at approximately $5.7 million (355,029 shares were held in escrow until they were released to Tigris shareholder on April 30, 2004), issuance of employee options to purchase 751,670 shares of our common stock valued as of the date of acquisition at $2.2 million and assumed debt of approximately $346,000. The value of the Verticalnet stock issued to the sole Tigris shareholder was based upon the average of the closing price of the Company s common stock over a five day period that included the two days prior, the day of, and two days subsequent to the signing of the merger agreement, which was $3.07. The fair value of the Company s stock-based awards to employees was estimated using a Black-Scholes option pricing model. The fair value of the stock-based awards to employees was estimated assuming no expected dividends and the following ranges of weighted-average assumptions:

Expected life (in years)	4 - 10 years
Expected volatility	138.02%
Risk free interest rate	3.17% - 4.16%

In accordance with SFAS No. 141, Business Combinations, the Company allocated the purchase price to the tangible and intangible assets acquired and the liabilities assumed, based on their estimated fair values. The excess purchase price over the fair values was recorded as goodwill. The fair value assigned to intangible assets acquired was based on estimates and assumptions determined by an independent third-party valuation firm. The total purchase price was allocated as follows (in thousands):

Current assets	$ 3,380
Property and equipment	1,048
Goodwill	4,924
Intangible assets	3,570

Total assets acquired	12,922
Current liabilities, less assumed debt	(826)
Total purchase price	$ 12,096

None of the goodwill will be deductible for tax purposes.

The excess of the purchase price over the fair value of the net tangible assets acquired was approximately $8.5 million, which was allocated to customer contracts and relationships, a strategic relationship, a non-compete agreement and goodwill in the amounts of $1.8 million, $1.5 million, $200,000, and $4.9 million, respectively. The amortization of the customer contracts and relationships and strategic relationship intangible assets are based on an attrition analysis and the non-compete intangible asset is being amortized on a straight line basis. The following are the estimated amortization percentages by year:

	Year 1	**Year 2**	**Year 3**	**Year 4**	**Year 5**
Customer contracts and relationships	47.3 %	37.6 %	15.1 %		
Strategic relationship	31.1 %	24.3 %	19.9 %	13.9 %	10.8 %
Non-compete agreement	20.0 %	20.0 %	20.0 %	20.0 %	20.0 %

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Verticalnet, Inc.

Notes to Consolidated Financial Statements (Unaudited)

Unaudited Pro Forma Information

The unaudited financial information in the table below summarizes the combined results of operations of Verticalnet and Tigris, on a pro forma basis, as though the companies had been combined as of the beginning of each period presented. The pro forma information does not include the recent acquisition of B2eMarket, as the historical financial statements and intangible valuations are not yet available. This pro forma financial information is presented for informational purposes only and is not necessarily indicative of the results of operations that would have been achieved had the acquisition taken place at the beginning of each period presented. The unaudited pro forma information for the six months ended June 30, 2004 combines the historical results for Verticalnet for the six months ended June 30, 2004 and the historical results for Tigris for the period January 1 through January 30, 2004. The unaudited pro forma information for the three and six months ended June 30, 2003 combines the historical results for Verticalnet for the three and six months ended June 30, 2003 and the historical results for Tigris for the three and six months ended June 30, 2003. The following amounts, except per share amounts, are in thousands.

	Three months ended June 30,	Six months ended June 30,	
	2003	2004	2003
Revenue	$ 4,665	$ 12,053	$ 10,443
Net loss	$ (1,301)	$ (3,401)	$ (3,033)
Loss per share	$ (0.08)	$ (0.14)	$ (0.20)
Weighted average shares outstanding:			
Basic and diluted	15,546	24,798	15,232

The unaudited pro forma information reflects the following adjustments (in thousands):

	Three months ended June 30,	Six months ended June 30,	
	2003	2004	2003
Base rent adjustment	$ (119)	$ (40)	$ (238)
Amortization of other intangibles	$ 346	$ 92	$ 693
Adjustment to executive salary	$ (21)	$ 4	$ (41)
Additional weighted average shares outstanding	1,870	298	1,693

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Verticalnet, Inc.

Notes to Consolidated Financial Statements (Unaudited)

(4) Detail of Certain Balance Sheet Accounts

Accounts receivable, net consists of the following balances (in thousands):

	June 30, 2004	December 31, 2003
Accounts receivable, trade	$ 5,310	$ 1,910
Unbilled accounts receivable	763	23
Retainage	92	505
Other receivables	40	19
	6,205	2,457
Less: allowance for doubtful accounts	(24)	
	$ 6,181	$ 2,457

Property and equipment consists of the following balances (in thousands):

	June 30, 2004	December 31, 2003
Software	$ 1,365	$ 1,386
Computer equipment	1,189	933
Office equipment and furniture	102	86
Leasehold improvements	917	102
	3,573	2,507
Less: accumulated depreciation and amortization	(2,536)	(2,391)
	$ 1,037	$ 116

(5) Goodwill and Other Intangibles

We adopted SFAS No. 142 effective January 1, 2002. Under SFAS No. 142, goodwill is no longer amortized but is reviewed for impairment annually, or more frequently if certain indicators arise. In addition, SFAS No. 142 requires reassessment of the useful lives of previously recognized intangible assets.

The goodwill balance consists of $4.9 million from the Tigris acquisition, which occurred in January 2004.

The following table reflects the components of amortizable intangible assets as of June 30, 2004 and December 31, 2003 (in thousands). Additions during the six months ended June 30, 2004 relate entirely to the Tigris acquisition.

	Gross Carrying Amount	Accumulated Amortization
June 30, 2004		
Existing technology	$ 1,925	$ 1,604
Customer contracts and relationships	4,145	1,207
Non-compete agreement	200	17
	$ 6,270	$ 2,828
December 31, 2003		
Existing technology	$ 1,925	$ 1,283
Customer contracts	775	517
	$ 2,700	$ 1,800

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Verticalnet, Inc.

Notes to Consolidated Financial Statements (Unaudited)

(6) Commitments and Contingencies

The following table outlines future minimum lease payments under our capital and operating leases as of June 30, 2004 (in thousands):

	Lease Obligations		
	Capital [b]	Operating	Total
2004 [a]	$ 36	$ 380	$ 416
2005	51	646	697
2006	30	556	586
2007		329	329
2008		290	290
Thereafter		580	580
Total	$ 117	$ 2,781	$ 2,898

(a) Reflects amounts payable over the last six months of 2004
(b) Capital lease balances exclude future interest obligations.

These future minimum lease payments include all facility leases for which we are contractually committed to make payments as of June 30, 2004.

During 2003, we amended our lease with our primary landlord. The amended agreement provided for occupancy of our main facility in Malvern, Pennsylvania until May 2003, with options to continue the lease on a quarterly basis. We have exercised options to continue the lease up to at least November 30, 2004. The Company expects to continue to lease on a quarterly basis unless other arrangements are made.

Verticalnet, Inc.

Notes to Consolidated Financial Statements (Unaudited)

(7) Litigation

On June 12, 2001, a class action lawsuit was filed against us and several of our officers and directors in U.S. Federal Court for the Southern District of New York in an action captioned CJA Acquisition, Inc. v. Verticalnet, et al., C.A. No. 01-CV-5241 (the CJA Action). Also named as defendants were four underwriters involved in the issuance and initial public offering of our common stock in February 1999 Lehman Brothers Inc., Hambrecht & Quist LLC, Volpe Brown Whelan & Company LLC, and WIT Capital Corporation. The complaint in the CJA Action alleges violations of Sections 11 and 15 of the Securities Act of 1933 and Section 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated there under, based on, among other things, claims that the four underwriters awarded material portions of the initial shares to certain favored customers in exchange for excessive commissions. The plaintiff also asserts that the underwriters engaged in a practice known as laddering, whereby the clients or customers agreed that in exchange for IPO shares they would purchase additional shares at progressively higher prices after the IPO. With respect to Verticalnet, the complaint alleges that the Company and its officers and directors failed to disclose in the prospectus and the registration statement the existence of these purported excessive commissions and laddering agreements. After the CJA Action was filed, several copycat complaints were filed in U.S. Federal Court for the Southern District of New York. Those complaints, whose allegations mirror those found in the CJA Action, include Ezra Charitable Trust v. Verticalnet, et al., C.A. No. 01-CV-5350; Kofsky v. Verticalnet, et al., C.A. No. 01-CV-5628; Reeberg v. Verticalnet, C.A. No. 01-CV-5730; Lee v. Verticalnet, et al., C.A. No. 01-CV-7385; Hoang v. Verticalnet, et al., C.A. No. 01-CV-6864; Morris v. Verticalnet, et al., C.A. No. 01-CV-9459, and Murphy v. Verticalnet, et al., C.A. No. 01-CV-8084. None of the complaints state the amount of any damages being sought, but do ask the court to award rescissory damages. All of the foregoing suits were amended and consolidated into a single complaint that was filed with the U.S. Federal Court on April 19, 2002. This amended complaint contains additional factual allegations concerning the events discussed in the original complaints, and asserts that, in addition to Sections 11 and 15 of the Securities Act, the Company and our officers and directors also violated Sections 10(b), 20(a), and Rule 10b-5 of the Exchange Act in connection with the IPO. In addition to this amended and consolidated complaint, the plaintiffs in this lawsuit and in the hundreds of other similar suits filed against other companies in connection with IPOs that occurred in the late 1990s have filed master allegations that primarily focus on the conduct of the underwriters of the IPOs, including our IPO. On October 9, 2002, the U.S. Federal Court for the Southern District of New York entered an order dismissing, without prejudice, the claims against the individual Verticalnet officers and directors who had been named as defendants in the various complaints. In February 2003, the District Court entered an Order denying a Motion made by the defendants to dismiss the actions in their entirety, but granting the Motion as to certain of the claims against some defendants. However, the District Court did not dismiss any claims against Verticalnet. On or about June 5, 2003, Verticalnet s counsel, with the approval of the Company s directors, executed a Memorandum of Understanding on behalf of Verticalnet with respect to a proposed settlement of the plaintiff s claims against Verticalnet. This proposed resolution of the litigation has been publicly announced (although not yet formally accepted by the plaintiffs) and widely reported in the press. The proposed settlement, if approved by the District Court, would result in, among other things, the dismissal of all claims against Verticalnet, its officers and directors. Under the present terms of the proposed settlement described above, Verticalnet would also assign its claims against the underwriters to the plaintiffs in the consolidated actions.

In July 2000, we entered into an Opportunity Grant Program Contract with the Commonwealth of Pennsylvania Department of Community and Economic Development (PaDCED) whereby we received a grant in the amount of $1.0 million from the Commonwealth. The grant was conditioned upon, among other things, the creation of 1,000 full time jobs and that we would operate in our former Horsham facility for at least five years. In July 2000, Atlas Commerce entered into an Opportunity Grant Program Contract with the PaDCED whereby Atlas Commerce received a grant in the amount of $400,000 from the Commonwealth, which amount was increased to $600,000 in June 2001. The grant was conditioned upon, among other things, the creation of 250 full time jobs and that Atlas Commerce would operate in its Malvern facility for at least five years. Both contracts contain a provision that requires repayment of the grant amount in the event the conditions are not met.

In November 2002, the PaDCED requested that we repay the entire grant amount of $1.0 million for the July 2000 grant to Verticalnet. The Company responded to the PaDCED that it believes it had substantially complied with the conditions. In September 2003, the PaDCED filed a Complaint-Civil Action in the Montgomery County Court of Common Pleas, although the Complaint has not yet been served upon us. The Complaint seeks to recover the total amount of the grant to Verticalnet. Although we would prefer to amicably resolve the matter, we will

vigorously defend any action to recover the grant amount.

We are also a party to various litigations and claims that arise in the ordinary course of business. In the opinion of management, the ultimate resolutions with respect to all of the above actions will not have a material adverse effect on our financial position, liquidity, or results of operations.

Verticalnet, Inc.

Notes to Consolidated Financial Statements (Unaudited)

(8) Capital Stock

In August 2003, we completed a $1.1 million private placement of our common stock. The Company issued 1,140,000 shares of common stock along with warrants to purchase 456,000 shares of common stock at $1.20 per share, which were valued at $485,000. The Company received approximately $936,000 in net proceeds from this transaction. As the warrants originally included a requirement for net cash settlement if the Company was unable to register the shares to be issued upon exercise of the warrants, these warrants were required to be recorded as a liability until such time as the registration requirements expired. Verticalnet subsequently signed Waiver Letter Agreements with certain warrantholders, which resulted in those warrants being modified to provide for a cashless exercise in the event of a Non-Registration Event, as defined in the warrants, and the elimination of the net cash settlement provision. In addition, certain penalty provisions were modified to provide that the warrantholders would receive no liquidated damages in the event of a Non-Registration Event. Upon the elimination of the net cash settlement provision, the fair value of the modified warrants ($346,000) were reclassified from other current liabilities to additional paid-in capital. Upon the exercise of the remaining warrants in February 2004, the fair value of these warrants ($428,000) was reclassified from other current liabilities to additional paid-in capital.

In January 2004, we completed a $7.7 million private placement of our common stock. The Company issued 3,798,592 shares of common stock along with warrants to purchase 1,218,209 shares of common stock at $3.72 per share. The Company received approximately $7.0 million in net proceeds from this transaction.

(9) Subsequent Events

On July 19, 2004, a wholly-owned direct subsidiary of Verticalnet merged with B2eMarkets, a privately-held provider of Strategic Sourcing software solutions. The aggregate purchase price of the B2eMarkets acquisition was $14.9 million, including transaction costs of approximately $2.4 million, which primarily consisted of fees paid for investment banking and professional services. The consideration included the issuance of 5,100,000 shares of common stock, valued on the date of closing at approximately $6.6 million, and a promissory note in the principal amount of $5.9 million. The value of the Verticalnet stock issued to the B2eMarket shareholders was based upon the average of the closing price of the Company s common stock over a five day period that included the two days prior, the day of, and two days subsequent to the signing of the merger agreement, which was $1.29. The note accrues interest at the rate of 8% per annum; half of the principal amount is due and payable on July 16, 2007 and the remaining half is due and payable on July 16, 2008. The note is convertible into 2,949,204 shares of Verticalnet common stock, subject to approval by Verticalnet s shareholders. If the conversion feature of the note is approved by Verticalnet s shareholders, then either Verticalnet or the noteholders can require the conversion of the note into Verticalnet common stock.

The Company has engaged a third party valuation firm to value the intangibles acquired in the B2eMarkets acquisition. That firm has not yet completed its valuation work. In addition, the financial statements of B2eMarkets are not yet available. Therefore, we have not provided any information concerning the purchase price allocation or pro forma results of operations.

On August 6, 2004 we completed a $3.0 million private placement of our common stock. The Company issued 3,000,000 shares of common stock along with warrants to purchase 1,200,000 shares of common stock at $1.25 per share. Shareholders equity will increase by $2.8 million as a result of this private placement.

The shares of common stock have not been registered under the Securities Act of 1933 and may not be subsequently offered or sold by the investors absent registration or an applicable exemption from the registration requirements. Verticalnet has agreed to file a registration statement covering the resale of the securities issued in this transaction.

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Item 2. Managem ent s Discussion and Analysis of Financial Condition and Results of Operations

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The information in this report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements contained in this report that are not statements of historical fact may be deemed forward-looking statements. Words such as may, might, will, would, should, could, project, estimate, pro forma, predict, potential, strategy, anticipate, plan to, believe, continue, intend, expect and words of similar expression (including the negative of any of the foregoing) are intended to identify forward-looking statements. Additionally, forward-looking statements in this report include statements relating to the design, development, and implementation of our products; the strategies underlying our business objectives; the benefits to our customers and their trading partners of our products; our liquidity and capital resources; and the impact of our acquisitions and investments on our business, financial condition, and operating results.

Our forward-looking statements are not meant to predict future events or circumstances and may not be realized because they are based upon current expectations that involve risks and uncertainties. Actual results and the timing of certain events may differ materially from those currently expected as a result of these risks and uncertainties. Factors that may cause or contribute to a difference between the expected or desired results and actual results include, but are not limited to, the availability of and terms of equity and debt financing to fund our business; our reliance on the development of our enterprise software business; our ability to continue to remain listed on the Nasdaq SmallCap Market; competition in our target markets; economic conditions in general and in our specific target markets; our ability to use and protect our intellectual property; and our ability to attract and retain qualified personnel, as well as the risks discussed in the section of this report entitled Factors Affecting our Business Condition. Given these uncertainties, investors are cautioned not to place undue reliance on our forward-looking statements. We disclaim any obligation to update these factors or to announce publicly the results of any revisions to any of the forward-looking statements contained in this report to reflect future events or developments.

Company Overview

We are a provider of Supply Management solutions to Global 2000 companies. We provide a full scope of Supply Management software, services, and domain expertise in areas that include: Program Management, Spend Analysis, eSourcing, Contract Management, and Supplier Performance Management. Our solutions provide our clients with the visibility, insight, and control required to identify, realize, and sustain value from supply management initiatives.

Verticalnet s software customers have purchased our software via a perpetual license, or time-based license. Our software is licensed by module, with our customers selecting from modules that include: Spend Manager, Program Manager, Negotiation Manager, Contract Manager, and Performance Manager. Verticalnet employs technical consultants to provide project management and training during software implementation. In addition to traditional software installation and ASP hosting, Verticalnet offers the majority of its software products in an On-Demand delivery model. On-Demand delivery enables our customers to pay a single annual fee that includes software license, maintenance, application hosting, customer/community support and training. The Company believes that its On-Demand delivery model mitigates the software implementation costs for its customers, and reduces the obstacles to a successful supply management initiative.

In addition to implementation services, our consultants provide customers with supply management business process consulting, primarily in the areas of Spend Analysis and Advanced Sourcing. Our customers typically pay for professional services at an hourly rate for the time it takes us to complete the project. Most professional services engagements also include short-term licenses of Verticalnet technology required to complete

the engagement. Examples of such technology include our Advanced Bid Collection and Bid Analysis Optimization software.

In addition to our packaged applications and implementation services, Verticalnet offers custom software development for customers that desire to build additional supply management capabilities. Verticalnet s Solution Center works with clients to define custom development requirements and build out the required functionality. Verticalnet offers a flexible software platform that enables rapid, cost effective custom development for customers with advanced, complex requirements. Our Solution Center approach allows Verticalnet to complete customization projects more quickly and cost effectively than internal IT organizations or traditional custom development firms.

Historically, we derived our revenue primarily from the sale of our software, as well as implementation and development services. As a result of the January 2004 acquisition of Tigris Corp. (Tigris), we also generate revenues from spend analysis and other supply chain consulting services. As a result of the July 2004 acquisition of B2eMarkets, Inc. (B2eMarkets), we expect to see an increase in the proportion of our revenue coming from software license, subscription, and maintenance revenues.

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Acquisitions

Tigris Corp.

In January 2004, a wholly-owned direct subsidiary of Verticalnet merged with and into Tigris, a privately-held strategic sourcing and supply chain consultancy based in New York City. The acquisition brings together Verticalnet s Spend Analysis and Supply Management software with Tigris extensive spend analysis and strategic sourcing expertise. The aggregate purchase price was approximately $12.1 million, including transaction costs of approximately $300,000. The consideration included $3.5 million in cash, 1,870,450 shares of our common stock valued at approximately $5.7 million, issuance of employee options to purchase 751,670 shares of our common stock valued at $2.2 million and assumed debt of approximately $346,000.

B2eMarkets, Inc.

On July 19, 2004, a wholly-owned direct subsidiary of Verticalnet merged with B2eMarkets, a privately-held provider of Strategic Sourcing software solutions. The aggregate purchase price of the B2eMarkets acquisition was $14.9 million, including transaction costs of approximately $2.4 million, which primarily consisted of fees paid for investment banking, legal and accounting services. The consideration included the issuance of 5,100,000 shares of common stock, valued on the date of closing at approximately $6.6 million, and a promissory note in the principal amount of $5.9 million. The value of the Verticalnet stock issued to the B2eMarket shareholders was based upon the average of the closing price of the Company s common stock over a five day period that included the two days prior, the day of, and two days subsequent to the signing of the merger agreement, which was $1.29. The note accrues interest at the rate of 8% per annum; half of the principal amount is due and payable on July 16, 2007 and the remaining half is due and payable on July 16, 2008. The note is convertible into 2,949,204 shares of Verticalnet common stock, subject to approval by Verticalnet s shareholders. If the conversion feature of the note is approved by Verticalnet s shareholders, then either Verticalnet or the noteholders can require the conversion of the note into Verticalnet common stock.

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RESULTS OF CONTINUING OPERATIONS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2004 AND 2003

The following table sets forth statement of operations data expressed as a percentage of total revenue for the periods indicated:

	Three months ended June 30,		Six months ended June 30,	
	2004	2003	2004	2003
Revenues:				
Software license	3%	2%	3%	5%
Services and maintenance	97%	98%	97%	95%
Total revenues	100%	100%	100%	100%
Cost of revenues:				
Cost of software license	1%	1%	0%	1%
Cost of services and maintenance	40%	22%	40%	20%
Amortization of acquired technology and customer contracts	5%	10%	6%	8%
Total cost of revenues	46%	33%	46%	29%
Gross profit	54%	67%	54%	71%
Operating expenses:				
Research and development	19%	41%	22%	36%
Sales and marketing	22%	27%	23%	22%
General and administrative	21%	40%	26%	42%
Restructuring reversal	0%	(14)%	0%	(6)%
Stock-based compensation	7%	5%	8%	3%
Amortization of other intangible assets	4%	0%	3%	0%
Total operating expenses	73%	99%	82%	98%
Operating loss	(19)%	(32)%	(29)%	(27)%
Interest and other expense, net	1%	22%	3%	15%
Net loss	(19)%	(54)%	(31)%	(42)%

EMPLOYEE HEADCOUNT BY CLASSIFICATION

As of June 30,

	2004			2003		
	Employees	**Dedicated Offshore Consultants**	**Total**	**Employees**	**Dedicated Offshore Consultants**	**Total**
Cost of revenues	49		49	14		14
Research and development	23	25	48	34		34
Sales and marketing	16		16	6		6
General and administrative	18		18	9		9
	106	25	131	63		63

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REVENUES

(in thousands)	Three months ended June 30, 2004	Three months ended June 30, 2003	Difference $	Difference %	Six months ended June 30, 2004	Six months ended June 30, 2003	Difference $	Difference %
Software license	$ 180	$ 35	$ 145	414.3%	$ 319	$ 274	$ 45	16.4%
Services and maintenance	6,355	2,142	4,213	196.7%	10,752	5,334	5,418	101.6%
Total revenues	$ 6,535	$ 2,177	$ 4,358	200.2%	$ 11,071	$ 5,608	$ 5,463	97.4%

Revenues are comprised of software licenses, professional services, and maintenance revenues.

The increase in total revenues for the three and six months ended June 30, 2004 compared to the corresponding period in 2003 is primarily due to the Tigris acquisition which occurred on January 30, 2004, as well as growth in Verticalnet s historical business. On a pro forma basis reflecting the combined results of Verticalnet and Tigris (see note 3 to the consolidated financial statements), revenues for the three and six months ended June 30, 2004 increased approximately $1.9 million or 40.1%, and $1.6 million or 15.4%, respectively, over the same periods in 2003 as a result of the increase in its demand for its products and services.

Revenues and Credit Concentration

As of and for the six months ended June 30, 2004 and 2003, revenues and amounts due from our largest customers were as follows (in thousands):

Customer	2004 Accounts receivable balance (a)	2004 Revenues	2004 % of total revenues	2003 Accounts receivable balance (a)	2003 Revenues	2003 % of total revenues
A	$ 2,304	$ 4,420	39.9%	$ 1,228	$ 3,591	64.0%
B	1,479	2,601	23.5%			
C	363	811	7.3%			
D	130	97	0.9%	166	590	11.0%
Total	$ 4,276	$ 7,929	71.6%	$ 1,394	$ 4,181	75.0%

(a) Represents both billed and unbilled amounts

Revenues from the same customers for the three months ended June 30, 2004 and 2003, were as follows (in thousands):

	2004		2003	
Customer	Revenues	% of total revenues	Revenues	% of total revenues
A	$ 2,454	37.6%	$ 1,205	55.4%
B	1,660	25.4%		
C	297	4.5%		
D	48	0.7%	200	9.2%
Total	$ 4,459	68.2%	$ 1,405	64.5%

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COST OF REVENUES

(in thousands)	Three months ended June 30,		Difference		Six months ended June 30,		Difference	
	2004	**2003**	**$**	**%**	**2004**	**2003**	**$**	**%**
Cost of software license	$ 44	$ 15	$ 29	193.3%	$ 54	$ 43	$ 11	25.6%
Cost of services and maintenance	2,641	482	2,159	447.9%	4,427	1,119	3,308	295.6%
Amortization of acquired technology and customer contracts	325	225	100	44.4%	650	450	200	44.4%
Total cost of revenues	$ 3,010	$ 722	$ 2,288	316.9%	$ 5,131	$ 1,612	$ 3,519	218.3%

The cost of software license is comprised primarily of royalties on technology contained in our products that is licensed from third parties. The increase in the cost of software is primarily due to the increase in eligible revenues associated with the licensed technologies.

The cost of services and maintenance includes the cost of the Company s consultants who are primarily responsible for the software implementations and configurations, as well as providing other supply chain consulting services. Also included is the cost of the Company s customer support function, which is provided to customers as part of recurring maintenance fees. The cost of services and maintenance increased primarily as a result of the Tigris acquisition and increases in salaries and fringe benefits costs (headcount related costs) and infrastructure costs offset by a reduction in third-party consulting costs.

The increase in amortization of acquired technology and customer contracts was due to the amortization of customer contracts acquired through the Tigris acquisition.

OPERATING EXPENSES

(in thousands)	Three months ended June 30,		Difference		Six months ended June 30,		Difference	
	2004	**2003**	**$**	**%**	**2004**	**2003**	**$**	**%**
Research and development	$ 1,248	$ 903	$ 345	38.2%	$ 2,445	$ 2,022	$ 423	20.9%
Sales and marketing	1,459	590	869	147.3%	2,525	1,248	1,277	102.3%
General and administrative	1,341	867	474	54.7%	2,835	2,356	479	20.3%
Restructuring reversal		(302)	302	(100.0)%		(309)	309	(100.0)%
Stock-based compensation	450	102	348	341.2%	921	193	728	377.2%
Amortization of other intangible assets	246		246	100.0%	377		377	100.0%
Total operating expenses	$ 4,744	$ 2,160	$ 2,584	119.6%	$ 9,103	$ 5,510	$ 3,593	65.2%

Research and Development

Research and development costs consist primarily of headcount-related costs of the Company s product strategy, development, and testing employees. As a result of the increase in demand for our product and services we have expanded the use of our offshore development provider. The Company s offshore development initiative started during the first quarter of 2004, whereby a significant portion of our product development operations were shifted to India. Although our net headcount related costs increased $208,000 and $152,000 for the three and six months ended June 30, 2004, respectively, the cost to hire and maintain the same number of employees on-shore would have resulted in a much larger increase in net headcount cost. Third-party consulting (other then off-shore development) and infrastructure costs accounted for the remaining increases of $137,000 and $271,000 for the three and six months ended June 30, 2004.

As of June 30, 2004, the Company had a total of 48 people dedicated to development, which includes 25 contractors and dedicated offshore developers, compared to 34 total development headcount as of June 30, 2003.

Sales and Marketing

Sales and marketing expenses consist primarily of headcount related costs, as well as incentive compensation for sales and marketing employees, and related travel expenses. The increase in sales and marketing expenses for the three and six months ended June 30, 2004 compared to the same periods in 2003 was primarily a result of the Tigris acquisition, an increase in marketing related costs and the increase in the number of sales personnel.

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General and Administrative

General and administrative expenses consist primarily of headcount related costs for our executive, administrative, finance, legal, and human resources personnel. General and administrative expenses for the three and six months ended June 30, 2004 increased compared to the same periods in 2003 primarily due to the reversal of accruals in the prior period relating to the cancellation of certain capital and operating leases of approximately $653,000. For the three and six months ended June 30, 2004, the Tigris acquisition resulted in overall general and administrative costs increasing by approximately $139,000 and $263,000, respectively, and headcount related costs increased by approximately $59,000 and $196,000, respectively, due to additional hires. For the three and six months ended June 30, 2004, these costs were partially offset by decreases in depreciation expense, which decreased by $115,000 and $223,000, respectively, and a decrease in other general and administrative expenses, including professional services and insurance, of approximately $262,000 and $263,000 for the three and six months ended June 30, 2004, respectively. For the six months ended June 30, 2004, these costs were further offset by a decrease of approximately $147,000 in office equipment leasing costs, which is a result of the renegotiation our lease liabilities during 2003.

Restructuring reversal

Restructuring reversal for the three and six months ended June 30, 2003 primarily reflects the net adjustment to the restructuring accrual for our former San Francisco operating lease.

Amortization Expenses

The increase in stock-based compensation expense for the three and six months ended June 30, 2004 as compared to the same period in 2003 was a result of the continued amortization of costs related to options granted under the Company s 2003 bonus plan, which awarded discounted stock options to the Company s employees in lieu of cash compensation, as well as the amortization of restricted stock awarded to Tigris employees.

The increase in amortization of other intangible assets was due entirely to the amortization of intangible assets resulting from the Tigris acquisition.

INTEREST AND OTHER EXPENSE, NET

Interest and other expense, net was comprised of the following (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2004	**2003**	**2004**	**2003**

Warrant mark-to-market adjustment	$	$	$ 281	$
Interest expense, net		490	3	978
(Gain) loss on asset disposal	(2)		(2)	9
Transaction (gain) loss		(25)	1	(25)
Realized loss (gain) on investments	35		35	(113)
Interest and other expense, net	$ 33	$ 465	$ 318	$ 849

In February 2004, holders of 320,000 warrants exercised their warrants to purchase common shares at $1.20 per share. The Company received approximately $345,000 in net proceeds from the exercise of these warrants. During the three months ended March 31, 2004, the Company recorded a $281,000 non-cash charge to earnings as a result of the mark-to-market adjustments relating to the fair value of the warrant liability up to the time of exercise. Upon the exercise of the warrants, the fair value of the warrants ($428,000) was reclassified from other current liabilities to additional paid-in capital.

Interest expense decreased significantly for the three and six months ended June 30, 2004, as compared to the same periods in 2003, due to the repurchase of $6.5 million of our 5 ¼% convertible subordinated debentures, which occurred in the third quarter of 2003.

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LIQUIDITY AND CAPITAL RESOURCES

The following table highlights key financial measurements of the Company:

(in thousands, except ratios)	June 30, 2004	December 31, 2003
Cash and cash equivalents	$ 6,966	$ 4,408
Accounts receivable, net	$ 6,181	$ 2,457
Working capital	$ 7,570	$ 2,683
Current ratio	2.17	1.57
Total debt, including current portion	$ 1,320	$ 757
	2004	**2003**
For the six months ended June 30:		
Cash flow activities:		
Net cash used in operating activities	$ (615)	$ (5,331)
Net cash provided by (used in) investing activities	(4,212)	2,917
Net cash provided by financing activities	7,386	81

Historically, the Company has funded itself through the sale of equity and debt instruments, as well as revenues generated from the licensing of its software products and the sale of consulting services.

Operating activities

During the six months ended June 30, 2004, net cash used in operating activities was $615,000, which primarily consisted of the net loss of $3.5 million offset by depreciation and amortization and other non-cash related charges of $2.4 million, as well as changes in current assets and current liabilities, net of the effect of the Tigris acquisition, of $418,000.

The improvement in net cash used in operating activities was primarily due to the Company amending the lease agreement with its primary landlord, the buy-out of certain operating leases in the prior year, and the reduction in the net loss excluding non-cash items. Payments applied against the restructuring accrual represented $2.3 million of the net change in accounts payable and accrued expenses during the six months ended June 30, 2003. The net loss excluding non-cash items decreased to $1.0 million for the six months ended June 30, 2004 from $2.5 million during the same period in 2003, due to the acquisition of Tigris and the continual growth of the historical Verticalnet business.

As a result of the B2eMarkets acquisition (see note 9 to the consolidated financial statements), we expect to see a short term affect on our operating cash flows. While we generated a small amount of cash flow from operations this quarter, we believe that the B2eMarkets transaction will be dilutive to cash flow from operations for the next 2 to 3 quarters. We expect that a significant portion of the decrease in operating cash flows to be a result of one-time expenditures such as the reduction of assumed vendor payables and severance costs, as well as integration costs. In the long term, we believe the acquisition will help us achieve increased software and subscription revenues, reduced customer concentration,

and improved visibility. We believe that the short term increase in cash used by operations will be more than offset by the growth opportunities for the combined business.

Investing activities

During the six months ended June 30, 2004, net cash used in investing activities was $4.2 million and primarily consisted of $3.8 million related to the Tigris acquisition, net of cash acquired, and an increase of $311,000 in restricted cash as a result of a lease acquired through the Tigris acquisition.

Part of our growth strategy is to pursue strategic acquisitions of businesses. We have made acquisitions in the past, and intend to make acquisitions in the future. Historically, we have financed our acquisitions with cash on hand, including proceeds from our private placements, and shares of our common stock. We expect to finance any future acquisitions with proceeds from cash generated by operations, additional sales or issuances of shares of our common stock, or a combination of the foregoing.

As a result of the B2eMarkets acquisition (see note 9 to the consolidated financial statements) over the next two quarters cash used in investing activities will be effected by payments related to transaction costs incurred during the B2eMarkets acquisition of approximately $2.4 million.

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Financing activities

Net cash provided by financing activities for the six months ended June 30, 2004 of $7.4 million consisted of $7.0 million of net proceeds from the issuance of common stock and warrants, $394,000 of proceeds from warrant exercises and $318,000 of proceeds from the exercise of stock options, offset by $349,000 of principal payments on long-term debt and capital lease obligations.

In January 2004, we completed a $7.7 million private placement of our common stock. The Company issued 3,798,592 shares of common stock at a purchase price of $2.02 per share along with warrants to purchase 1,218,209 shares of common stock at an exercise price of $3.72 per share. The Company received approximately $7.0 million in net proceeds from this transaction.

In February 2004, 320,000 warrants from the August 2003 private placement were exercised at $1.20 per share. The Company received $345,000 in net proceeds from the exercise of these warrants.

In April 2004, 40,000 warrants from the October 2003 private placement were exercised at $1.35 per share. The Company received $49,000 in net proceeds from the exercise of these warrants.

We believe that our level of liquid assets as of June 30, 2004 will be sufficient to finance our capital requirements and anticipated operating losses through at least the next twelve months. However, to the extent that the current levels of liquid assets prove to be insufficient, we may need to further reduce our operating costs or obtain additional debt or equity financing. Additionally, we may, if the capital markets present attractive opportunities, raise cash through the sale of debt or equity. We can provide no assurance that we will be successful in obtaining any required or desired financing either on acceptable terms or at all.

Contractual Commitments

The following table outlines future contractual commitments as of June 30, 2004, and therefore does not include any contractual commitments stemming from the B2eMarket acquisition (see note 9 to the consolidated financial statements).

Expected Cash Payments by Period

(in thousands)

	2004 (a)	**2005**	**2006**	**2007**	**2008**	**Due after 2008**	**Total**
Convertible notes	$ 728	$	$	$	$	$	$ 728
Operating leases	380	646	556	329	290	580	2,781

Capital leases (b)	36	51	30				117
Purchase obligations	109	182					291
Other obligations (c)	389						389
Total	$ 1,642	$ 879	$ 586	$ 329	$ 290	$ 580	$ 4,306

(a) Reflects amounts payable over the last six months of 2004
(b) Capital lease balances exclude future interest obligations.
(c) Represents insurance policies financed for 2004.

Off-Balance Sheet Arrangements

We do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as special purpose entities (SPEs) or variable interest entities (VIEs), which would have been established for the purpose of facilitating off-balance sheet arrangements or other limited purposes. As of June 30, 2004 and December 31, 2003, we were not involved with any unconsolidated SPEs or VIEs and we had no derivatives.

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FACTORS AFFECTING OUR BUSINESS CONDITION

We may require additional capital for our operations and obligations, and, as a result, we are exploring alternatives to preserve and enhance value.

Although, based on our most recent projections, we believe our current level of liquid assets and the expected cash flows from contractual revenue arrangements will be sufficient to finance our capital requirements and anticipated operating losses through at least the next twelve months, any projection of future long-term cash needs and cash flows are inherently subject to uncertainty. There is no assurance that our resources will be sufficient for anticipated or unanticipated working capital and capital expenditure requirements during this period. We may need, or find it advantageous, to raise additional funds in the future to fund our growth, pursue sales and licensing opportunities, develop new or enhanced products and services, respond to competitive pressures, or acquire complementary businesses, technologies, or services.

If we are ultimately unable, for any reason, to receive cash payments expected from our customers, our business, financial condition, and results of operations will be materially and adversely affected.

We may not generate an operating profit.

As of June 30, 2004, our accumulated deficit was approximately $1.2 billion. We may never again generate an operating profit or, even if we do become profitable from operations at some point, we may be unable to sustain that profitability.

We generate most of our revenues and accounts receivable from two customers.

For the six months ended June 30, 2004, two customers accounted for $7.0 million or 63% of our total revenues. Any termination of our professional services by either of these customers could have a material adverse effect on our business, operating results, and financial conditions.

As of June 30, 2004, these two customers accounted for $3.8 million of our accounts receivable balance. Although we have had a successful collection history with these two customers, and do not foresee any collection issues, there can be no assurance that we will be able to collect these outstanding balances.

We have contractual obligations to provide consulting services over many periods.

We maintain a professional services and consulting workforce to fulfill contracts that we enter into with our customers that may extend to multiple periods. Our profitability is largely a function of performing against customer contractual arrangements within the estimated costs to perform these obligations. If we exceed these estimated costs, our profitability under these contracts may be negatively impacted. In addition, if

we are not able to obtain sufficient work to keep all of our professionals on revenue generating projects, our business, financial condition, and results of operations may be adversely affected.

If we fail to meet client expectations in the performance of our services, our business could suffer.

Our failure to meet client expectations in the performance of our services, including the quality, cost, and timeliness of our services, may adversely affect our ability to attract and retain clients. If a client is not satisfied with our services, we will generally spend additional human and other resources at our own expense to ensure client satisfaction. Such expenditures will typically result in a lower margin on such engagements and could materially adversely affect our business, financial condition, and results of operations.

We may be unable to maintain our listing on the Nasdaq Stock Market, which could cause our stock price to fall and decrease the liquidity of our common stock.

Our common stock is currently listed on the Nasdaq SmallCap Market. A continued listing on the Nasdaq SmallCap Market requires us to meet certain qualitative standards, including maintaining a certain number of independent Board members and independent Audit Committee members, and certain quantitative standards, including that we maintain $2.5 million in shareholders equity and that the closing price of our common stock not be less than $1.00 per share for 30 consecutive trading days. Our stock closed above $1.00 on August 5, 2004.

We expect to remain in compliance with Nasdaq s listing qualifications for continued listing of our stock. However, there can be no assurance that we will continue to be able to meet the all qualitative and quantitative listing qualifications in the future. In the event the Company does not meet such listing qualifications, the Company s common stock could be subject to delisting from the Nasdaq SmallCap Market.

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If our stock is delisted from the Nasdaq Stock Market or our share price declines significantly, then our stock may be deemed to be penny stock.

If our common stock is considered penny stock, it would be subject to rules that impose additional sales practices on broker-dealers who sell our securities. Because of these additional obligations, some brokers may be unwilling to effect transactions in our stock. This could have an adverse effect on the liquidity of our common stock and the ability of investors to sell the common stock. For example, broker-dealers must make a special suitability determination for the purchaser and have received the purchaser s written consent to the transaction prior to sale. Also, a disclosure schedule must be prepared prior to any transaction involving a penny stock and disclosure is required about sales commissions payable to both the broker-dealer and the registered representative and current quotations for the securities. Monthly statements are required to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stock.

If our stock is delisted from the Nasdaq Stock Market, we may be unable to license our products and sell our services to prospective or existing customers.

If our stock is delisted, our prospective and existing customers may lose confidence that we can continue as a viable business to provide support necessary to further develop our solution and provide ongoing maintenance and consulting services. Prospective and existing customers could consider alternative solutions or significantly reduce the value they are willing to pay for our solution to compensate for the potential added risk to their business. If our stock is delisted, our ability to meet our revenue goals could be adversely impacted, resulting in deterioration of the financial condition of our business.

Our success depends on our ability to retain key management and experienced software personnel, whom we may not be able to retain.

We believe that the success of the Company depends on the continued employment of our senior management team and on maintaining a highly trained staff. If one or more members of our senior management team were unable or unwilling to continue in their present positions, the success of the Company could be materially adversely affected. If we are unable to retain our personnel, it could limit our ability to service our customers and design and develop products, which could reduce our attractiveness to potential customers, investors, or acquirers.

We may not be able to hire or retain enough additional personnel to meet our hiring needs.

Our success also depends on having highly trained professional services and development personnel. We may need to hire additional personnel if our business grows. A shortage in the number of trained consultants and developers could limit our ability to implement our software if we are able to license software to new customers or if our present customers ask us to perform more services for them. Competition for personnel, particularly for employees with technical expertise, could be strong. Our business, financial condition, and operating results will be materially adversely affected if we cannot hire and retain suitable personnel.

Fluctuations in our quarterly operating results may cause our stock price to decline.

Our quarterly operating results are difficult to forecast and could vary significantly. If our operating results in a future quarter or quarters do not meet the expectations of securities analysts or investors, the price of our common stock may fall. Our quarterly operating results will be substantially dependent on software licenses and professional services booked and delivered in that quarter. Any delay in the recognition of revenue for any of our license transactions or professional services could cause significant variations in our quarterly operating results and could cause our revenues to fall significantly short of anticipated levels. We also expect that our quarterly operating results will fluctuate significantly due to other factors, many of which are beyond our control, including:

- anticipated lengthy sales cycle for our products;
- the size and timing of individual license transactions;
- intense and increased competition in our target markets;
- our ability to develop, introduce, and bring to market new products and services, or enhancements to our existing products and services, on a timely basis; and
- risks associated with past acquisitions.

If we are able to grow our business, we may not be able to manage the growth successfully.

If we are able to grow our business, such growth could place a significant strain on our resources and systems. To manage our growth, we must implement systems and train and manage our employees. In addition, we may not be able to limit our exposure to non-creditworthy customers.

We may seek to acquire another business or raise additional capital, which could dilute the ownership of our existing shareholders.

We may seek to grow our business by acquiring another business. In addition, we may seek to raise additional capital. We may be required to incur debt or issue equity securities to pay for acquisitions or to raise additional capital, which may be dilutive to our existing shareholders.

New versions and releases of our products may contain errors or defects.

Our enterprise software products may contain undetected errors or failures when first introduced or as new versions are released. This may result in loss of, or delay in, market acceptance of our products. Errors in new releases and new products after their introduction could result in delays in release, lost revenues, and customer frustration during the period required to correct these errors. We may in the future discover errors and defects in new releases or new products after they are shipped or released.

We utilize third-party software that we incorporate into and include with our products and solutions, and impaired relations with these third-parties, defects in third-party software, or their inability or failure to enhance their software over time could have a material adverse effect on our operating performance and financial condition.

We incorporate and include third-party software into and with our products and solutions. We are likely to incorporate and include additional third-party software into and with our products and solutions as we expand our product offerings. If our relations with any of these third-party software providers become impaired, and if we are unable to obtain or develop a replacement for the software, our business could be harmed. Our products may be impacted if errors occur in the third-party software that we utilize. It may be more difficult for us to correct any defects in third-party software because the software is not within our control. Accordingly, our business could be adversely affected in the event of any errors in this software. There can be no assurance that these third parties will continue to invest the appropriate levels of resources in their products and services to maintain and enhance the capabilities of their software.

We have begun to shift a significant portion of our product development operations to India, which poses significant risks.

Since September 2003, an unrelated third-party has provided us with software development services in Bangalore, India. We have continued to increase the proportion of our product development work being performed by contractors in India in order to take advantage of cost efficiencies associated with India s lower wage scale. However, we may not achieve the cost savings and other benefits we anticipate from this program and we may not be able to find sufficient numbers of developers with the necessary skill sets in India to meet our needs. We have a heightened risk exposure to changes in the economic, security, and political conditions of India. Economic and political instability, military actions, and other unforeseen occurrences in India could impair our ability to develop and introduce new software applications and functionality in a timely

manner, which could put our products at a competitive disadvantage whereby we lose existing customers and fail to attract new customers.

Our target markets are evolving and characterized by rapid technological change, which we may not be able to keep pace with.

The markets for our products and services are evolving and characterized by rapid technological change, changing customer needs, evolving industry standards, and frequent new product and service announcements. The introduction of products employing new technologies and emerging industry standards could render our existing products or services obsolete or unmarketable. If we are unable to respond to these developments successfully or do not respond in a cost-effective way, our business, financial condition, and operating results will suffer. To be successful, we must continually improve and enhance the responsiveness, services, and features of our enterprise software products and introduce and deliver new product and service offerings and new releases of existing products. We may fail to improve or enhance our software products or introduce and deliver new releases or new offerings on a timely and cost-effective basis or at all. If we experience delays in the future with respect to our software products, or if our improvements, enhancements, offerings, or releases to these products do not achieve market acceptance, we could experience a delay or loss of revenues and customer dissatisfaction. Our success will also depend in part on our ability to acquire or license third-party technologies that are useful in our business, which we may not be able to do.

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We may ultimately be unable to compete in the markets for the products and services we offer.

The markets for our enterprise software products and services are intensely competitive, which may result in low or negative profit margins and difficulty in achieving market share, either of which could seriously harm our business. We expect the intensity of competition to increase. Our enterprise software products and services face competition from software companies whose products or services compete with a particular aspect of the solution we provide, as well as several major enterprise software developers and consulting firms. Many of our competitors have longer operating histories, greater brand recognition, and greater financial, technical, marketing, and other resources than we do, and may have well-established relationships with our existing and prospective customers. This may place us at a disadvantage in responding to our competitors pricing strategies, technological advances, advertising campaigns, strategic partnerships, and other initiatives. Our competitors may also develop products or services that are superior to or have greater market acceptance than ours. If we are unable to compete successfully against our competitors, our business, financial condition, and operating results would be negatively impacted.

We have had decreases in the fair value, and in some cases a complete loss, of our equity investments.

As of June 30, 2004 and December 31, 2003, we held cost method investments with a carrying value of $606,000. We may never realize any return on our equity interests that we continue to hold, and we may suffer a complete loss of these interests, which could materially and adversely affect our business, financial condition, and operating results.

If we do not develop the Verticalnet brand in the supply management solution industry, our revenues might not increase.

We must establish and continuously strengthen the awareness of the Verticalnet brand in the supply management solution industry. If our brand awareness as a maker of supply management solution software does not develop, or if developed, is not sustained as a respected brand, it could decrease the attractiveness of our products and services to potential customers, which could result in decreased revenues.

We may not be able to protect our proprietary rights and may infringe the proprietary rights of others.

Proprietary rights are important to our success and our competitive position. We may be unable to register, maintain, and protect our proprietary rights adequately or to prevent others from claiming violations of their proprietary rights. Although we file copyright registrations for the source code underlying our software, enforcement of our rights might be too difficult and costly for us to pursue effectively. We have filed patent applications for the proprietary technology underlying our software, but our ability to fully protect this technology is contingent upon the ultimate issuance of the corresponding patents. Effective patent, copyright, and trade secret protection of our software may be unavailable or limited in certain countries.

Several lawsuits have been brought against us and the outcome of these lawsuits is uncertain.

Several lawsuits have been brought against us and the underwriters of our stock in our initial public offering. These lawsuits allege, among other things, that the underwriters engaged in sales practices that had the effect of inflating our stock price, and that our prospectus for that offering

was materially misleading because it did not disclose these sales practices. We intend to vigorously defend against these lawsuits. No assurance can be given as to the outcome of these lawsuits.

Shares eligible for future sale by our current or future shareholders may cause our stock price to decline.

If our shareholders or option and warrant holders sell substantial amounts of our common stock in the public market, including shares issued in completed or future acquisitions or upon the exercise of outstanding options and warrants, then the market price of our common stock could fall. As of June 30, 2004, the holders of 2,476,192 shares of common stock and warrants to purchase 62,703 shares of common stock have demand and/or piggyback registration rights. The exercise of such rights could adversely affect the market price of our common stock. We also have filed a shelf registration statement to facilitate our acquisition strategy, as well as registration statements to register shares of common stock under our stock option and employee stock purchase plans. Shares issued pursuant to existing or future shelf registration statements, upon exercise of stock options and warrants, and in connection with our employee stock purchase plan will be eligible for resale in the public market without restriction.

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Anti-takeover provisions and our right to issue preferred stock could make a third-party acquisition of us difficult.

Verticalnet is a Pennsylvania corporation. Anti-takeover provisions of Pennsylvania law could make it more difficult for a third party to acquire control of us, even if such change in control would be beneficial to our shareholders. Our articles of incorporation provide that our board of directors may issue preferred stock without shareholder approval. In addition, our bylaws provide for a classified board, with each board member serving a staggered three-year term. The issuance of preferred stock and the existence of a classified board could make it more difficult for a third party to acquire us.

Our common stock price is likely to remain highly volatile.

The market for stocks of technology companies has been highly volatile since our initial public offering in 1999. Throughout this period, the market price of our common stock has reached extreme highs and lows, and our daily trading volume has been, and will likely continue to be, highly volatile. Investors may not be able to resell their shares of our common stock following periods of price or trading volume volatility because of the market s adverse reaction to such volatility. Factors that could cause volatility in our stock price and trading volume, in some cases regardless of our operating performance, include, among other things:

- general economic conditions, including suppressed demand for technology products and services;
- actual or anticipated variations in quarterly operating results;
- announcements of technological innovations;
- new products or services;
- changes in the market valuations of other software or technology companies;
- failure to meet analysts or investors expectations;
- announcements by us or our competitors of significant acquisitions, strategic partnerships, or joint ventures;
- our cash position and cash commitments;
- our prospects for enterprise software sales and new customers; and
- additions or departures of key personnel.

Acquisitions may disrupt or otherwise have a negative impact on our business.

We have made, and plan to continue to make, investments in complementary companies, technologies, and assets. Future and past acquisitions are subject to the following risks:

- acquisitions may cause a disruption in our ongoing business, distract our management and other resources, and make it difficult to maintain our standards, controls, and procedures;
- we may acquire companies in markets in which we have little experience;
- we may not be able to successfully integrate the services, products, and personnel of any acquisition into our operations;
- we may be required to incur debt or issue equity securities, which may be dilutive to existing shareholders, to pay for the acquisitions; and
- our acquisitions may not result in any return on our investment and we may lose our entire investment.

Interruptions or delays in service from our third-party Web hosting facility could impair the delivery of our service and harm our business.

We provide our service through computer hardware that is currently located in a third-party Web hosting facility in Dulles, Virginia operated by ServerVault, Inc. We do not control the operation of this facility, and it may be subject to damage or interruption from floods, fires, power loss, telecommunications failures and similar events. It may also be subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct. Despite precautions taken at the facility, the occurrence of a natural disaster, a decision to close the facility without adequate notice or other unanticipated problems at the facility could result in lengthy interruptions in our service. In addition, the failure by the ServerVault facility to provide our required data communications capacity could result in interruptions in our service.

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If our security measures are breached and unauthorized access is obtained to a customer s data, our on-demand applications may be perceived as not being secure and customers may curtail or stop using our service.

Our on-demand supply management application model involves the storage, analysis and transmission of customers proprietary information, and security breaches could expose us to a risk of loss or corruption of this information, litigation and possible liability. If our security measures are breached as a result of third-party action, employee error, malfeasance or otherwise, and, as a result, an unauthorized party obtains access to one or more of our customers data, our reputation could be damaged, our business may suffer and we could incur significant liability. Because techniques used to obtain unauthorized access or to sabotage computer systems change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. While we are not aware of any such breach, if an actual or perceived breach of our security occurs, the perception by existing or potential customers of the effectiveness of our security measures could be harmed and we could lose sales and customers.

If the third party software we use to support and enable our applications is subject to intrusion or corruption by third parties, our applications could become unstable or unavailable to our customers.

We use third party software to support or enable our applications which may be subject to intrusion or corruption by third parties, which may render our on-demand applications unstable or unavailable to our customers. While we are not aware of any such intrusion, if an actual or perceived intrusion or corruption of our applications or third party software which we use to support or enable our applications occurs, and our applications become unstable or unavailable, the perception by existing or potential customers of our applications could be harmed and we could lose sales and customers.

If our on-demand application model is not widely accepted, our operating results will be harmed.

We expect to derive a portion of our revenue from subscriptions to our on-demand applications. As a result, widespread acceptance of our on-demand supply management applications is critical to our future success. Factors that may affect market acceptance of our on-demand applications include:

- potential reluctance by enterprises to migrate to an on-demand application model;
- the price and performance of our on-demand applications;
- the level of customization we can offer;
- the availability, performance and price of competing products and services; and
- potential reluctance by enterprises to trust third parties to store and manage their internal data.

Many of these factors are beyond our control. The inability of our on-demand applications model to achieve widespread market acceptance would harm our business.

Because we will recognize revenue from subscriptions for our applications over the term of the subscription, downturns or upturns in sales may not be immediately reflected in our operating results.

We will recognize a portion of our revenue from subscription customers monthly over the terms of their subscription agreements, which are typically 12 to 24 months, although terms can range from one to 60 months. As a result, a portion of the revenue we report in each quarter will be deferred revenue from subscription agreements entered into during previous quarters. Consequently, a decline in new or renewed subscriptions in any one quarter will not necessarily be fully reflected in the revenue in that quarter and will negatively affect our revenue in future quarters. In addition, we may be unable to adjust our cost structure to reflect these reduced revenues. Accordingly, the effect of significant downturns in sales and market acceptance of our service may not be fully reflected in our results of operations until future periods. Our subscription model will also make it difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from new customers must be recognized over the applicable subscription term.

We do not have an adequate history with our subscription model to predict the rate of customer subscription renewals and the impact these renewals will have on our revenue or operating results.

Our customers have no obligation to renew their subscriptions for our service after the expiration of their initial subscription period and some customers have elected not to do so. In addition, our customers may not renew unless we offer lower prices or agree to reduce the number of users. We have limited historical data with respect to rates of customer subscription renewals, so we cannot accurately predict customer renewal rates. Our customers renewal rates may decline or fluctuate as a result of a number of factors, including their dissatisfaction with our applications or the customers ability to continue their operations and spending levels. If our customers do not renew their subscriptions for our supply management applications, our revenue may decline and our business will suffer.

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Our future success also depends in part on our ability to sell additional features or functions of our applications, additional applications, or additional services to our current customers. This may require increasingly sophisticated and costly sales efforts that are targeted at our customers senior management. If these efforts are not successful, our business may suffer.

Any failure to adequately expand our direct sales force will impede our growth.

We expect to be substantially dependent on our direct sales force to obtain new customers, particularly large enterprise customers, and to manage our customer base. We believe that there is significant competition for direct sales personnel with the advanced sales skills and technical knowledge we need. Our ability to achieve significant growth in revenue in the future will depend, in large part, on our success in recruiting, training and retaining sufficient direct sales personnel. New hires require significant training and may, in some cases, take more than a year before they achieve full productivity. Our recent hires and planned hires may not become as productive as we would like, and we may be unable to hire sufficient numbers of qualified individuals in the future in the markets where we do business. If we are unable to hire and develop sufficient numbers of productive sales personnel, sales of our products and services will suffer.

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Item 3. Quantita tive and Qualitative Disclosures About Market Risk

Our exposure to market risk related changes in interest rates relates primarily to our cash and cash equivalents. We have invested in instruments that meet high quality credit standards, in compliance with our investment policy. The policy also limits the amount of credit exposure we may have to any one issue, issuer, or type of investment. As of June 30, 2004, our portfolio of investments included $7.0 million in cash and cash equivalents. Due to the nature of our investment portfolio, we believe that a sudden change in interest rates would not have a material effect on the value of the portfolio since in most cases the average yield on our investments is less then 1% at June 30, 2004. The impact on our future interest income and future changes in investment yields will depend largely on the gross amount of our investment portfolio.

We have invested in equity instruments of privately held companies for business and strategic purposes. These investments are included in other investments and are accounted for under the cost method when ownership is less than 20% and we do not have the ability to exercise significant influence over operations. As of June 30, 2004, we hold cost method equity investments with a carrying value of $606,000. For these investments in privately held companies, our policy is to regularly review the assumptions underlying the operating performance and cash flow forecasts in assessing the recoverability of the carrying values. We identify and record impairment losses when events and circumstances indicate that such assets might be impaired.

We held no derivatives as of June 30, 2004.

Item 4. Contro ls and Procedures

(a) Evaluation of disclosure controls and procedures. Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report have been designed and are functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchanges Commission s rules and forms. We believe that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

(b) Changes in internal controls. The evaluation referred to in paragraph (a) of this Item did not identify any changes in the Company s internal control over financial reporting that occurred during the quarter ended June 30, 2004 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

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PART II. OTHE R INFORMATION

ITEM 1. LEG AL PROCEEDINGS

On June 12, 2001, a class action lawsuit was filed against us and several of our officers and directors in U.S. Federal Court for the Southern District of New York in an action captioned CJA Acquisition, Inc. v. Verticalnet, et al., C.A. No. 01-CV-5241 (the CJA Action). Also named as defendants were four underwriters involved in the issuance and initial public offering of our common stock in February 1999 Lehman Brothers Inc., Hambrecht & Quist LLC, Volpe Brown Whelan & Company LLC, and WIT Capital Corporation. The complaint in the CJA Action alleges violations of Sections 11 and 15 of the Securities Act of 1933 and Section 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated there under, based on, among other things, claims that the four underwriters awarded material portions of the initial shares to certain favored customers in exchange for excessive commissions. The plaintiff also asserts that the underwriters engaged in a practice known as laddering, whereby the clients or customers agreed that in exchange for IPO shares they would purchase additional shares at progressively higher prices after the IPO. With respect to Verticalnet, the complaint alleges that the Company and its officers and directors failed to disclose in the prospectus and the registration statement the existence of these purported excessive commissions and laddering agreements. After the CJA Action was filed, several copycat complaints were filed in U.S. Federal Court for the Southern District of New York. Those complaints, whose allegations mirror those found in the CJA Action, include Ezra Charitable Trust v. Verticalnet, et al., C.A. No. 01-CV-5350; Kofsky v. Verticalnet, et al., C.A. No. 01-CV-5628; Reeberg v. Verticalnet, C.A. No. 01-CV-5730; Lee v. Verticalnet, et al., C.A. No. 01-CV-7385; Hoang v. Verticalnet, et al., C.A. No. 01-CV-6864; Morris v. Verticalnet, et al., C.A. No. 01-CV-9459, and Murphy v. Verticalnet, et al., C.A. No. 01-CV-8084. None of the complaints state the amount of any damages being sought, but do ask the court to award rescissory damages. All of the foregoing suits were amended and consolidated into a single complaint that was filed with the U.S. Federal Court on April 19, 2002. This amended complaint contains additional factual allegations concerning the events discussed in the original complaints, and asserts that, in addition to Sections 11 and 15 of the Securities Act, the Company and our officers and directors also violated Sections 10(b), 20(a), and Rule 10b-5 of the Exchange Act in connection with the IPO. In addition to this amended and consolidated complaint, the plaintiffs in this lawsuit and in the hundreds of other similar suits filed against other companies in connection with IPOs that occurred in the late 1990s have filed master allegations that primarily focus on the conduct of the underwriters of the IPOs, including our IPO. On October 9, 2002, the U.S. Federal Court for the Southern District of New York entered an order dismissing, without prejudice, the claims against the individual Verticalnet officers and directors who had been named as defendants in the various complaints. In February 2003, the District Court entered an order denying a motion made by the defendants to dismiss the actions in their entirety, but granting the motion as to certain of the claims against some defendants. However, the District Court did not dismiss any claims against Verticalnet. On or about June 5, 2003, Verticalnet s counsel, with the approval of the Company s directors, executed a Memorandum of Understanding on behalf of Verticalnet with respect to a proposed settlement of the plaintiff s claims against Verticalnet. This proposed resolution of the litigation has been publicly announced (although not yet formally accepted by the plaintiffs) and widely reported in the press. The proposed settlement, if approved by the District Court, would result in, among other things, the dismissal of all claims against Verticalnet, its officers, and directors. Under the present terms of the proposed settlement described above, Verticalnet would also assign its claims against the underwriters to the plaintiffs in the consolidated actions.

In July 2000, we entered into an Opportunity Grant Program Contract with the Commonwealth of Pennsylvania Department of Community and Economic Development (PaDCED) whereby we received a grant in the amount of $1.0 million from the Commonwealth. The grant was conditioned upon, among other things, the creation of 1,000 full time jobs and that we would operate in our former Horsham facility for at least five years. In July 2000, Atlas Commerce entered into an Opportunity Grant Program Contract with the PaDCED whereby Atlas Commerce received a grant in the amount of $400,000 from the Commonwealth, which amount was increased to $600,000 in June 2001. The grant was conditioned upon, among other things, the creation of 250 full time jobs and that Atlas Commerce would operate in its Malvern facility for at least five years. Both contracts contain a provision that requires repayment of the grant amount in the event the conditions are not met.

In November 2002, the PaDCED requested that we repay the entire grant amount of $1.0 million for the July 2000 grant to Verticalnet. The Company responded to the PaDCED that it believes it had substantially complied with the conditions. In September 2003, the PaDCED filed a Complaint-Civil Action in the Montgomery County Court of Common Pleas, although the Complaint has not yet been served upon us. The Complaint seeks to recover the total amount of the grant to Verticalnet. Although we would prefer to amicably resolve the matter, we will vigorously defend any action to recover the grant amount.

We are also a party to various litigations and claims that arise in the ordinary course of business. In the opinion of management, the ultimate resolutions with respect to all of the above actions will not have a material adverse effect on our financial position, liquidity, or results of operations.

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ITEM 2. CHA NGES IN SECURITIES, USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY SECURITIES

(a) None.

(b) None.

(c) None

(d) Not applicable.

(e) Not applicable.

ITEM 3. DEFAU LTS UPON SENIOR SECURITIES

(a) None.

(b) None.

ITEM 4. SUBMISSIO N OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the quarter ended June 30, 2004.

ITEM 5. OTH ER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits.

The following exhibits are filed as part of this Form 10-Q:

Exhibit Number	**Description**
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
32.1	Certification by the Chief Executive Officer Relating to a Periodic Report Containing Financial Statements, dated August 10, 2004.
32.2	Certification by the Chief Financial Officer Relating to a Periodic Report Containing Financial Statements, dated August 10, 2004.

* Filed herewith.
Furnished herewith.

(b) Reports on Form 8-K.

On April 7, 2004, we filed a Current Report on Form 8-K regarding our press release dated April 7, 2004, announcing Nasdaq s confirmation that the Company had demonstrated compliance with all requirements for continued listing of its stock.

On April 13, 2004, we filed a Current Report on Form 8-K/A, which amends the Current Report on Form 8-K filed by the Registrant on February 17, 2004 regarding the acquisition of Tigris Corp.

On May 10, 2004, we furnished a Current Report on Form 8-K regarding our press release dated May 6, 2004, announcing our financial results for the first quarter ended March 31, 2004.

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SIGNA TURES

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, in Malvern, Pennsylvania, on August 10, 2004.

VERTICALNET, INC.

By:	**/s/ NATHANAEL V. LENTZ**
Name:	**Nathanael V. Lentz** **President and Chief Executive Officer**
By:	**/s/ GENE S. GODICK**
Name:	**Gene S. Godick** **Executive Vice President and Chief** **Financial Officer**

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