

CYTATION CORP
Form 10QSB
November 13, 2001

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-QSB

**Quarterly Report Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2001

Commission file Number 0 5388

CYTATION CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

16-0961436

(State or Other Jurisdiction of Incorporation)

(I.R.S. Employer Identification Number)

251 Thames Street, Bristol, RI 02809

(Address of Principal Executive Offices) (Zip Code)

(401) 254-8800

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date:

Common Stock, \$.001 Par Value 13,764,531 shares as of September 30, 2001.

FORWARD-LOOKING INFORMATION

THIS FORM 10-QSB AND OTHER STATEMENTS ISSUED OR MADE FROM TIME TO TIME BY CYTATION CORPORATION (FORMERLY KNOWN AS COLLEGELINK.COM INCORPORATED) OR ITS REPRESENTATIVES CONTAIN STATEMENTS WHICH MAY CONSTITUTE FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF THE SECURITIES ACT OF 1933 AND THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED BY THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995, FIFTEEN U.S.C.A. SECTIONS 77Z-2 AND 78U-5 (SUPP. 1996). THOSE STATEMENTS INCLUDE STATEMENTS REGARDING THE INTENT, BELIEF OR CURRENT EXPECTATIONS OF CYTATION CORPORATION (FORMERLY KNOWN AS COLLEGELINK.COM INCORPORATED) AND MEMBERS OF ITS MANAGEMENT TEAM AS WELL AS THE ASSUMPTIONS ON WHICH SUCH STATEMENTS ARE BASED. PROSPECTIVE INVESTORS ARE CAUTIONED THAT ANY SUCH FORWARD-LOOKING STATEMENTS ARE NOT GUARANTEES OF FUTURE PERFORMANCE AND INVOLVE RISKS AND UNCERTAINTIES, AND THAT ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THOSE CONTEMPLATED BY SUCH FORWARD-LOOKING STATEMENTS. THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE OR REVISE FORWARD-LOOKING STATEMENTS TO REFLECT CHANGED ASSUMPTIONS, THE OCCURRENCE OF UNANTICIPATED EVENTS OR CHANGES TO FUTURE OPERATING RESULTS OVER TIME.

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PART 1 FINANCIAL INFORMATION

Item 1. Financial Statements.

Cytation Corporation (Formerly Collegelink.com Incorporated)

Balance Sheets

ASSETS

	September 30, 2001	December 31, 2000
	(Unaudited)	(Audited)
CURRENT ASSETS:		
Cash	\$762,588	\$161,481
Accounts receivable, net	382,539	Notes receivable, stockholders, current portion 35,000
Prepaid expenses and other current assets	42,134	276,635
	<hr/>	<hr/>
Total Current Assets	804,722	855,655
	<hr/>	<hr/>
PROPERTY AND EQUIPMENT, Net		
	31,687	571,072
	<hr/>	<hr/>
OTHER ASSETS:		
Cash in escrow account	422,051	Book right, net 34,973
Goodwill	4,245,897	Website development costs, net 361,586
	<hr/>	<hr/>
	422,051	14,642,456
	<hr/>	<hr/>
TOTAL ASSETS	\$1,258,460	\$6,069,183
	<hr/>	<hr/>

LIABILITIES AND STOCKHOLDERS EQUITY

CURRENT LIABILITIES:Accounts payable

and accrued
 expenses \$155,789 \$1,188,560 Notes
 payable 502,917 Unearned
 revenue 715,207

TOTAL
 LIABILITIES 155,789 2,406,684

COMMITMENTS AND
 CONTINGENCIES STOCKHOLDERS

EQUITY: Series A convertible
 preferred stock, \$4.00 stated
 value, \$0.01 par value;
 2,500,000 shares authorized,
 1,140,000 shares issued and
 outstanding 4,584,980 4,584,980 Series B
 convertible preferred stock,
 \$7.625 stated value, \$0.01 par
 value;
 300,000 shares authorized, -0-
 and 279,771 shares issued and
 outstanding Series C convertible
 preferred stock, \$4.00 stated
 value, \$0.01 par value;
 1,000,000 shares authorized,
 1,000,000 shares issued and
 outstanding 4,000,000 4,000,000 Common
 stock, \$0.001 par value,
 100,000,000 shares authorized,
 13,764,631 and
 15,302,535 shares issued and
 outstanding,
 respectively 13,765 15,302 Additional
 paid-in
 capital 24,295,315 24,402,656 Deferred
 compensation (480,000) (214,422) Accumulated
 deficit (31,311,389) (29,126,017)

TOTAL STOCKHOLDERS
 EQUITY 1,102,671 3,662,499

TOTAL LIABILITIES AND
 STOCKHOLDERS
 EQUITY \$1,258,460 \$6,069,183

See notes to financial statements.

TAXES

NET
LOSS(762,893)(1,987,280)PREFERRED
STOCK DIVIDEND
EARNED128,775128,775

NET LOSS ATTRIBUTABLE
TO COMMON
SHARES\$(891,668)\$(2,116,055)

Net Loss Per Share (Basis and
Diluted)\$(0.06)\$(0.14)

Weighted Average Common Shares
Outstanding13,756,97414,767,082

See notes to financial statements.

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Cytation Corporation (Formerly CollegeLink.com Incorporated)

**Statements of Operations
For The Nine Months Ended September 30, 2001 and 2000
(Unaudited)**

	<u>2001</u>	<u>2000</u>
REVENUES:		
College and high school programs	\$2,927,597	\$1,768,638
Web site hosting and web services	59,627	139,277
Other revenues	72,856	71,467
	<hr/>	<hr/>
	<hr/>	<hr/>
	3,060,080	1,979,382
COST OF GOODS SOLD	2,545,874	1,307,926
	<hr/>	<hr/>
	<hr/>	<hr/>
GROSS PROFIT	514,206	671,456
	<hr/>	<hr/>
OPERATING EXPENSES:		
Technology and amortization	87,476	6626,577
Depreciation and marketing	308,367	968,190
Sales and administrative	509,692	2,126,558
General and administrative	2,550,677	3,033,299
	<hr/>	<hr/>
	<hr/>	<hr/>
TOTAL OPERATING EXPENSES	3,456,212	6,754,624
	<hr/>	<hr/>
	<hr/>	<hr/>
OPERATING LOSS	(2,942,006)	(6,083,168)
	<hr/>	<hr/>
	<hr/>	<hr/>
OTHER INCOME (EXPENSES):		
Interest income (expenses), net	(20,900)	107,767
Write-off of note receivable	(89,170)	-
Other expenses	(470)	-
Gain on sale of business units	778,005	328,000
	<hr/>	<hr/>
	<hr/>	<hr/>
TOTAL OTHER INCOME (EXPENSES)	756,635	346,597

LOSS BEFORE INCOME
TAXES(2,185,371)(5,736,571)INCOME
TAXES

NET INCOME
(LOSS)(2,185,371)(5,736,571)PREFERRED
STOCK DIVIDEND
EARNED386,324386,324

NET INCOME
(LOSS) ATTRIBUTABLE TO
COMMON
SHARES\$(2,571,695)\$(6,122,895)

Net Income (Loss) Per Share (Basis
and Diluted)\$(0.17)\$(0.45)

Weighted Average Common Shares
Outstanding14,768,72513,655,238

See notes to financial statements.

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Cytation Corporation (Formerly CollegeLink.com Incorporated)

**Statements of Cash Flows
For the Nine Months Ended September 30, 2001 and 2000
(Unaudited)**

	<u>2001</u>	<u>2000</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$(2,185,371)	\$(5,736,571)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	308,367	968,190
Stock-based compensation	234,672	220,005
Accrued interest on note payable	37,735	
Gain on sale of business units	(778,005)	(328,000)
Changes in operating assets and liabilities:		
Accounts receivable	(43,950)	(394,948)
Prepaid expenses and others	234,501	178,363
Cash in escrow account	(422,051)	
Accounts payable and accrued expenses	1,024,116	(239,743)
Unearned revenue	(566,302)	238,293
Deferred compensation	(480,000)	
	<hr/>	<hr/>
CASH FLOW USED IN OPERATING ACTIVITIES	(2,636,288)	(5,094,411)
	<hr/>	<hr/>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(35,090)	(326,891)
Collection on (issuance of) notes receivable	25,000	(180,000)
Payments for acquisitions	(3,515,478)	
Capitalization of software development costs	(6,811)	(378,350)
	<hr/>	<hr/>
CASH FLOW USED IN INVESTING ACTIVITIES	(16,901)	(4,400,719)
	<hr/>	<hr/>

CASH FLOWS PROVIDED BY
FINANCING ACTIVITIES
Proceeds from (payments of) note payable and debt 500,000 (125,000)
Proceeds from issuance of preferred stock 1,050,000
Purchase of treasury stock (600,000)
Proceeds from sale of business units 3,353,424
328,000
Proceeds from issuance of common stock, net of expenses 8728,065,842

CASH FLOW PROVIDED BY
FINANCING
ACTIVITIES 3,254,296,318,842

NET INCREASE
(DECREASE) IN
CASH 601,107 (176,288)
CASH, Beginning 161,481 531,383

CASH, Ending \$762,588 \$355,095

SUPPLEMENTAL DISCLOSURE
OF CASH FLOW
INFORMATION: Cash paid during the periods for: Interest \$ \$

Taxes \$ \$

Non-cash investing and financing activities: Offset note receivable with accrued expenses \$10,000 \$

Issuance of stock in connection with acquisitions \$ \$6,407,813

See notes to financial statements.

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Cytation Corporation

**Notes to Financial Statements
(Unaudited)**

1. Basis of Presentation:

The accompanying unaudited financial statements of Cytation Corporation (the Company) have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to prepare them for inclusion as part of the Form 10QSB. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. The financial statements for the periods ended September 30, 2001 and 2000 are unaudited and include all adjustments, which in the opinion of management are necessary, in order to make the financial statements not misleading. All such adjustments are of a normal recurring nature. The results of the Company's operations for any interim period are not necessarily indicative of the results of the Company's operations for a full fiscal year. For further information, refer to the financial statements and footnotes thereto included in the Company's transition report (Form 10KSB) filed with the Securities and Exchange Commission for the six-month transition period ended December 31, 2000.

2. The Company:

Until June 20, 2001, the Company provided a range of in-school and online services directed at high school students and their parents, high school counselors, college admissions officers and corporations which target the teen marketplace. On June 20, 2001, the Company sold all of its assets associated with these activities to TMP Worldwide Inc. See Note 3.

The Company currently does not conduct any business which generates revenue.

3. Disposition of Assets:

On June 20, 2001, Cytation Corporation (then known as CollegeLink.com Incorporated) and its wholly owned subsidiary Cytation Bristol Corporation (then known as CollegeLink Corporation) sold substantially all of their respective assets, including all of their respective operating assets, to TMP Worldwide Inc. (TMP). TMP is the parent corporation of TMP Interactive Inc. d/b/a Monster.com. The sale of assets from Cytation to TMP was approved by Cytation's stockholders at a special meeting of stockholders held on June 19, 2001.

As consideration for the sale, TMP paid Cytation Corporation approximately \$4,202,000 in cash and assumed approximately \$3,062,000 of Cytation's liabilities. Among the liabilities that TMP assumed were notes issued by Cytation to TMP in the aggregate principal amount of \$1,000,000.

4. Legal Proceedings:

On April 12, 2001, a group of the Company's stockholders commenced a purported class action litigation against the Company for claims relating to the Company's failure to register for resale the shares issued to these shareholders in connection with the August 10, 1999 acquisition of ECI, Inc. Damages claimed by the purported class were \$3,500,000. These stockholders alleged that such registration was required by a registration rights agreement between them and the Company. The Company denied any liability and asserted counterclaims and a third-party claim. The Company and the stockholders settled this matter in consideration of the payment by the Company to them of \$400,000, approximately 80% of which plaintiffs in turn paid to their legal counsel.

5. Change of Name:

On June 21, 2001, Cytation Corporation changed its name from CollegeLink.com Incorporated to Cytation Corporation and Cytation Corporation's wholly owned subsidiary changed its name from CollegeLink Corporation to Cytation Bristol Corporation. The name changes were effected in connection with the sale of assets to TMP. The Cytation Corporation name change was approved by Cytation Corporation's stockholders at a special meeting of stockholders held on June 19, 2001. Cytation Bristol Corporation was dissolved on October 22, 2001.

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6. Equity Transactions:

On July 30, 2001, options to purchase 22,971 shares of the Company's common stock were exercised at an exercise price of \$0.01 per share.

In July 2001, the Company granted 2,250,000 options to employees and directors with an exercise price of \$0.001 per share, which is less than market value. Accordingly, the Company recorded compensation expense of \$20,250.

7. Deferred Compensation:

On July 2, 2001, the Company's board of directors authorized advances to two officers of the Company in the aggregate amount of \$600,000. These advances are repayable by either officer if the officer leaves the employment of the Company before January 2003, unless certain events occur before such date. These advances have been booked as deferred compensation and amortized over 15 months.

Item 2. Management's Discussion and Analysis or Plan of Operation

The Company sold all of its revenue producing assets on June 20, 2001. Accordingly, the following should be read in conjunction with Note 3 to the Financial Statements and Item 5 hereof.

Nine Months Ended September 30, 2001 Compared to the Nine Months Ended September 30, 2000

Revenue. Revenue increased approximately \$1,080,698 in the nine months ended September 30, 2001, an increase of approximately 55% compared to the nine-month period ended September 30, 2000. This increase in revenue resulted from the increase in the number of the Company's Making It Count programs and a concomitant increase in revenue from corporate sponsors. The Company sold all of the assets associated with these programs on June 20, 2001.

Cost of Revenues. Our cost of revenues increased \$1,237,948 in the nine months ended September 30, 2001, an increase of approximately 94% compared to the nine-month period ended September 30, 2000. This increase in cost of revenues resulted from the increase in the number of the Company's Making It Count programs. The Company sold all of the assets associated with these programs on June 20, 2001.

Operating Expenses. Operating expenses for the nine months ended September 30, 2001 decreased \$3,298,412, a decrease of approximately 49% compared to the nine months ended September 30, 2000. This decrease in operating expenses was caused by a decrease in depreciation and amortization resulting from a substantial impairment charge during the Company's preceding fiscal year, substantially reduced technology charges resulting from the completion of the Company's web site in the year 2000, substantially reduced sales and marketing costs resulting from a change in marketing strategy and the discontinuation of the Company's revenue producing business on June 20, 2001, which in turn caused a reduction in personnel to 3 from 66 during the third quarter ending September 30, 2001.

Other Income (Expense). There was a net positive change of \$410,038 in other income resulting principally from the gain on the sale of the Company's assets to TMP Worldwide. See Note 3.

Three Months Ended September 30, 2001 Compared to the Three Months Ended September 30, 2000

Revenue. Revenue decreased \$763,386 in the three months ended September 30, 2001 compared to the three-month period ended September 30, 2000. This decrease in revenue resulted from the discontinuation of the

Company's revenue producing business on June 20, 2001.

Cost of Revenues. Our cost of revenues decreased \$786,456 in the three months ended September 30, 2001 compared to the three-month period ended September 30, 2000. This decrease in cost of revenues resulted from the discontinuation of the Company's revenue producing business on June 20, 2001.

Operating Expenses. Operating expenses for the three months ended September 30, 2001 decreased \$1,110,421 compared to the three months ended September 30, 2000. This decrease in operating expenses resulted principally from the discontinuation of the

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Company's revenue producing business on June 20, 2001, which in turn resulted in a reduction in personnel to 3 from 66. This reduction was offset by the payment of \$200,000 after insurance recovery to settle litigation and substantial legal fees associated therewith. See Note 4.

Other Income (Expense). There was a net positive change of \$90,898 in other income resulting principally from a write-off of a note receivable in the amount of \$89,170 in three months ended September 30, 2000.

Liquidity and Capital Resources

Net cash used in operating activities was \$2,636,288 for the nine month period ended September 30, 2001 compared to \$5,094,411 for the nine month period ended September 30, 2000. As of September 30, 2001, the Company had working capital of \$648,933 compared to working capital of \$652,749 as of September 30, 2000.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings.

On April 12, 2001, a group of the Company's stockholders commenced a purported class action litigation against the Company for claims relating to the Company's failure to register for resale the shares issued to these stockholders in connection with the August 10, 1999 acquisition of ECI, Inc. Damages claimed by the purported class were \$3,500,000. These stockholders alleged that such registration was required by a registration rights agreement between them and the Company. The Company denied any liability and asserted counterclaims relating to plaintiffs interference with the planned sale of assets to TMP, which was delayed as a result of the litigation, and a third-party claim against a consultant to the Company who was also a principal stockholder of ECI. Although management believed that the claims raised in the class action were without merit and that the Company ultimately would prevail in the litigation, to avoid additional legal fees the Company settled this matter for \$400,000, approximately 80% of which plaintiffs in turn paid to their legal counsel.

Item 2. Change in Securities

On July 30, 2001, options to purchase 22,971 shares of the Company's common stock were exercised at an exercise price of \$0.01 per share.

In July 2001, the Company granted 2,250,000 options to employees and directors with an exercise price of \$0.001 per share, which is less than market value. Accordingly, the Company recorded compensation expense of \$20,250.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

On June 20, 2001, Cytation Corporation (then known as CollegeLink.com Incorporated) and its wholly owned subsidiary Cytation Bristol Corporation (then known as CollegeLink Corporation) sold substantially all of their respective assets, including all of their respective operating assets, to TMP. TMP is the parent corporation of TMP Interactive Inc. d/b/a Monster.com. As consideration for the sale, TMP paid Cytation Corporation approximately \$4,202,000 in cash and assumed approximately \$3,062,000 of Cytation's liabilities. Among the liabilities that TMP assumed were notes issued by Cytation to TMP in the aggregate principal amount of \$1,000,000.

On May 22, 2001, the Company's common stock stopped trading on the American Stock Exchange where it had traded under the symbol APS. From May 22, 2001 through June 21, 2001, the Company's common stock traded on the Nasdaq Over the Counter Bulletin Board under the symbol CLGK. Since June 21, 2001, the Company's common stock

has traded on the Nasdaq Over the Counter Bulletin Board under the symbol CYTY .

On July 2, 2001, two independent directors were appointed to the Company s board of directors following the resignation of Mark Rogers as a director. The board of directors authorized advances to two officers of the Company in the aggregate amount of \$600,000. These advances are repayable by either officer if he leaves the employment of the Company before January 2003, unless certain events occur before such date. These advances have been booked as deferred compensation.

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Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

The following exhibits are filed as part of or incorporated by reference into this Report:

Exhibit	Description
2.1	Articles of Merger between the Company and Cytation Corporation, dated February 11, 1999(1)
2.2	Plan of Merger of the Company and Cytation Corporation, dated February 11, 1999(1)
2.3	Articles of Merger between CollegeLink.com Incorporated and ECI, Inc., dated August 10, 1999(2)
2.4	Certificate of Merger of CollegeLink.com Incorporated and ECI, Inc., dated August 10, 1999(2)
2.5	Agreement and Plan of Merger of the Company and ECI, Inc., dated August 10, 1999(2)
2.6	Certificate of Ownership and Merger between the Company and CollegeLink.com Incorporated, dated November 15, 1999(2)
2.7	Agreement and Plan of Merger between the Company and CollegeLink.com Incorporated, dated November 15, 1999(2)
2.8	Amended and Restated Asset Purchase Agreement dated

May 2, 2001,
among TMP
Worldwide Inc.,
CollegeLink.com
Incorporated and
CollegeLink
Corporation (5)3.1
Amended and
Restated
Certificate of
Incorporation of
the
Company(2)3.2
By-Laws of the
Company(2)4.1
Please see
Exhibits 3.1 and
3.2 for provisions
of the Amended
and Restated
Certificate of
Incorporation and
By-Laws of the
Company defining
the rights of
holders of the
common stock of
the Company10.1
Series A
Convertible Stock
Purchase
Agreement, dated
April 2, 1999,
between the
Company and
Provident Life and
Accident
Insurance
Company (3)10.2
Escrow
Agreement by and
among the
Company, Gerald
A. Paxton,
Thomas J. Burgess
and Eastern Bank
and Trust
Company dated as
of August 10,
1999(2)10.3
Registration
Agreement by and
among the
Company, Gerald
A. Paxton,
Thomas J. Burgess
and ECI, Inc.,
dated as of
August 10,
1999(2)10.4
Consulting
Agreement by and

among the
Company, Gerald
A. Paxton and
CollegeLink.com
Incorporated dated
as of August 10,
1999(2)10.5 Letter
Agreement by and
among the
Company, ECI,
Inc. and USA
Group
Noel-Levitz, Inc.
dated as of July
28, 1999(2)10.6
Registration
Rights Agreement
by and among the
Company and
USA Group
Noel-Levitz, Inc.
dated as of July
28, 1999(2)10.7
Lease by and
between Victoria
S. Tarsagian and
Web Services
International, Inc.
dated as of
July 29,
1996(2)10.8 1996
Stock Plan(2)10.9
1999 Stock Option
Plan(2)10.10
Stock Purchase
Agreement, dated
September 30,
1999, between the
Company and
PNC Investment
Corp.(2)10.11
Marketing
Services and
Administrative
Agreement, dated
September 30,
1999, between the
Company and
PNC Investment
Corp.(2)10.12
Employment
Agreement, dated
February 11,
1999, between the
Company and
Richard
Fisher(2)10.13
Employment
Agreement, dated
February 11,
1999, between the
Company and

Kevin
High(2)10.14
Agreement, dated
June 30, 1999,
between the
Company and the
College Entrance
Examination
Board(2)10.15
Form of Lock-Up
Agreement(2)10.16
Lease dated
September 22,
1999 between the
Company and
Midview,
LLC(2)10.17
Agreement and
Plan of Merger
dated as of
October 20, 1999
by and among
Cytation.com
Incorporated,
CollegeLink.com,
Incorporated,
Student Success,
Inc., Bradford J.
Baker, Patrick S.
O'Brien and the
Patrick S. O'Brien
Stock
Trust(2)10.18
Support
Agreement dated
as of October 20,
1999 by and
between the
Company and
Bradford J.
Baker(2)10.19
Support
Agreement dated
as of October 20,
1999 by and
between the
Company and
Patrick S.
O'Brien(2)10.20
Support
Agreement dated
as of October 20,
1999 by and
between the
Company and the
Patrick S. O'Brien
Stock
Trust(2)10.21
Noncompetition
and Employment
Agreement dated
as of October 20,

1999 among
Collegelink.com
Incorporated,
Cytation.com
Incorporated and
Bradford J.
Baker(2)

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Exhibit	Description
10.22	Noncompetition and Employment Agreement dated as of October 20, 1999 among CollegeLink.com Incorporated, Cytation.com Incorporated and Patrick S. O'Brien(2)
10.23	Series A Convertible Preferred Stock Purchase Agreement, dated as of October 26, 1999, between the Company and Boston & Co.(2)
10.24	Partner Contract dated September 8, 1999 between Student Advantage, Inc. and CollegeLink.com(2)
10.25	FastWeb CollegeLink Agreement dated November 22, 1999 between FastWeb.com LLC and CollegeLink.com Incorporated(2)
10.26	Employment Agreement, dated as of July 1, 1999, between the Company and Thomas Burgess(2)
10.27	Amendment dated as of November 11, 1999, to Employment Agreement between Cytation.com Incorporated and Richard A. Fisher(2)
10.28	Amendment dated as of November 11, 1999, to Employment Agreement between Cytation.com Incorporated and Kevin J. High(2)
10.29	Consulting Agreement dated October 13, 1999, between Cytation.com

Incorporated and
Bruce
Sundlun(2)10.30
Series A Lock-Up
Agreement(2)10.31
Consulting
Agreement dated
September 8, 2000
between
CollegeLink.com
and Bradford J.
Baker(4)10.32
Consulting
Agreement dated
September 8, 2000
between
CollegeLink.com
and Patrick S.
O'Brien(4)10.33 Pro
forma Balance Sheet
(Unaudited) as of
December 31, 2000
(5)10.34 Pro forma
Statement of
Operations
(Unaudited) for the
year ended June 30,
2000 (5)10.35 Pro
forma Statement of
Operations for the
six-month transition
period ended
December 31, 2000
(5)21.1 List of
Subsidiaries of the
Company(2)

- (1) Incorporated by reference from the Company's Form 8-K, Current Report, filed March 18, 1999, and later amended on April 2, 1999.
- (2) (2) Filed as Exhibit to the Company's Registration Statement No. 333-85079 on Form SB-2 and incorporated herein by reference(3) Incorporated by reference from the Company's Form 8-K, Current Report, filed April 27, 1999.(4) Incorporated

by reference
from the
Company's
Form 10-QSB,
filed
November 20,
2000.(5) Incorporated
by reference
from the
Company's
Definitive
Proxy
Statement filed
May 25,
2001. (b) No
reports on
Form 8-K were
filed during the
quarter ended
September 30,
2001.

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SIGNATURE

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 hereunto duly authorized.

CYTATION CORPORATION

By: /s/ Richard A Fisher

Name: Richard A. Fisher
Title: Chairman
Date: November 13, 2001