

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

FORM 10-QSB

[Mark One]

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended : June 30, 2002

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER: 33-19980-D

CGI HOLDING CORPORATION

(Exact name of small business issuer as specified in its charter)

Nevada 87-0450450

State of other jurisdiction of I.R.S. Employer I.D. No.
incorporation or organization

300 N MANNHEIM ROAD, HILLSIDE, ILLINOIS 60162

(Address of principal executive offices) (Zip Code)

Issuer's telephone number, including area code (708) 547-0401

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

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 15,599,627 shares of its \$0.001 par value common stock as of August 12, 2002

Transitional Small Business Disclosures Format (check one) Yes No

CGI HOLDING CORPORATION

FORM 10-QSB

For the quarter ended June 30, 2002

INDEX

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Item 2. Managements Discussion and Analysis of Financial Conditions
and Results of Operations

PART II. OTHER INFOMRATION

Item 1. Legal Proceedings

Item 2. Changes in Securities

Item 3. Defaults Upon Senior Securities

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

Item 5. Other Information

Signature

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

CGI HOLDING CORPORATION, INC.
CONSOLIDATED BALANCE SHEET
JUNE 30, 2002, DECEMBER 31, 2001 AND JUNE 30, 2001

	JUNE 30 2002 (unaudited)	DECEMBER 31, 2001 (audited)	JUNE 30 2001 (unaudited)		
CURRENT ASSETS					
Cash	205,104	73,118	115,020		
Accounts Receivable	784,895	348,029	2,364,906		
Allowance for Bad Debts	(52,127)	(14,999)	(57,143)		
Escrow Deposit	400,000	-	-		
Inventory	-	-	26,763		
Other Current Assets	133,293	31,686	85,088		
Loans Receivable-Employees	12,667	12,667	-		
Costs and Estimated Earnings in Excess of Billings	-	17,800	-		
Other Notes Receivable	200,000	550,000	350,000		
Deferred Tax Asset	158,250	158,250	221,265		
Advances to ACS Construction	-	830,708	876,990		
Current Assets of Discontinued Operations	-	-	956,782		
Total Current Assets	1,842,082	2,007,259	4,939,672		
PROPERTY, PLANT AND EQUIPMENT					
Property, Plant and Equipmet	947,625	226,834	389,787		
Less: Accumulated Depreciation	(102,401)	(31,718)	(124,263)		
Subtotal	845,224	195,115	265,524		
Fixed Assets of Discontinued Operations(Net)	-	-	481,300		
NET PROPERTY, PLANT AND EQUIPMENT	845,224	195,115	746,824		
OTHER ASSETS					
Goodwill	-	2,367,041	2,709,012		
Good Faith Deposit	-	-	80,000		
Loans Receivable-Employees	222,333	222,333	-		
Deferred Tax Asset	371,050	371,050	-		
Other Assets	93,777	167,228	112,826		
Other Assets of Discontinued Operations	-	-	84,165		
TOTAL OTHER ASSETS	687,160	3,127,653	2,986,003		
TOTAL ASSETS	3,374,466	5,330,027	8,672,499		

CURRENT LIABILITIES

Current Portion of Long Term Debt	784,271	332,729	926,727
Notes Payable-Line of Credit	1,361,090	1,024,618	70,100
Accounts Payable	354,596	265,973	733,972
Billings in Excess of Costs and Estimated Earnings	113,341		
Short-Term Borrowings	-	-	-
Accrued Corporate Taxes	-	29,712	361,078
Accrued Liabilities	144,140	17,414	160,840
Deferred Revenue	341,547	304,835	364,361
Loan Payable- Shareholder	-	-	467,000
Current Liabilities of			

Discontinued Operations	-	-	500,298	
TOTAL CURRENT LIABILITIES	3,098,985	1,975,281	3,584,376	
LONG TERM LIABILITIES				
Long-Term Debt, Net of				
Current Portion	128,634	151,415	288,459	
Deferred Income Tax		-	49,652	
Loan Payable-Shareholder	189,229	153,132	286,637	
Long Term Liabilities of				
Discontinued Operations	-	-	419,153	
TOTAL LONG TERM LIABILITIES	317,863	304,547	1,043,901	
STOCKHOLDERS' EQUITY				
Preferred Stock, \$0.001 par value, 5,000,000 shares authorized; no shares issued or outstanding	-	-	-	
Common Stock, \$0.001 par value, 100,000,000 shares authorized, 18,099,627 shares issued and 15,599,627 outstanding	18,099	17,999	17,416	
Additional Paid In Capital	5,070,967	5,056,067	4,969,150	
Accumulated Deficit	(4,591,449)	(1,623,868)	(592,344)	
Treasury Stock	(540,000)	(400,000)	(350,000)	
TOTAL STOCKHOLDERS' EQUITY	(42,382)	3,050,198	4,044,222	
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	3,374,466	5,330,027	8,672,499	

CGI HOLDING CORPORATION, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
PERIOD ENDED JUNE 30, 2002

COMMON	COMMON	PAID-IN	RETAINED	TREASURY
SHARES	STOCK	CAPITAL	EARNINGS	STOCK

BALANCE: JANUARY 1, 2001 10,229,779 11,230 3,119,381 (1,133,961) (350,000)

ISSUED 6,186,515 IN THE
PURCHASE OF WORLDMALL.COM
ON MARCH 27, 2001 6,186,515 6,186 1,849,769

PURCHASED 500,000 SHARES
ON JULY 20, 2001 FOR
\$0.10/SHARE (500,000) (50,000)

SOLD 200,000 SHARES AT
\$.15 PER SHARE ON 12/1/01 200,000 200 29,800

SOLD 333,333 SHARES AT
\$.15 PER SHARE ON 12/17/01 333,333 333 49,667

SOLD 50,000 SHARES AT
\$.15 PER SHARE ON 12/31/01 50,000 50 7,450

2001 NET LOSS (489,907)

BALANCE: DECEMBER 31, 2001 16,499,627 17,999 5,056,067 (1,623,868) (400,000)

SOLD 100,000 SHARES AT
\$0.15 PER SHARE ON 1/02/02 100,000 100 14,900

PURCHASED 1,000,000 SHARES
ON APRIL 29, 2002 FOR

\$0.14/SHARE	(1,000,000)	(140,000)		
NET LOSS		(2,967,581)		

BALANCE: MARCH 31, 2002	15,599,627	18,099	5,070,967	(4,591,449)(540,000)
=====				

CGI HOLDING CORPORATION, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS(UNAUDITED)
FOR THE SIX AND THREE MONTHS ENDED JUNE 30, 2002 AND 2001

	SIX MONTHS ENDED		THREE MONTHS ENDED	
	2002	2001	2002	2001

SALES	2,715,227	4,947,153	1,485,578	2,588,454
COST OF GOODS SOLD	1,501,546	2,712,206	1,082,260	1,370,909

GROSS PROFIT	1,213,681	2,234,947	403,318	1,217,545
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	1,410,938	1,424,930	517,433	1,008,766

INCOME(LOSS) FROM OPERATIONS	(197,257)	810,017	(114,115)	208,779

OTHER INCOME (EXPENSES)				
Impairment of Goodwill	(2,367,041)	-	-	-
Other Income(Expense)	(335,000)	107,478	-	69,449
Interest Income	-	3,095	-	20
Interest Expense	(68,283)	(68,853)	(50,764)	(37,402)

TOTAL OTHER INCOME (EXPENSE)	(2,770,324)	41,720	(50,764)	32,067

INCOME(LOSS) BEFORE CORPORATE INCOME TAXES	(2,967,581)	851,737	(164,879)	240,846
INCOME TAX PROVISION	-	340,695	-	130,214

NET INCOME(LOSS) FROM CONTINUING OPERATIONS	(2,967,581)	511,042	(164,879)	110,632
INCOME FROM DISCONTINUED OPERATIONS (NET OF TAX OF \$20,383 AND \$14,622)	-	30,575	-	21,932

NET INCOME(LOSS)	(2,967,581)	541,617	(164,879)	132,564
	=====			
NET INCOME)LOSS)PER COMMON SHARE FROM CONTINUING OPERATIONS	(\$0.18)	\$0.04	(\$0.01)	\$0.01
	=====			
NET INCOME PER COMMON SHARE FROM DISCONTINUED OPERATIONS	\$0.00	\$0.00	\$0.00	\$0.00
	=====			

NET INCOME(LOSS) PER COMMON SHARE	(\$0.18)	\$0.04	(\$0.01)	\$0.01
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WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	16,425,205	13,476,845	16,779,421	16,416,294
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CGI HOLDING CORPORATION, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS(UNAUDITED)
SIX MONTHS ENDED JUNE 30, 2002 AND 2001

	2002	2001
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit(Loss)	(2,967,581)	541,617
Non-Cash Items Included in Net Profit(Loss)		
Depreciation	70,683	52,359
Amortization	2,367,041	141,883
Allowance for Bad Debts	37,128	(8,001)
Allowance for Impaired Assets	350,000	-
OTHER CHANGES:		
Change in Accounts Receivable	(436,866)	(1,041,692)
Change in Inventory	-	(24,064)
Change in Other Current Assets	(83,807)	16,059
Change in other Assets	73,451	17,384
Change in Accounts Payable	88,623	(155,281)
Change in Accrued Expenses	126,726	(199,245)
Change in Accrued Income Taxes	(29,712)	229,270
Change in Deferred Revenue	36,712	364,361
Change in Billings in Excess of Costs and Estimated Earnings	113,341	-
Change in Good Faith Deposit	-	(349,500)
NET CASH CHANGE FROM OPERATING ACTIVITIES	(254,261)	(414,850)
CASH FLOWS FROM INVESTING ACTIVITIES		
Fixed Assets Acquired	(23,331)	(56,578)
Escrow Deposit	(400,000)	-
Received from ACS Construction	210,000	-
Cash acquired in acquisition	-	22,670
NET CASH CHANGE FROM INVESTING ACTIVITIES	(213,331)	(33,908)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal Payments Made	(165,394)	(76,471)
Change in Line of Credit	336,472	(847,232)
Proceeds from Loans	500,000	400,000
Proceeds from Sale of Stock	15,000	-
Proceeds from Shareholder Loans	53,500	506,637
Purchase of Treasury Stock	(140,000)	-
NET CASH CHANGE FROM FINANCING ACTIVITIES	599,578	(17,066)
NET CASH CHANGE	131,986	(465,824)
CASH BALANCE: JANUARY 1	73,118	582,972
CASH BALANCE: MARCH 31	205,104	117,148

Supplemental Information		
Interest Paid	68,283	114,719
Income Taxes Paid	29,712	131,808

Supplemental Schedule Of Noncash Investing and Financing Activities

On March 27, 2001, the Company issued 6,186,515 shares of its common stock in a merger with WorldMall.Com. The Company received assets of 681,568 and liabilities of \$841,557 and realized goodwill of \$2,534,179.

During the first quarter of 2002, the Company received equipment in the amount of \$697,460, and assumed liabilities totalling \$76,752 from ACS Construction Company in lieu of part of their outstanding obligations to the Company.

CGI HOLDING CORPORATION, INC.
FOOTNOTES TO FINANCIAL STATEMENTS
JUNE 30, 2002

GOODWILL WRITE DOWN

The first quarter of 2002 results reflect the elimination of goodwill amortization. The amount of the quarterly charge would have been \$131,791 if their elimination had not occurred. However, the Company, in conjunction with the implementation of Statement of Financial Accounting Standard 142 (FASB 142), has elected to take a one time charge, reflected as 'Impairment of Asset' in the amount of \$2,367,041.

This goodwill was associated with the Company's acquisitions of World Mall.Com in March of 2001 and Safe Environment Corporation in August of 1997.

The implementation of FASB 142 is required for fiscal years beginning after December 15, 2001. The new FASB requires an annual valuation of the goodwill as opposed to the periodic amortization under old rules.

Management has elected to value the its goodwill acquired in the purchases of WorldMall.Com and Safe Environment Corporation at zero in light of their current operating results since acquisition.

The total recorded cost of the goodwill at the time of acquisition of WorldMall.Com was \$2,534,179 and the amount amortized through 2001 was \$380,127.

The original amount of goodwill associated with Safe Environment Corporation was \$301,924 with \$88,935 being recognized to date.

MERGER WITH WORLDMALL.COM

The Company acquired the common stock of WorldMall.Com on March 27, 2001. Pursuant to the merger all the issued and outstanding shares of common stock of WorldMall.Com were converted into shares of voting common stock of CGI Holding Corporation. At the time of the merger, 9,331,903 shares of WorldMall.Com were converted to 6,186,515 shares of CGI Holding Corporation. The market value of CGI stock on the date of the merger was \$0.30 per share.

WorldMall.Com was incorporated in October, 1999 in the State of New York. It is presently engaged in the internet industry and provides search engine enhancement services and an on-line shopping mall through which web sites may be accessed.

The transaction was accounted for using the purchase method of accounting. The balance sheet included in this filing reflects the acquisition of WorldMall.Com.

Effective July 1, 2002, Worldmall changed its name to Websourced, Inc. in connection with its reincorporation to North Carolina from New York.

INCOME TAXES

The Company has not recognized a deferred tax asset relating to the write down of its goodwill. The goodwill will be amortized for tax purposes for a 15 year period, expiring in the year ended 2016. The Company currently has net operating loss carryovers from the year ended 2001 and World Mall's carryover prior to the merger which totaled \$2,603,002. No increase in the deferred tax asset will be recognized until future positive earnings can be projected.

NOTES PAYABLE

2002

2001

M & T BANK

This is a demand loan dated 3/23/01.

The maximum amount available is \$100,000.

Interest is paid at prime plus one floating. 45,485 70,100

UNITED COMMUNITY BANK

Note is a line of credit due July 13, 2002

with an interest rate of 6.50% 1,315,605 -

MARINE BANK - LINE OF CREDIT

Note was due on 9/1/01 and carried an interest rate of 10.00%. This note was secured by the assets of Trifinity, Inc.

- 424,804

1,361,090 494,904

THOMAS MOORE ASSOCIATION

Note payable due June 30, 2002 with an interest rate of 8.50%

50,000 100,000

OTTO BARTH

Note payable due June 30, 2002

with interest rate of 8.25%. 15,000 50,000

AUDREY LOVE

Note payable due October 30, 2002

with an interest rate of 8.25%. 170,000 100,000

PAUL DOLL TRUST

Note payable due June 1, 2002 with

interest rate of 10.00%. 35,000 35,000

HIGH FALLS DEVELOPMENT

Note dated August 25, 2000 at prime plus 2.

Payments are \$5,555.56 principal plus interest. 136,160 164,449

JOHN DIMARIA

Note payable due September 15, 2001

with an interest rate of 10.00% - 100,000

COLE TAYLOR BANK

This note was dated June 29, 2001 carrying an

interest rate of prime plus 2 for 36 months. - 400,000

CIB BANK

Note dated 4/29/02 and is due 4/29/03.

The interest rate is 13.0% plus 1% per month until maturity as an additional provision.

This note is secured by 1,000,000 shares of treasury stock that were acquired in the second quarter of 2002.

400,000 -

NOTE PAYABLE - UNICYN

Note dated 2/14/01 and is for 36 months at

\$2,196.19 principal plus interest per month. 44,131 -

NOTE PAYABLE- AMERICAN EXPRESS

36 month note dated August 2000. Interest

rate is 14.50% 15,436 -

OTHER INSTALLMENT LOANS

47,178 15,736

UNION FEDERAL SAVINGS

Note dated 8/20/99 with a 6 year amortization.

This note was secured by the equipment of Trifinity, Inc.

- 419,153

JOHN ENGLISH

Note payable due 7/1/01 with an interest rate of 8.0%.

- 250,000

2,273,996	2,129,242
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LOANS FROM SHAREHOLDERS

The Company borrowed funds from shareholders to cover operating expenses. The total outstanding principal balance due as of June 30, 2002 was \$189,229. The details of the balance on June 30, 2002 were as follows:

John Giura	90,953 -	No repayment terms. No interest paid or accrued.
Pat Martin	98,276 -	No repayment terms. No interest paid or accrued.

NOTES RECEIVABLE

In satisfaction of \$550,000 of notes receivable owed to CGI from ACH Construction, the Company took a 40.5% interest in a residential housing development in St. Charles, MO (a suburb of St. Louis). The developer is engaged in the completion of the infrastructure and a model single family residence. When completed, the project will include 26 lots on 10.5 acres. It is estimated that the project will be built-out over a 24-36 month period commencing in the third quarter of 2002.

Management has elected to write down their asset to \$200,000, which reflects estimated liquidation value, due to the uncertainty of the project manager's intention and capacity to complete the project's build-out.

PRESENTATION OF FINANCIAL STATEMENTS

The financial statements reflect all adjustments which are, in the opinion of management, necessary to present a fair statement of the results for the six and three months ended June 30, 2002 and 2001.

PRO FORMA STATEMENT OF OPERATIONS

The following pro forma results of operations include the operations of WorldMall.Com for the period presented.

CGI HOLDING CORPORATION, INC.
PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE SIX MONTHS ENDED JUNE 30, 2001

	2001	
SALES	5,391,564	
COST OF GOODS SOLD	3,045,852	
GROSS PROFIT	2,345,712	
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	1,738,842	
INCOME FROM OPERATIONS	606,870	
OTHER INCOME (EXPENSES)		
Other Income	107,479	
Interest Income	3,095	
Interest Expense	(88,877)	
TOTAL OTHER INCOME (EXPENSE)	21,697	
INCOME BEFORE CORPORATE INCOME TAXES	628,567	

INCOME TAX PROVISION	251,427

NET INCOME FROM CONTINUING OPERATIONS	377,140
=====	
NET INCOME PER COMMON SHARE FROM CONTINUING OPERATIONS	\$0.03
=====	
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	13,476,845
=====	

ITEM II

CGI HOLDING CORPORATION, INC. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

FINANCIAL CONDITION

Total assets of the Company at June 30, 2002 were \$3,374,466 compared to \$8,672,449 at June 30, 2001, reflecting a decrease of \$5,297,983. This decrease, as discussed in the first quarter filing, was attributable to \$1,522,247 of assets from discontinued operations and the write down of goodwill in the first quarter of \$2,367,041.

Total debt at June 30, 2002 was \$3,416,848 as compared to \$4,628,277 at June 30, 2001. The decrease of \$1,211,429 resulted primarily from discontinued operations.

The total stockholders' equity at June 30, 2002 was a negative \$42,382 as compared to a positive \$3,050,198 at December 31, 2001 representing a decrease of \$3,092,580. This decrease is mainly due to the results of operations for the six months ended June 30, 2002, which will be discussed in that section.

Liquidity and Capital Resources

Cash flows for the six months ended June 30, 2002 were a positive \$131,986 as compared to a negative \$465,824 for the same period last year.

Working capital at the end of the second quarter of 2002 was a negative \$1,256,903 compared to positive working capital at December 31, 2001 of \$31,978.

The substantial negative results of the SECO subsidiary has made management acutely aware that the Company's liquidity position has been severely impaired, and that this impairment must be addressed, most likely by an infusion of new capital or a sale of assets.

Results of Operations

Sales for the six months and three months ended June 30, 2002 were \$2,715,227 and \$1,485,578 compared to \$5,826,936 and \$3,022,378 for the same periods last year. The decrease in sales for the six months of this year compared last year were \$3,111,709 or 53.40%. The decrease in sales resulted in decreased gross profits of \$1,213,681 in 2002 from \$2,662,882 in 2001, a drop of \$1,449,201. This was a direct result of SECO's drop in business from last year.

Selling, general and administrative expenses were \$1,426,849 in 2002 compared to \$1,756,041 in 2001, a decrease of \$329,192 or 18.75%. The decrease was not proportionate to sales due to the activities of Worldmall, purchased as of March 27, 2001, which contributed \$846,778 to the total.

The net loss from operations for the six months ended June 30, 2002 was (\$2,967,581) compared to net income for the same period last year of \$541,617. Included in the operating results was a one time charge to 'Impairment of Goodwill' of \$2,367,041 in the first quarter of 2002. The results of operations on a per share basis were (\$0.18) for the six months and (\$0.01) for the three months ended June 30, 2002 compared to last years per share earnings of \$0.04 and \$0.01 for the six and three month periods ended June 30, 2001 respectively. Results of operations for the six months of 2002 would have been a loss of \$600,450 or (\$0.04) per share without the one time charge.

Sales of SECO for the second quarter of 2002 were \$375,835 compared to the second quarter of 2001 of \$2,140,282, a decrease of \$1,764,447. SECO's loss on operations in the second quarter of 2002 was (\$221,612). Their pre tax profit for the second quarter of 2001 was \$684,985. Certain anticipated contracts have been delayed and some never materialized due to the general slowdown of the economy. Difficulty in obtaining surety bonds also hindered SECO's business during the second quarter of 2002.

Sales of Worldmall increased in the second quarter of 2002 to \$1,109,743 from \$448,172 for the same quarter in 2001. Worldmall's results of operations for the June quarter were \$150,039 compared to a loss of (\$211,284) for the June 2001 quarter.

Effective July 1, 2002, Worldmall changed its name to Websourced, Inc. in connection with its reincorporation to North Carolina from New York.

Management believes the stabilization of the World Mall operations has been accomplished by its KeywordRanking.com services. It is anticipated that a significant portion of its future cash flows will be required to satisfy repayment of debts incurred prior to stabilization. Consequently, World Mall's growth will be capital constrained until these debts are satisfied.

Management of CGI, which was installed in December of 2001, has elected to pursue selected acquisitions of existing businesses in the Internet, software and financial services sectors. However, no acquisitions have been determined as of this filing.

Segment Analysis

INDUSTRY SEGMENT SIX MONTHS ENDED JUNE 30, 2002

	SECO	WORLDMALL	CGI	CONSOLIDATED
SALES	711,298	2,003,929	-	2,715,227
COST OF SALES	579,713	921,833	-	1,501,546
GROSS PROFIT	131,584	1,082,096	-	1,213,681
SELLING AND ADMINISTRATION	422,241	846,778	141,918	1,410,938
INCOME FROM OPERATIONS	(290,656)	235,318	(141,918)	(197,257)
OTHER INCOME (EXPENSE)				
IMPAIRMENT OF ASSETS	(212,989)	(2,154,052)	(350,000)	(2,717,041)
OTHER INCOME(EXPENSE)	-	-	15,000	15,000
INTEREST INCOME	-	-	-	-
INTEREST EXPENSE	(20,924)	(31,448)	(15,911)	(68,283)
TOTAL	(233,913)	(2,185,500)	(350,911)	(2,770,324)
INCOME BEFORE TAXES	(524,570)	(1,950,182)	(492,830)	(2,967,581)

INDUSTRY SEGMENT THREE MONTHS ENDED JUNE 30, 2002

	SECO	WORLDMALL	CGI	CONSOLIDATED
SALES	375,835	1,109,743	-	1,485,578
COST OF SALES	390,114	692,146	-	1,082,260

GROSS PROFIT	(14,280)	417,597	-	403,318
SELLING AND ADMINISTRATION	186,408	251,717	79,307	517,433

INCOME FROM OPERATIONS	(200,687)	165,880	(79,307)	(114,115)

OTHER INCOME (EXPENSE)				
IMPAIRMENT OF ASSETS	-	-	-	-
OTHER INCOME(EXPENSE)	-	-	-	-
INTEREST INCOME	-	-	-	-
INTEREST EXPENSE	(20,924)	(15,841)	(13,998)	(50,763)

TOTAL	(20,924)	(15,841)	(13,998)	(50,763)

INCOME BEFORE TAXES (221,612) 150,039 (93,306) (164,878)

=====

INDUSTRY SEGMENT
SIX MONTHS ENDED JUNE 30, 2001

	SECO	WORLDMALL	CGI	CONSOLIDATED

SALES	4,498,981	448,172	-	4,947,153
COST OF SALES	2,403,180	309,027	-	2,712,207

GROSS PROFIT	2,095,801	139,145	-	2,234,946
SELLING AND ADMINISTRATION	801,372	341,109	282,449	1,424,930

INCOME FROM OPERATIONS	1,294,429	(201,964)	(282,449)	810,016

OTHER INCOME (EXPENSE)				
IMPAIRMENT OF ASSETS	-	-	-	-
OTHER INCOME(EXPENSE)	107,479	-	-	107,479
INTEREST INCOME	-	-	3,095	3,095
INTEREST EXPENSE	(41,707)	(9,321)	(17,825)	(68,853)

TOTAL	65,772	(9,321)	(14,730)	41,721

INCOME BEFORE TAXES	1,360,201	(211,285)	(297,179)	851,737
=====				

INDUSTRY SEGMENT
THREE MONTHS ENDED JUNE 30, 2001

	SECO	WORLDMALL	CGI	CONSOLIDATED

SALES	2,140,282	448,172	-	2,588,454
COST OF SALES	1,061,882	309,027	-	1,370,909

GROSS PROFIT	1,078,400	139,145	-	1,217,545
SELLING AND ADMINISTRATION	446,732	341,109	220,925	1,008,766

INCOME FROM OPERATIONS	631,668	(201,964)	(220,925)	208,779

OTHER INCOME (EXPENSE)				
IMPAIRMENT OF ASSETS	-	-	-	-
OTHER INCOME(EXPENSE)	69,449	-	-	69,449
INTEREST INCOME	-	-	20	20
INTEREST EXPENSE	(16,131)	(9,321)	(11,950)	(37,402)

TOTAL	53,318	(9,321)	(11,930)	32,067

INCOME BEFORE TAXES	684,986	(211,285)	(232,855)	240,846
=====				

Forward Looking Statements

This report included forward looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements contain information regarding growth and earnings expectations based on the Company's current assumptions involving a number of risks and uncertainties. There are certain important factors that can cause actual results to differ materially from the forward looking statements, including, without limitation: adverse business or market conditions; size of Company debt and lack of liquidity; the ability of the Company to secure and satisfy customers; and adverse competitive developments. Readers are cautioned not to place undue reliance on forward looking statements.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

NONE

ITEM 2. CHANGES IN SECURITIES

NONE

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

NONE

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

NONE

ITEM 5. OTHER INFORMATION

NONE

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(A) EXHIBITS

NONE

(B) REPORTS ON FORM 8-K

NONE

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized,

CGI HOLDING CORPORATION

DATED: AUGUST 12, 2002 BY: /S/ GERARD M. JACOBS

Gerard M. Jacobs, President and
Chief Executive Officer

DATED: AUGUST 12, 2002

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title
/s/ Gerard M. Jacobs ----- Gerard M. Jacobs	President and Chief Executive Officer