SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)

LookSmart, Ltd.

(Name of Issuer)

Common Stock, par value $.001 per share
(Title of Class of Securities)

543442 10 7
(CUSIP Number)

Andrew A. Merdek, Esq.
Cox Enterprises, Inc.
1400 Lake Hearn Drive, N.E., Atlanta, Georgia 30319; (404) 843-5000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 25, 2002
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Act.

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CUSIP NO. 543442 10 7 PAGE 2 of 15

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	CIM Investments, Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(A) [ ] (B) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS	Not applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	Not Applicable
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Nevada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING RIGHTS	-0-
	8	SHARED VOTING POWER	16,987,801
	9	SOLE DISPOSITIVE POWER	-0-
	10	SHARED DISPOSITIVE POWER	16,987,801

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	16,987,801
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	18.3%(1)
14	TYPE OF REPORTING PERSON	CO

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(1) Based on the 92,762,999 shares of Common Stock outstanding as of November 7, 2001 according to the facing page of the Company's Form 10-Q for the quarter ended September 30, 2001.

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CUSIP NO. 543442 10 7 PAGE 3 of 15

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	Cox Interactive Media, Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(A) [ ] (B) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS	Not applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	Not Applicable
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware

NUMBER OF SHARES	7	SOLE VOTING RIGHTS	-0-
BENEFICIALLY OWNED BY EACH	8	SHARED VOTING POWER	16,987,801
REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	-0-
	10	SHARED DISPOSITIVE POWER	16,987,801

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	16,987,801
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	18.3%(1)
14	TYPE OF REPORTING PERSON	CO

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CUSIP NO. 543442 10 7 PAGE 4 of 15

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	Cox Enterprises, Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(A) [ ] (B) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS	Not applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	Not Applicable
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING RIGHTS	-0-
	8	SHARED VOTING POWER	16,987,801
	9	SOLE DISPOSITIVE POWER	-0-
	10	SHARED DISPOSITIVE POWER	16,987,801

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	16,987,801
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	18.3%(1)
14	TYPE OF REPORTING PERSON	CO

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	Barbara Cox Anthony
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(A) [ ] (B) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS	Not applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	Not Applicable
6	CITIZENSHIP OR PLACE OF ORGANIZATION	U.S.A.

NUMBER OF SHARES	7	SOLE VOTING RIGHTS	-0-
BENEFICIALLY OWNED BY EACH	8	SHARED VOTING POWER	16,987,801
REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	-0-
	10	SHARED DISPOSITIVE POWER	16,987,801

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	16,987,801
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	18.3%(1)
14	TYPE OF REPORTING PERSON	OO

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CUSIP NO. 543442 10 7 PAGE 6 of 15

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	Anne Cox Chambers
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(A) [ ] (B) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS	Not applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	Not Applicable
6	CITIZENSHIP OR PLACE OF ORGANIZATION	U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING RIGHTS	-0-
	8	SHARED VOTING POWER	16,987,801
	9	SOLE DISPOSITIVE POWER	-0-
	10	SHARED DISPOSITIVE POWER	16,987,801

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	16,987,801
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	18.3%(1)
14	TYPE OF REPORTING PERSON	OO

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The summary descriptions contained in this report of certain agreements and documents are qualified in their entirety by reference to the complete texts of such agreements and documents filed as Exhibits hereto and incorporated herein by reference.

ITEM 1. SECURITY AND ISSUER.

This Amendment No. 2 to Schedule 13D is filed by the undersigned to amend and supplement the Schedule 13D filed on August 26, 1999 (the "Original 13D"), as amended and supplemented by Amendment No. 1 to Schedule 13D filed on March 22, 2000 (the "13D/A", and with the Original 13D, the "Schedule 13D"), relating to the common stock, par value $.001 per share (the "Common Stock"), of LookSmart, Ltd., a Delaware corporation (the "Company"). Except as set forth herein, the Schedule 13D is unmodified, and all capitalized terms used herein, and not otherwise defined herein, shall have the meanings ascribed to them in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 of Schedule 13D is hereby incorporated by this
reference and further amended and supplemented by replacing the first and second paragraphs in their entirety with the following:

This report is being filed jointly by CIM Investments, Inc. ("CII"), Cox Interactive Media, Inc. ("CIM"), Cox Enterprises, Inc. ("CEI"), Barbara Cox Anthony and Anne Cox Chambers. CII is incorporated in the State of Nevada and CIM and CEI are incorporated in the State of Delaware. CII is a wholly owned subsidiary of CIM whose assets consists of stock in various companies, including the Common Stock of the Company. CIM operates a network of local city-oriented Internet websites. The principal businesses of CEI are publishing, cable television, broadcasting and automobile auctions. The principal office and business address of (1) CII is 3773 Howard Hughes Pkwy., Suite 300N, Las Vegas, Nevada 89109; (2) CIM is 530 Means Street, N.W., Suite 200, Atlanta, GA 30318; and (3) CEI is 1400 Lake Hearn Drive, N.E., Atlanta, Georgia 30319. The principal residence address of Mrs. Anthony is 3944 Noela Place, Honolulu, Hawaii 96815, and the principal residence address of Mrs. Chambers is 426 West Paces Ferry Road, N.W., Atlanta, Georgia 30305.

CII is a wholly owned subsidiary of CIM, which is a wholly owned subsidiary of CEI. There are 605,263,039 shares of common stock of CEI outstanding, with respect to which: (i) Barbara Cox Anthony, as trustee of the Anne Cox Chambers Atlanta Trust, exercises beneficial ownership over 174,949,266 shares (28.9%); (ii) Anne Cox Chambers, as trustee of the Barbara Cox Anthony Atlanta Trust, exercises beneficial ownership over 174,949,266 shares (28.9%);
(iii) Barbara Cox Anthony, Anne Cox Chambers and Richard L. Braunstein, as trustees of the Dayton Cox Trust A, exercise beneficial ownership over 248,237,055 shares (41.0%); and (iv) 262 individuals and trusts exercise beneficial ownership over the remaining 7,127,452 shares (1.2%). Thus, Barbara Cox Anthony and Anne Cox Chambers, who are sisters, together exercise beneficial ownership over 598,135,587 shares (98.8%) of the common stock of CEI. In addition, Garner Anthony, the husband of Barbara Cox Anthony, holds beneficially and of record 43,734 shares of common stock of CEI. Barbara Cox Anthony disclaims beneficial ownership of such

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shares. Therefore, each of CIM and CEI, Anne Cox Chambers and Barbara Cox Anthony may also be deemed to be beneficial owners of the securities reported herein.

Effective as of December 31, 2001, Cox LOOK, Inc. ("CLI"), a Nevada corporation, merged with and into Cox TIXX, Inc., a Nevada corporation and a wholly owned subsidiary of CIM, which, effective as of December 31, 2001, changed its name to CIM Investments, Inc. ("CII"). All references in the Schedule 13D to CLI shall be deemed to be references to CII.

ITEM 3. SOURCE AND AMOUNTS OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Schedule 13D is hereby incorporated by this
reference and further amended and supplemented by adding the following at the end thereof:

Effective as of December 31, 2001, CLI merged with and into Cox TIXX, Inc., a Nevada corporation and a wholly owned subsidiary of CIM, which, effective as of December 31, 2001, changed its name to CII.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby incorporated by this
reference and further amended and supplemented by adding the following at the end thereof:

Between December 24, 2001 and January 25, 2002, CLI sold an aggregate of 2,000,000 shares of the Company's Common Stock pursuant to Rule 144 under the Securities Act of 1933.

ITEM 5. INTEREST IN SECURITIES OF ISSUER.

Item 5 of the Schedule 13D is hereby amended and restated in
its entirety as follows:

(a) Under the Securities and Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, CII has, and CIM, CEI, Mrs. Chambers and Mrs. Anthony may be deemed to have, beneficial ownership over 16,987,801 shares of Common Stock, comprised of 15,487,801 shares of outstanding Common Stock and 1,500,000 shares of Common Stock issuable upon the exercise of a warrant. Based on the 92,762,999 shares of Common Stock outstanding as of November 7, 2001 according to the facing page of the Company's Form 10-Q for the quarter ended September 30, 2001, these shares represent approximately 18.3% of the issued and outstanding shares of Common Stock of the Company.

(b) The number of shares of Common Stock beneficially owned:
(i) with respect to which there is sole voting power is 0; (ii) with respect to which there is shared voting power is 16,987,801, (iii) with respect to which there is sole dispositive power is 0, and with respect to which there is shared dispositive power is 16,987,801.

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(c) Except as described in Item 4, none of CII, CIM, CEI, Mrs. Chambers and Mrs. Anthony have engaged in any transaction in the Common Stock that was effected since January 25, 2002.

(d) There is no person that has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by CII or deemed to be beneficially owned by CIM, CEI, Mrs. Chambers and Mrs. Anthony.

(e) Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 3 of Item 7 of the Schedule 13D is hereby added, and Exhibit 99.1 of Item 7 of the Schedule 13D is hereby amended and restated in its entirety and replaced with the following:

3	Joinder of CII to the Joint Filing Agreement, by and among CEI, CIM, Barbara Cox Anthony and Anne Cox Chambers, as amended
99.1	Executive Officers and Directors of CEI, CIM and CII

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CIM INVESTMENTS, INC.

By: /s/ Andrew A. Merdek

Date: February 7, 2002

Name: Andrew A. Merdek
Title: Secretary

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

COX INTERACTIVE MEDIA, INC.

By: /s/ Andrew A. Merdek

Date: February 7, 2002

Name: Andrew A. Merdek
Title: Secretary

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

COX ENTERPRISES, INC.

By: /s/ Andrew A. Merdek

Date: February 7, 2002

Name: Andrew A. Merdek
Title: Secretary

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 7, 2002	*/s/ Andrew A. Merdek*
Date	*Anne Cox Chambers, by Andrew A. Merdek,*
	her attorney-in-fact

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 7, 2002 */s/ Barbara Cox Anthony*

Date *Barbara Cox Anthony*

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EXHIBIT 3

JOINDER TO THE JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees to be added to the Joint Filing Agreement, dated August 24, 1999, as amended by the Joinder to the Joint Filing Agreement, dated March 20, 2000, by and among Cox Enterprises, Inc., Cox Interactive Media, Inc., Cox LOOK, Inc., Barbara Cox Anthony and Anne Cox Chambers for the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) or any subsequent filings on Schedule 13G (including amendments thereto) with respect to the Common Stock, par value $0.001 per share, of LOOKSMART, LTD.

IN WITNESS WHEREOF, the undersigned hereby executes this Agreement as of this 7th day of February, 2002.

CIM INVESTMENTS, INC.

By: /s/ Andrew A. Merdek

Name: Andrew A. Merdek
Title: Secretary

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EXHIBIT 99.1

Cox Enterprises, Inc.
Executive Officers and Directors

Name	Position	Principal Occupation
James C. Kennedy*	Chairman & Chief Executive Officer	Chairman & Chief Executive Officer
David E. Easterly*	Vice Chairman	Vice Chairman
G. Dennis Berry	President & Chief Operating Officer	President and Chief Operating Officer
Robert C. O'Leary*	Executive Vice President & Chief Financial Officer	Executive Vice President & Chief Financial Officer
Timothy M. Hughes	Senior Vice President Administration	Senior Vice President Administration
Alexander V. Netchvolodoff	Senior Vice President Public Policy	Senior Vice President Public Policy
Barbara C. Anthony*	Vice President	Chairman, Dayton Newspapers
Preston B. Barnett	Vice President & General Tax Counsel	Vice President & General Tax Counsel
Anne C. Chambers*	Vice President	Chairman, Atlanta Newspapers
Marybeth H. Leamer	Vice President Human Resources	Vice President Human Resources
Richard J. Jacobson	Vice President & Treasurer	Vice President & Treasurer
Michael J. Mannheimer	Vice President Materials Management	Vice President Materials Management
Andrew A. Merdek	Vice President Legal Affairs & Corporate Secretary	Vice President Legal Affairs & Corporate Secretary

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Executive Officers and Directors

Name	Position	Principal Occupation
John C. Mellott	Vice President Business Development	Vice President Business Development
John C. Williams	Vice President Marketing and Communications	Vice President Marketing and Communications
Thomas B. Whitfield	Vice President Direct Marketing	Vice President Direct Marketing
Alexandra M. Wilson	Vice President Public Policy	Vice President Public Policy
Maria L. Friedman	Assistant Vice President of Tax	Assistant Vice President of Tax
Shauna J. Sullivan	Assistant Secretary	Assistant Secretary
Carol J. Larner	Assistant Treasurer	Assistant Treasurer
Arthur M. Blank	Director	President and Chief Executive Officer AMB Group, LLC
Richard L. Braunstein	Director	Member, Dow, Lohnes & Albertson, PLLC
Thomas O. Cordy	Director	Retired President and Chief Executive Officer The Maxxis Group, Inc.
Carl R. Gross	Director	Retired Senior Vice President and Chief Administrative Officer
Ben F. Love	Director	Director Chase Bank of Texas
Paul J. Rizzo	Director	Retired Vice Chairman of IBM Corporation

* Also a Director

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Executive Officers and Directors

Name	Position	Principal Occupation
Peter M. Winter*	President	President
J. Lacey Lewis	Vice President and Chief Financial Officer	Vice President and Chief Financial Officer
Tom Bates	Vice President of Product and Marketing	Vice President of Product and Marketing
Gary R. Mills	Vice President of Business Alliances	Vice President of Business Alliances
Joseph Gallo	Vice President and Chief Technical Officer	Vice President and Chief Technical Officer
R. Scott Whiteside	Vice President and Chief Operating Officer	Vice President and Chief Operating Officer
Preston B. Barnett	Vice President	Vice President
John C. Mellott*	Vice President	Vice President
Steven D. Rosenboro	Vice President and General Counsel	Vice President and General Counsel
David B. Hills	Vice President Sales	Vice President Sales
Rodney T. Mayers	Vice President of Business Development	Vice President of Business Development
Andrew A. Merdek	Secretary	Vice President Legal Affairs & Corporate Secretary
Richard J. Jacobson	Treasurer	Vice President & Treasurer
David E. Easterly	Director	President & Chief Operating Officer

* Also a Director

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CIM Investments, Inc.

Directors and Officers

Name	Position	Principal Occupation
Peter M. Winter*	President	President
Andrew A. Merdek	Secretary	Secretary
Richard J. Jacobson*	Treasurer	Treasurer
Richard Klumpp*	Assistant Secretary	Assistant Secretary
R. Scott Whiteside	Vice President and Chief Operating Officer	Vice President and Chief Operating Officer
J. Lacey Lewis	Vice President and Chief Financial Officer	Vice President and Chief Financial Officer
Preston B. Barnett	Vice President	Vice President
John C. Mellott	Vice President	Vice President
Gary R. Mills	Vice President	Vice President
David B. Hills	Vice President	Vice President

* Also a Director

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End of Filing

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