

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

FORM 10-QSB/A

[Mark One]

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

For the quarterly period ended : June 30, 2003

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: 20,789,474 shares of its \$0.001 par
value common stock as of August 12, 2003.

Transitional Small Business Disclosures Format (check one) Yes No

CGI HOLDING CORPORATION

FORM 10-QSB/A

For the quarter ended June 30, 2003

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INDEX

PART I. FINANCIAL INFORMATION

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

The following has been amended from the original version to correct the dates in
the headings of the schedules provided. The original filing had the wrong year
listed for the six months ended June 30, 2002 segment analysis.

Segment Analysis

INDUSTRY SEGMENT

SIX MONTHS ENDED JUNE 30, 2003

	WORLDMALL	CGI	CONSOLIDATED
SALES	2,320,398	-	2,320,398
COST OF SALES	1,173,995	-	1,173,995
GROSS PROFIT	1,146,403	-	1,146,403
SELLING AND ADMINISTRATION	1,006,768	72,401	1,079,169
INCOME FROM OPERATIONS	139,635	(72,401)	67,234
OTHER INCOME (EXPENSE)			
OTHER INCOME	-	-	-
INTEREST INCOME	-	6,224	6,224
INTEREST EXPENSE	(12,556)	(25,766)	(38,322)
TOTAL	(12,556)	(19,542)	(32,098)
INCOME BEFORE TAXES	127,079	(91,943)	35,136

INDUSTRY SEGMENT
THREE MONTHS ENDED JUNE 30, 2003

	WORLDMALL	CGI	CONSOLIDATED
SALES	1,135,037	-	1,135,037
COST OF SALES	677,165	-	677,165
GROSS PROFIT	457,872	-	457,872
SELLING AND ADMINISTRATION	383,001	30,733	413,734
INCOME FROM OPERATIONS	74,871	(30,733)	44,138
OTHER INCOME (EXPENSE)			
OTHER INCOME	-	-	-
INTEREST INCOME	-	6,159	6,159
INTEREST EXPENSE	(5,196)	(10,551)	(15,747)
TOTAL	(5,196)	(4,392)	(9,588)
INCOME BEFORE TAXES	69,675	(35,125)	34,550

INDUSTRY SEGMENT
SIX MONTHS ENDED JUNE 30, 2002

	WORLDMALL	CGI	CONSOLIDATED
SALES	2,003,929	-	1,185,361

COST OF SALES	921,833	-	496,830

GROSS PROFIT	1,082,096	-	688,531
SELLING AND ADMINISTRATION	846,778	41,668	665,435

INCOME FROM OPERATIONS	235,318	(41,668)	23,096

OTHER INCOME (EXPENSE)			
IMPAIRMENT OF ASSETS	(2,154,052)	(350,000)	(2,504,052)
OTHER INCOME	-	15,000	15,000
INTEREST INCOME	-	-	-
INTEREST EXPENSE	(31,448)	(15,911)	(47,359)

TOTAL	(2,185,500)	(350,911)	(2,536,411)

INCOME BEFORE TAXES	(1,950,182)	(492,830)	(2,443,012)
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INDUSTRY SEGMENT
THREE MONTHS ENDED JUNE 30, 2002

	WORLDMALL	CGI	CONSOLIDATED

SALES	1,109,743	-	1,109,743
COST OF SALES	692,146	-	692,146

GROSS PROFIT	417,597	-	417,597
SELLING AND ADMINISTRATION	251,717	79,307	331,024

INCOME FROM OPERATIONS	165,880	(79,307)	86,573

OTHER INCOME (EXPENSE)			
OTHER INCOME	-	-	-
INTEREST INCOME	-	-	-
INTEREST EXPENSE	(15,841)	(13,998)	(29,839)

TOTAL	(15,841)	(13,998)	(29,839)

INCOME BEFORE TAXES	150,039	(93,305)	56,734
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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 on this 14th day of August, 2003.

CGI Holding Corporation

By: /s/ Gerard M. Jacobs

Gerard M. Jacobs
President, Chief Executive Officer,
Treasurer, Secretary