

IN THE GRAND COURT OF THE CAYMAN ISLANDS

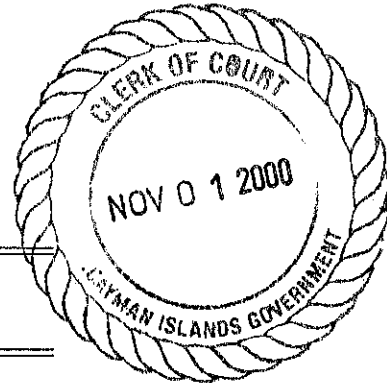
CAUSE NO: 823 OF 2000

In the matter of The Companies Law (2000 Revision)

And in the matter of MMG LLC (a Company)



PETITION



TO: HER MAJESTY'S GRAND COURT OF THE CAYMAN ISLANDS

The Humble Petition of MMG LLC (a Company) ("the Petitioner")

SHOWETH as follows:

1. The Petitioner was incorporated on 23rd September 1994 as an Exempted Company limited by shares under the Companies Law of the Cayman Islands ("the Companies Law").
2. The registered office of the Company is situated at P.O. Box 309, George Town, Grand Cayman.
3. The authorised share capital of the Company at the date of its incorporation was US\$50,000 divided into 50,000 ordinary shares of US\$1 each.
4. Between 1994 and 1999, the Company substantially expanded its consulting business and in June 1999 was operating in 16 offices located on three continents. The Company ran its consulting business through several wholly owned operating subsidiaries that were incorporated under the laws of the various jurisdictions in which it conducted its business.
5. In July 1999, the Company was approached by USWeb Corporation ("USWeb") who was interested in acquiring the business of the Company. In July 1999, the Company agreed to sell its operating subsidiaries to USWeb in consideration of the Company receiving a combination of cash and various tranches of USWeb common stock. The sale of the Company's operating subsidiaries to USWeb was completed on 3rd September 1999.

6. In consideration for the sale of its operating subsidiaries, the Company received from USWeb:
 - i) on 3rd September 1999 a total of 7,210,160 shares of USWeb common stock and US\$10,000,000 in cash ("Tranche I");
 - ii) on 3rd September 2000 up to 3,605,080 shares of USWeb common stock ("Tranche II"); and
 - iii) to be paid on 3rd September 2001 up to 3,205,080 shares of USWeb common stock ("Tranche III").
7. The quantity of shares to be paid under Tranches II and III are and were dependant upon the Company's shareholders remaining employed with USWeb after the sale. In effect, the structure was an incentive scheme to keep various key employees of the Company with the business after its sale to USWeb. Payments of Tranche II and Tranche III vest on a quarterly basis throughout the relevant year depending on which of the Company's shareholders remain working with USWeb.
8. In March 2000, USWeb was acquired by marchFIRST Inc. ("marchFIRST"), a Delaware corporation that is publicly listed and traded on NASDAQ. That acquisition was a share for share merger. The exchange ratio between USWeb common stock and marchFIRST common stock was 1 to .865 shares respectively.
9. As a result of the acquisition by marchFIRST, all existing obligations of USWeb to the Company were, by operation of law, transferred to and became the obligations of marchFIRST.
10. Since the sale of its operating subsidiaries in September 1999, MMG has not conducted any operations nor does it have any active business activity save for its role as a vehicle through which the acquisition consideration for the Company's operating subsidiaries is to be paid and distributed amongst the shareholders.
11. As a result of the significant decrease in the net asset value of the company due to the market conditions currently prevailing in respect of one of its major assets, being common stock in


marchFIRST Inc., a Delaware corporation listed on the NASDAQ exchange, the Company is not presently solvent and is unable to pay its debts.

12. In the circumstances, the Company seeks the appointment of Joint Provisional Liquidators with the directors to remain in office with residual powers to do what is required best to assist the Company to maximize its returns to creditors and, potentially shareholders, under the auspices of the Joint Provisional Liquidators.

AND YOUR PETITIONER THEREFORE HUMBL Y PRAYS:-

1. That this Petition be adjourned sine die.
2. That at such time as the Petition is relisted for hearing, if so moved by the Company, the Company be wound up by the Court under the provisions of Part V of the Companies Law (2000 Revision).
3. That G. James Cleaver and Dan Scott of Ernst & Young of the Cayman Islands be appointed Joint Provisional Liquidators of the Company with such power as the Court thinks fit.
4. That the costs of and occasioned by this petition be paid out of the assets of the Company.
5. That such further and/or other relief be granted as this Honourable Court deems appropriate.

DATED this ^{6th} day of ~~November~~ 2000


WALKERS
Attorneys for and on behalf of MMG LLC

NOTE: This petition is intended to be served on the Registrar of Companies.

INDORSEMENT

This petition, having been presented to the Grand Court of the Cayman Islands on the _____ day of _____, 2000 will be heard at the Grand Court of the Cayman Islands on:

DATE: 1 NOV. 2000

TIME: 9:50 A.M.

(or as soon thereafter as the petition can be heard).

This Petition was filed by Walkers, Attorneys-At-Law for the Petitioner, M.M.G. LLC, whose address for service of that if their said Attorneys, namely P.O. Box 265 GT, Walker House, Mary Street, George Town, Grand Cayman, Cayman Islands.