

INFOUSA INC  
Form 10-K  
March 16, 2005

**Table of Contents**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES ACT OF 1934**  
**For the fiscal year ended December 31, 2004**
- or**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES ACT OF 1934**

**For the transition period from                      to  
Commission file number: 0-19598**

***infoUSA INC.***

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**47-0751545**  
*(I.R.S. Employer  
Identification No.)*

**5711 South 86th Circle, Omaha, Nebraska 68127**

*(Address of principal executive offices)*

**(402) 593-4500**

*(Registrant's telephone number, including area code)*

**Securities Registered Pursuant to Section 12(b) of the Act:  
None**

**Securities Registered Pursuant to Section 12(g) of the Act:  
Common Stock, \$0.0025 par value  
Series A Preferred Share Purchase Rights**

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 by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting and non-voting common stock held by non-affiliates computed by reference to the last reported sales price of the common stock on June 30, 2004 was \$262.2 million.

As of March 3, 2005 the registrant had outstanding 53,254,728 shares of Common Stock (excluding treasury shares of 348,354).

**DOCUMENTS INCORPORATED BY REFERENCE**

Edgar Filing: INFOUSA INC - Form 10-K

Portions of the Company's definitive proxy statement for the Annual Meeting of Stockholders to be held on April 29, 2005, which will be filed within 120 days of the end of fiscal year 2004, are incorporated into Part III (Items 10, 11, 12, 13 and 14) hereof by reference.

---

**TABLE OF CONTENTS**

Amended and Restated Credit Agreement

Reaffirmation of and First Amendment to Subsidiaries Agreement

Subsidiaries

Consent of Independent Registered Public Accounting Firm

Power of Attorney

Certification of CEO and CFO Pursuant to Section 302

Certification of CEO and CFO Pursuant to Section 906

---

**Table of Contents****PART I**

This Annual Report on Form 10-K, the documents incorporated by reference into the Company's Annual Report to shareholders, and press releases (as well as oral statements and other written statements made or to be made by the Company) contain forward-looking statements that are made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, without limitation, statements related to potential future acquisitions and our strategy and plans for our business contained in Item 1 Business, Item 2 Properties, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations, and other parts of this Annual Report. Such forward-looking statements are based on our current expectations, estimates and projections about our industry, management's beliefs, and certain assumptions made by our management. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict; therefore, actual results may differ materially from those expressed or forecasted in any such forward-looking statements. Such risks and uncertainties include those set forth in this Annual Report under Factors That May Affect Operating Results, as well as those noted in the documents incorporated by reference into this Annual Report. You are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date on which they were made. Unless required by law, we undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. However, readers should carefully review the risk factors set forth in other reports or documents we file from time to time with the Securities and Exchange Commission, particularly the Quarterly Reports on Form 10-Q and any Current Reports on Form 8-K.

**Item 1. Business****Company Profile**

*infoUSA* Inc. (the Company or *infoUSA*), is the leading provider of sales leads and databases to millions of businesses in order for them to find new prospects and grow their sales. *infoUSA* compiles and updates over 15 databases under one roof in Omaha, Nebraska. Our customers include salespeople, small office/home office (SOHO) entrepreneurs, small and medium businesses, and Fortune 2000 corporations. Our database is also part of major directory assistance search firms like Yahoo!, AOL, and in-car navigation companies. Most cars with GPS devices today use *infoUSA* databases because of the high accuracy of our business database. Databases compiled and continually updated are as follows:

**Business Databases****Consumer Databases**

14 Million U.S. and Canadian Businesses

180 Million Consumers

11.5 Million Executives and Professionals

112 Million Households

5 Million Small Business Owners

65 Million Homeowners

5 Million Business Addresses with Color Photos

15 Million New Movers Per Year

2.6 Million Brand New Businesses

3.1 Million New Homeowners Per Year

3.6 Million Yellow page Advertisers

1.7 Million Bankruptcy Filers

900,000 Global Businesses and 2 Million Executives

600,000 Manufacturers

## 410,000 Big Businesses

We employ over 600 full time people to compile and update the databases from thousands of public sources such as yellow pages, white pages, newspapers, incorporation records, real estate deed transfers, and various other sources. For the business database, we make over 20 million phone calls a year to verify the name of the owner or key executive, their address, number of employees, number of PCs, fax numbers, e-mail addresses, and other information.

2

---

## Table of Contents

The databases change by roughly 65% per year. We spend over \$50 million a year to update these databases and related database management systems. We believe that we have the finest and most accurate databases in the industry. We believe there is no other company that compiles and updates so many databases all under one roof.

We have also developed proprietary software for direct marketing applications, database marketing applications, e-mail marketing applications, telemarketing applications, and other sophisticated modeling applications. Our proprietary software enhances the value of our databases to the customer. New initiatives in 2004 and 2005 include:

Yellow Page Advertising Expense Report

Business Address Photographs

Sales Genie

Credit.Net

Descriptions of these new initiatives can be found elsewhere within this document

### **Sales & Marketing Strategy**

*infoUSA* has served over 4 million customers who have used our sales leads and mailing lists. They use our databases to find new customers and grow their sales. That is why the logo of *infoUSA* bears the mark Sales Solutions.

For our large clients, we distribute our databases and services through the Donnelley Group. Donnelley Marketing, the flagship Company within the Donnelley Group, was acquired by *infoUSA* in 1999, and has been a leader in this space since 1917. The Donnelley Group has a sales force of over 200 account executives that call on Fortune 2000 companies. These clients have a sophisticated need for databases, database marketing, and now e-mail marketing. Under the Donnelley Group, we have nine different companies that specialize in their own respective markets. These companies are Donnelley Marketing, Walter Karl, Edith Roman, Catalog Vision, Triplex, Yesmail, @Once, Value Added Reseller Group and OneSource. OneSource is the only company which has a true global database of 900,000 businesses and 11.5 million executives by title. This database is used by multinational companies for market research, prospect development, and other modeling and research applications.

*infoUSA* has an extensive sales channel into medium and small businesses, SOHO markets, and salespeople. We sell directly to these markets. We employ several distribution channels such as direct mail, telemarketing, e-mail marketing, and our own sales force. We have over 700 account executives that have developed relationships with these clients.

More than 4 million customers have used our information in the form of sales leads, prospect lists, mailing labels, printed directories, 3 x 5 cards, computer diskettes, business credit reports, DVDs, and on the Internet. Our information is used by businesses for sales leads, mailing lists, credit decisions, market research, competitive analysis, and management of vendor relationships. Sales people and small business owners use our information for new prospects, due diligence, and other day-to-day information purposes.

### **Sales Genie, Credit.Net, SalesLeadsUSA . . . Subscription Model**

In the past, *infoUSA* sold sales leads and mailing lists on an as needed basis. We realized that our customers need this information every day. We developed an Internet based service called Sales Genie for the small business & SOHO market. This is an Internet based database delivery service. All of our databases can be accessed on a unlimited basis for a flat price of \$250.00 per month. Sales Genie has a built-in contact management software and mapping ability. A small business can get all the sales leads and mailing lists for only \$250.00 per month per user. For additional users the charge is \$100 per user extra. This subscription product is designed for approximately 3.5 million small businesses.

## **Table of Contents**

We have also developed SalesLeadsUSA for one person businesses, contractors, and sales executives. There are 10 million plus prospects in this group. This service offers 4 databases with limited search criteria but still offers customers unlimited sales leads and mailing lists for \$75.00 per month per user, i.e., \$900 per year. This service also has contact management software.

The Company also launched an unlimited business credit report service called Credit.Net in the first quarter of 2004. A customer can obtain unlimited business credit reports for only \$75.00 per month.

Two of our directory divisions, Polk City Directories & Hill-Donnelly Directories, now offer bundled subscription packages for under \$100 per month per user. These bundled packages include printed directory on a customer's immediate region, DVD on the entire state, and Internet access for all of U.S.

This migration from one time sales to subscription based sales is enabling us to have a better relationship with our customers, more predictable revenue, and the ability to offer more services to our customers in the arena of sales solutions.

### **Our Growth Strategy**

There are approximately 14 million businesses in the United States and Canada. All of these businesses are looking for cost effective solutions to find new customers and increase their sales. Our databases and applications enable these businesses to prospect for new customers and increase their sales.

Our goal is to be the leader in proprietary databases of businesses and consumers in the United States and Canada, and to produce innovative products and services that meet the needs of these businesses for finding new prospects and increasing their sales. The information provided by our databases is integral to the new customer acquisition and retention processes for businesses. Our organization is divided into three distinct groups: Database Compilation and Update Group, The *info*USA Group (formerly known as Small & Medium Business Group), and The Donnelley Group (formerly known as The Large Business Customer Group).

Delivery of information via the Internet is the preferred method by our customers. We are investing in Internet technology to develop subscription-based new customer development services for businesses. The Internet has opened up brand new markets for our database products that are increasingly used by our customers for multiple applications. We estimate that our total market potential for our services exceeds \$20 billion per year.

We have grown through more than 20 strategic acquisitions in last ten years. These acquisitions have enabled us to acquire the requisite critical mass to compete over the long term in the direct marketing industry. During 2004, we acquired three companies that opened up brand new distribution channels for our products and applications. Triplex increased our presence in the non-profit sector by providing data processing services and our proprietary content to their fast growing customer base. Edith Roman gave us the premier access to the publishing industry for their list brokerage and list management needs. OneSource brought a compelling application to our business that is increasingly embedded in customer relationship management systems of Global 2000 corporations. These corporations use the OneSource application to access deep information on executives of world's 900,000 largest companies.

As we have consolidated our position in the fastest growing segments of our industry, our goal now is to accelerate our momentum in the market for business intelligence information. Our subscription products, accessed 24/7 over the web by our customers, will be the critical impetus needed to achieve higher than 10% organic revenue growth over the longer term.



**Table of Contents**

**Database Compilation and Update Group**

**Business Databases**

**Consumer Databases**

14 Million U.S. and Canadian Businesses	180 Million Consumers
11.5 Million Executives and Professionals	112 Million Households
5 Million Small Business Owners	65 Million Homeowners
5 Million Business Addresses with Color Photos	15 Million New Movers Per Year
2.6 Million Brand New Businesses	3.1 Million New Homeowners Per Year
3.6 Million Yellow page Advertisers	
1.7 Million Bankruptcy Filers	
900,000 Global Businesses and 2 Million Executives	
600,000 Manufacturers	
410,000 Big Businesses	

We believe that we have the most comprehensive and up-to-date databases of businesses and consumers in the industry. The quality of our databases is far superior to our competitors. It has been repeatedly proven by our customers who have gone to the competition and then came back to get our data.

**Business Databases**

14 Million U.S. and Canadian Businesses
11.5 Million Executives and Professionals
5 Million Small Business Owners
5 Million Business Addresses with Color Photos
2.6 Million Brand New Businesses
3.6 Million Yellow page Advertisers
1.7 Million Bankruptcy Filers
900,000 Global Businesses and 2 Million Executives
600,000 Manufacturers
410,000 Big Businesses

Our proprietary business database contains information on nearly 14 million businesses in the United States and Canada. We believe that we compile the most accurate, timely and comprehensive file of business information

through our proprietary compilation and verification processes. The business database contains a wealth of information about businesses such as: name, address, telephone number, SIC codes, number of employees, business owner and key executive names, credit score and sales volume. We also provide fax and toll free numbers, website addresses, headline news, and public filings including liens, judgments and bankruptcies. Our data can also be further categorized in various segments such as Small Business Owners, Executives at Home, Big Businesses and their Corporate Affiliations, Growing Businesses, Places of Interest, Schools and Female Business Owners.

We compile and update the business information from over 15,000 sources. Most of these sources fall under the following categories:

Yellow Page Directories

White Page Directories

Telephone Surveys

Annual Reports

SEC Filings

Public Filings

**Table of Contents**

In addition, we use information licensed from the United States Postal Service's National Change of Address (NCOA) and Delivery Sequence File (DSF) to update and maintain our business database. Accuracy is the most important characteristic of any database and we believe our database is the most accurate in the industry.

Other databases within our business files include:

*900,000 World's Largest Corporations and 11.5 Million Executives by Job Title.* Our OneSource database of these large corporations and executives is one of the finest in the industry. This database provides a great deal of in-depth information on these individuals and companies, including revenue, asset and corporate linkage.

*200,000 New Businesses Data Per Month.* Our New Business Database contains the repository of newly opened businesses. This database is updated from new business listings and utility new connections and is updated with nearly 50,000 new businesses on a weekly basis.

*Yellow Page Advertising Report.* The report will include all spending by small businesses for Yellow Page advertising. Yellow Page publishers and web advertising firms will be able to sort this information by many selects, including by individual business as well as by SIC code and any geographic region.

*Doctors and Dentists Data.* Our medical file contains a robust database of over 600,000 physicians, surgeons and dentists and contains in-depth information regarding physician specialties, prescription volume, medical schools attended, lifestyle information and many other related data elements.

*Business Address Photographs.* The company introduced the industry's first pictures of storefronts with corresponding longitude and latitude coordinates to its Business Database. Important applications for this data include business credit reports/applications, directory assistance, wireless navigation devices and insurance appraisals/underwriting.

**Consumer Databases**

180 Million Consumers

112 Million Households

65 Million Homeowners

15 Million New Movers Per Year

3.1 Million New Homeowners Per Year

Our consumer database contains approximately 180 million individuals and 112 million households and includes hundreds of data elements. Key elements in our database include: name, address, phone number, age, income, marital status, religion, ethnicity, dwelling type and size, home value, length of residence, and dozens of self-reported lifestyle elements.

We compile and update the consumer database with over 2 billion records annually. Examples of the sources that are used to create the database are:

White Page Directories

Real Estate Assessments

Real Estate Transactions

Public Filings

Voter Registration

Life Style Data

We believe that our consumer data is compiled to the highest accuracy standards in the industry. Additional investment in acquiring and compiling real estate transfer and assessor data has allowed us to improve our coverage and key demographic models.

## **Table of Contents**

Other high value databases we compile are:

*New Mover Database.* We believe that our New Mover database is the most current file in the industry. We compile approximately 15 million new movers annually. Our investment in nationwide utility new connects and disconnects has allowed us to identify new movers as they transact.

*New Homeowners Database.* We believe our New Homeowners database is the most current file in the industry. We compile approximately over 3.1 million new homeowners annually. As stated previously, our investment in nationwide utility new connects and disconnects allows us to identify new homeowners as they transact.

*Occupant Database.* Our Occupant database includes 123 million residential addresses and is used for address only mailings, which result in lower postal rates for direct mail.

*Public Filings Database.* Our Public Filings database contains over 24 million households and businesses that have filed for bankruptcy, or have tax liens or judgments recorded against them.

*Email Database.* Since 2002 we have continued to collect and acquire business and consumer email addresses. We now offer a database of over 50 million consumer and 1.5 million business email addresses with postal addresses that are available for email marketing and email append applications. We have matched the email addresses to our demographic and firm-specific information in our proprietary databases for targeted email marketing campaigns.

*Bankruptcy Filings Database.* Starting in April 2005, we will compile our own bankruptcy file to be delivered to our customers on a weekly basis. This is a very important database for credit card companies, car dealers and other financial services companies.

### ***Products and Services Derived from Our Databases***

We create many products and services from our databases to meet the needs of millions of our current and potential customers. We create products and services such as prospect lists, mailing labels, 3 x 5 cards, diskettes, printed directories, DVDs, business credit reports, and many other online and offline applications. We also offer our information on the Internet through our various websites, such as infoUSA.com, SalesGenie.com, SalesLeadsUSA.com, Fonecart.com, Credit.Net, CityDirectory.com, Drlists.com, referenceUSA.com, newleadsUSA.com, idEXEC.com, and autolistsUSA.com. Our products and data processing services are used by clients for identifying and qualifying prospective customers, initiating direct mail and email campaigns, telemarketing, analyzing and assessing market potential, and surveying competitive markets in order to find new customers and increase their sales. Our data also enables extensive data hygiene and enhancement services and is included by many customers as a value-added enhancement to our flagship MarketZone product line. MarketZone Platinum is a fully hosted data warehousing solution including hygiene, updates, matching, campaign management, selection, reporting, and analytics for direct mail and email campaign development and execution. Market Zone Gold is a web-based prospecting tool allowing customers to integrate their customer and prospect data with infoUSA data in a hosted environment.

### **Our Customers and Potential Markets**

We are organized around two main customer groups: The infoUSA Group (formerly known as the Small & Medium Business Group) and The Donnelley Group (formerly known as The Large Business Group). Our products and services are designed for the unique needs of each group.

#### ***infoUSA Group (formerly the Small & Medium Business Group)***

Approximately 90% of all businesses are small companies with less than 25 employees. Small businesses are the lifeblood of our economy. We dedicated this division to meet the unique sales and marketing needs of small- and medium-sized businesses, including small office and home office businesses, and aspiring entrepreneurs. This market holds about 4 million potential prospects for infoUSA. Our products and services are used to find new customers,

analyze current customers, research new markets and verify business

7

---

**Table of Contents**

information. Our database changes by nearly 65% annually. As a result, our customers have a great need for current information on an ongoing basis. Our *infoUSA* Group offers sales leads and mailing lists in the following formats:

*Subscription-based Services . . . Sales Genie.* All of our databases can be accessed on a unlimited basis for a flat price of \$250.00 per month. Sales Genie has a built-in contact management software and mapping ability. A small business can get all the sales leads and mailing lists for only \$250.00 per month per user. For additional users the charge is \$100 per user extra. This subscription product is designed for approximately 3.5 million small businesses.

*SalesLeadsUSA.* This service offers 4 databases with limited search criteria but still offers customers unlimited sales leads and mailing lists for \$75.00 per month per user, i.e., \$900 per year. This service also has contact management software. There are 10 million salespeople, one person businesses, and SOHO entrepreneurs who are potential customers for this service.

*Printed Prospect Lists, Mailing Labels, and Sales Lead Cards.* The Company's databases can be sliced and diced to create customized sales leads and mailing lists for our customers. Our small business consultants work with a business to select the right criteria such as geography, type of business and size of business to generate the most revenue. The custom list can then be delivered in printed format, put on mailing labels or provided on 3 x 5 index cards.

*Directories and DVD Products Printed Directories, DVD and Internet access.* The Company offers a variety of titles: US Business Directory, State Business Directories, Big Business Directory, Manufacturers Directory, 575,000 Physicians and Surgeons, Households USA, and Entrepreneurs Directory. Each printed directory is bundled with a CD-ROM or DVD and allows for access to the information on the Internet, for one low monthly subscription price. Our customers use the directories for lead generation, telemarketing and reference purposes.

*Credit.net Business Credit Reports.* Our business credit directories include a printed directory bundled with a DVD and Internet access to business credit reports on Credit.Net. The product is used by customers for making credit decisions, verifying company information, assisting in collection support, and identifying potential new customers. Customers can purchase individual business credit reports for \$5 from the Internet or they may select a subscription based plan offering unlimited access to our business credit reports for a flat fee of \$75 per month per user.

*Polk City Directories and Hill-Donnelly Directories.* Two of our directory divisions, Polk City Directories & Hill-Donnelly Directories, now offer bundled subscription packages for under \$100 per month per user. These bundled packages include printed directory on a customer's immediate region, DVD on the entire state, and Internet access for all of U.S.

***Donnelley Group***

Our Donnelley Group (formerly the Large Business Group) serves our largest clients from Global 2000 corporations. This Group is comprised of Donnelley Marketing, Catalog Vision, Triplex, Walter Karl, Edith Roman, Yesmail, OneSource, and the Value Added Reseller Group.

**Donnelley Marketing**

Donnelley Marketing is one of the nation's leading direct marketing solution providers, targeting large size firms where quality data and customer service is needed for their complete solution. Our mission is to help businesses find new customers, grow their sales, reduce selling costs and become more profitable. Donnelley's reputation has been built by delivering consistent results to clients for over 85 years.

Donnelley Marketing serves a variety of industries including traditional direct marketers, packaged goods, retailers, financial institutions, telecommunications, utilities, technology, fund raising, automotive and catalog companies. Our goal in 2004 continued to be to increase client access to our databases and data processing services while reducing turnaround time and lowering costs.

**Table of Contents**

*infoConnect* ONE PASS provides online, real-time data enhancement and file cleansing access to the following databases:

**Business Databases****Consumer Databases**

14 Million U.S. and Canadian Businesses	180 Million Consumers
11.5 Million Executives and Professionals	112 Million Households
5 Million Small Business Owners	65 Million Homeowners
5 Million Business Addresses with Color Photos	15 Million New Movers Per Year
2.6 Million Brand New Businesses	3.1 Million New Homeowners Per Year
3.6 Million Yellow page Advertisers	
1.7 Million Bankruptcy Filers	
900,000 Global Businesses and 2 Million Executives	
600,000 Manufacturers	
410,000 Big Businesses	

Our newly positioned database marketing product, MarketZone® Platinum, is a closed loop, Internet-enabled, fully relational database tool for decision support, campaign management and execution system. We introduced this product to provide our clients the ability to expertly manage their customer relationships. This new product is an e-CRM (customer relationship management) solution that integrates the entire suite of Donnelley Marketing products to create real-time customer content integration. MarketZone Platinum has been very successful for us.

MarketZone® Platinum is an extremely flexible, full function marketing database, campaign management and e-campaign solution which incorporates an engine to support analytic tools for extracting customer insight from today's expanding data sets. MarketZone® Platinum enables Donnelley Marketing to quickly build and deploy custom analytic solutions to meet the evolving demands of our customers.

MarketZone® Platinum's multiple platform applications, modules, and campaign management/e-campaign management components can be leveraged to deliver high-performance analytic applications rapidly. These capabilities, along with our ability to provide data-processing, data and consultative services under one roof make MarketZone® Platinum a very comprehensive & compelling solution.

MarketZone® Platinum can provide the following functions:

Counts and queries

Data export and list selection

Prospect and customer profiling

Intuitive train of thought analysis

Comprehensive analytical reporting



E-mail, direct mail or telemarketing campaign execution

CatalogVision™, a division of Donnelley Marketing, has been specializing in the catalog marketing industry for over 30 years serving both business-to-business and consumer direct marketers. CatalogVision™ clients maximize the return on their promotion dollars through use of our information and processing services. Address integrity and merge/purge toolsets eliminate wasted mailings and optimize postal discounts. Relational marketing database systems enable multi-channel contact management and personalization.

Triplex, acquired in the first quarter of 2004, specializes in providing data processing services to the non-profit sector. Our strategy is to grow this channel by selling more of our own proprietary data content into this channel.

Walter Karl and newly acquired Edith Roman provide list brokerage, list management services and an array of database services to a broad range of direct marketing clients. Walter Karl also specializes in email list

## **Table of Contents**

management and brokerage services for on-line marketers. Our specialized list management services provide a strong revenue base for our customers. In addition, we have our list brokerage business, which recommends and sells specialty lists to a wide range of businesses in many industries.

Yesmail specializes in providing customer retention solutions for direct marketers, publishers and organizations that want to grow their customer database, develop personalized relationships with these customers, and execute more effective email marketing campaigns. Yesmail provides email marketing solutions to their clients that deliver high returns on investment and strong overall results.

### **OneSource Global Business Database**

OneSource, acquired in the second quarter of 2004, provides a compelling application on the world's largest 1,200,000 businesses and executives who comprise these organizations. This application is getting increasingly embedded into the customer relationship management systems of major corporations.

OneSource provides primarily Web-based business and financial information products to professionals who need quick access to timely and reliable company, industry, and market intelligence. OneSource's primary products, the OneSource® Business Browser<sup>SM</sup> products, are password-protected, subscription-based products that provide sales, marketing, finance, and management professionals and consultants with industry and company profiles, research reports, media accounts, executive listings and biographies, and financial information on over 1,200,000 public and private companies. OneSource customers access this information over the Internet using standard Web browsers. As a Web-based solution, the Business Browser product line does not require the purchase of additional computer hardware by the customer.

OneSource products and services are designed to address the information needs of leading professional and financial services firms, technology companies, and other large organizations. OneSource's primary target market consists of Global 5000 business-to-business companies in the technology, professional services, and financial services industries and that employ large direct sales forces.

OneSource customers use the OneSource products for such purposes as account prospecting and management (i.e., business development), competitive and peer analysis, company tracking and monitoring, and company and industry research.

### **Value Added Reseller Group**

The Value Added Reseller Group (formerly the Database Licensing Group) continued its strategy of working with customers for whom data remains the core foundation of their product or service. The strength of our customers' products is predicated on the accuracy, timeliness, and relevance of the data that drives it. Our distribution channel of value added resellers and original equipment manufacturers understand that the success and profitability of their service is largely dependent on the integration of *infoUSA*'s best-in-breed business and consumer information. The information provided by the Licensing group has multiple applications. The company licenses out *infoUSA*'s databases to be used in directory assistance, mapping, in-care navigation, site location analysis and demographic modeling.

Our databases have many applications in addition to sales leads and mailing lists. The rapid proliferation of Internet and broadband technologies in U.S. households and businesses have opened up a cost-effective channel for us to become the leading brand for database applications. Some of our more popular applications include:

Directory Assistance

Mapping applications

In-car navigation application

Site location analysis

Demographic modeling

**Table of Contents****Computer Operations and Database Protection**

The Company currently operates multiple interdependent data centers. Each data center supports key components of the business and together, these sites host the core products and services that are offered by *infoUSA* and provide redundancy and business continuity to the organization. We have made significant investments in these data centers to provide a highly available and secure environment to operate our business and process information.

**Competition**

The business and consumer marketing information industry is highly competitive. We believe that the ability to provide proprietary consumer and business databases along with data processing and database marketing services is a key competitive advantage. A number of competitors are active in specific aspects of our business. In the business sales lead products and credit report market, we face competition primarily from D & B (e.g. Dun & Bradstreet). In consumer databases, we compete primarily with Acxiom, Experian, Equifax and Harte-Hanks Data Technologies, both directly and through reseller networks.

**Employees**

As of December 31, 2004, we employed 2,332 people on a full-time basis. None of our employees is represented by a labor union or is the subject of a collective bargaining agreement. We have never experienced a work stoppage and believe that our employee relations are good.

**Executive Officers of the Registrant**

The executive officers of the Company are as follows:

Name	Age	Position
Vinod Gupta	58	Chairman of the Board and Chief Executive Officer
Raj Das	34	Chief Financial Officer
Fred Vakili	51	Executive Vice President of Administration and Chief Administrative Officer
Ray Butkus	53	President, Donnelley Marketing
D. Joseph Thayer	38	Executive Vice President of Sales and Marketing
Monica Messer	42	Chief Operations Officer, Database Compilation and Technology Group and Chief Information Officer
Edward C. Mallin	55	President, Walter Karl

*Vinod Gupta* is the founder of the Company and has been Chairman of the Board of the Company since its incorporation in 1972. Mr. Gupta served as Chief Executive Officer of the Company from the time of its incorporation in 1972 until September 1997 and since August 1998. Mr. Gupta holds a B.S. in Engineering from the Indian Institute of Technology, Kharagpur, India, and an M.S. in Engineering and an M.B.A. from the University of Nebraska. Mr. Gupta also was awarded an Honorary Doctorate from the Monterey Institute of International Studies and an Honorary Doctorate from the University of Nebraska. He was appointed by President Clinton to serve as a Trustee on the Kennedy Center for Performing Arts in Washington, D.C.

*Raj Das* has served as Chief Financial Officer since September 2003. Over the last ten years, Mr. Das worked in investment banking, most recently as a Vice President for Ladenburg Thalmann & Co. Inc., from April 2002 to August 2003, specializing in merger and acquisition and private equity transactions in the technology and media sectors. Prior to that, Mr. Das was a Vice President in the Technology Investment Banking Group at Bear, Stearns & Co. Inc. from August 2000 to October 2001, where he focused primarily on wireless and enterprise software, services, and infrastructure companies. Prior to that, Mr. Das was a Vice President in the Information and Internet Services Group at ING Barings LLC from February 1998 to August 2000, where he focused on advertising agencies, transaction processors, IT outsourcers, and Internet and marketing services providers. Prior to that, Mr. Das served as an Associate in the Investment Banking



**Table of Contents**

Department at Brenner Securities Corporation from June 1996 to February 1998 and as an Analyst in the M&A Department at Smith Barney Inc. from June 1993 to June 1995. In these capacities, he has originated and executed a wide range of financing, restructuring, and M&A transactions. From June 1995 to June 1996, Mr. Das worked as an Analyst in the Corporate Strategic Planning department at PepsiCo, Inc. Mr. Das is a *summa cum laude* graduate with a Bachelor of Science in Economics degree from The Wharton School of the University of Pennsylvania.

*Fred Vakili* has served as Executive Vice President of Administration and Chief Administrative Officer since August 1998. Mr. Vakili served as Senior Vice President of Special Projects from October 1997 to August 1998, as Senior Vice President of Value Added-Resellers Group and Canada Operations from May 1987 to October 1997, and as Senior Vice President of various Company divisions from 1985 to 1987. Mr. Vakili joined the Company in 1985 as the Product Manager for the Directory Group. Mr. Vakili holds a B.S. in Industrial Engineering and Management from Iowa State University.

*Ray Butkus* has served as President of Donnelley Marketing since December 2002. Mr. Butkus previously served as President and Chief Operating Officer of Naviant Marketing Solutions from early 1999 until the successful merger of the Company with Naviant Markets Group in late 2001. Mr. Butkus was the Vice President and General Manager for IntelliQuest's IQ2 Net division from January 1998 through August 1999. Mr. Butkus was President and Chief Operating Officer of GEN Logistics Systems, a start-up Cyberspace venture providing information services to the transportation industry, from 1996 to 1997. Mr. Butkus worked for AT&T from 1976 to 1996, most recently as Sales Vice President, where he was responsible for a 700 person sales force and \$650 million in annual revenues. Mr. Butkus holds a B.S. in Business Management from Providence College. Mr. Butkus also holds a MBA from the University of Puget Sound and is a graduate of Harvard Business School's Advanced Management Program.

*D. Joseph Thayer* has served as Executive Vice President of Sales and Marketing for the *infoUSA* Group since February 2005, as President of the *infoUSA* Small Business Group from May 1999 to February 2005, as Senior Vice President of the *infoUSA* Vertical Markets Group from October 1997 to May 1999, and as a Vice President and General Manager since joining the Company in 1993. Prior to that, Mr. Thayer worked as a manager for US West, Inc., and as a legislative aide handling foreign trade and agricultural issues in the United States House of Representatives. Mr. Thayer holds a B.A. in Political Science from the University of Nebraska, and a Master's degree in Business Administration and Marketing from Auburn University.

*Monica Messer* has served as Chief Operations Officer since October 2003, as President of the Database Compilation and Technology Group and Chief Information Officer of the Company from February 1997 to October 2003, and served as a Senior Vice President of the Company from January 1996 to January 1997. Ms. Messer joined the Company in 1983 and has served as a Vice President of the Company since 1985. Ms. Messer holds a B.S. in Business Administration from Bellevue University and is an alum of the Stanford Business School Executive Education program in Strategy and Organization.

*Edward C. Mallin* has served as President of Walter Karl since June 1998, as Executive Vice President of the National Accounts Division from January 1997 to June 1998 and as President of Compilers Plus from January 1990 to May 1998. Prior to that, Mr. Mallin was Executive Vice President of Compilers Plus which the Company acquired in January 1990. Mr. Mallin holds a B.A. in History from the University of Bridgeport and an M.A. in Business Administration from New York University.

**Website Information**

The Company has a website at [www.infousa.com](http://www.infousa.com). Contents of the website are not part of, or incorporated by this reference, into this Annual Report. The Company has made available on its website all annual and quarterly reports, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after the Company has filed such material with, or furnished it to, the SEC.

**Table of Contents****Item 2. Properties**

Our headquarters are located in a 148,000 square foot facility in Omaha, Nebraska, where we perform sales and administrative activities. Order fulfillment, shipping, and data center operations are conducted at our 30,000 square foot Carter Lake, Iowa facility, which is located 15 miles from our headquarters. Administration and management are also located in a 24,000 square foot facility in Omaha, Nebraska, which is adjacent to our sales and administration facility. Data compilation, telephone verification, data and product development, and information technology services are conducted at our 130,000 square foot Papillion, Nebraska facility which is located about 5 miles from our headquarters. Donnelley Marketing catalog sales operations are performed in a 40,000 square foot location in Marshfield, Wisconsin. We own these facilities, as well as adjacent land at certain locations for possible future expansion.

We lease sales office space at approximately 70 different locations in the United States, Canada and the United Kingdom, the aggregate rental obligations of which are not significant.

**Item 3. Legal Proceedings**

There are no material pending legal or governmental proceedings involving the Company, other than ordinary routine litigation, incidental to the business of the Company.

**Item 4. Submission of Matters to a Vote of Securityholders**

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this 2004 Annual Report on Form 10-K.

**PART II****Item 5. Market for the Registrant's Common Equity and Related Stockholder Matters**

Our Common Stock, \$0.0025 par value, is traded on the NASDAQ National Market System under the symbol IUSA.

The following table sets forth the high and low closing prices for our Common Stock during each quarter of 2004 and 2003.

**Common Stock**

	<b>High</b>	<b>Low</b>
<b>2004</b>		
Fourth Quarter	\$ 11.62	\$ 9.35
Third Quarter	\$ 10.50	\$ 7.81
Second Quarter	\$ 11.44	\$ 8.77
First Quarter	\$ 10.52	\$ 7.56
<b>2003</b>		
Fourth Quarter	\$ 8.76	\$ 7.41
Third Quarter	\$ 9.88	\$ 7.23
Second Quarter	\$ 8.15	\$ 4.87
First Quarter	\$ 5.07	\$ 4.10

On March 10, 2005, the last reported sale price in the NASDAQ National Market System for our Common Stock was \$10.08 per share. As of March 15, 2005, there were 118 stockholders of record of the Common Stock, and an estimated additional 2,600 stockholders who held beneficial interests in shares of Common Stock registered in nominee names of banks and brokerage houses.

**Table of Contents**

On January 25, 2005, the Board of Directors of the Company declared a cash dividend of \$0.20 per common share. The dividend payments, totaling \$10.6 million, were paid on March 1, 2005, to shareholders of record as of the close of business on February 8, 2005. This dividend represents the first dividend paid by the Company. This dividend is an annual dividend, and the Board of Directors has to declare any future annual dividends. No assurance can be given that dividends will be paid in the future since they are dependent on earnings, cash flows from operations, the financial condition of the Company and other factors. The existing credit agreements have certain restrictions on the ability to declare dividends on our common stock.

The information required by this section concerning securities authorized for issuance under equity compensation plans is set forth in or incorporated by reference into Part III, Item 12 of this Annual Report and Note 10 in our consolidated financial statements included in this Annual Report.

**Table of Contents****Item 6. Selected Consolidated Financial Data**

The following selected consolidated financial data as of the end of, and for each of the years in the five-year period ended December 31, 2004 are derived from the Company's audited Consolidated Financial Statements and should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the Consolidated Financial Statements and related notes included elsewhere in this Form 10-K. The Company has made several acquisitions since 2000 that would affect the comparability of historical data. See Management's Discussion and Analysis of Financial Condition and Results of Operations. The Consolidated Financial Statements as of December 31, 2004 and 2003, and for each of the years in the three-year period ended December 31, 2004, are included elsewhere in this Form 10-K.

	<b>Year Ended December 31,</b>				
	<b>2004</b>	<b>2003</b>	<b>2002</b>	<b>2001</b>	<b>2000</b>
	<b>(In thousands, except per share data)</b>				
<b>Consolidated Statement of Operations Data:</b>					
Net sales	\$ 344,859	\$ 311,345	\$ 302,516	\$ 288,738	\$ 305,668
Costs and expenses:					
Database and production costs	102,838	87,074	84,710	80,880	101,831
Selling, general and administrative	166,715	144,068	131,985	112,402	149,721
Depreciation of operating assets	14,062	14,573	14,773	17,873	20,005
Amortization of intangible assets(1)	15,875	13,276	13,310	30,254	32,190
Impairment of assets(2)					2,135
Acquisition costs(3)	321	57	181	493	2,287
Non-cash stock compensation	779	219	52	448	3,113
Restructuring charges(4)	2,940	1,861	2,531	4,899	5,800
Provision for litigation settlement(5)		1,667	417	1,104	
Total costs and expenses	303,530	262,795	247,959	248,353	317,082
Operating income (loss)	41,329	48,550	54,557	40,385	(11,414)
Other income (expense):					
Investment income	(190)	1,149	179	953	1,250
Interest expense	(9,210)	(11,547)	(16,059)	(25,285)	(26,651)
Minority interest income				282	6,294
Gain on issuance of subsidiary stock(6)					14,634
Other charges(7)	(3,157)	(6,385)	(5,528)		
Income (loss) from continuing operations before income taxes, and cumulative effect of change in accounting principle	28,772	31,767	33,149	16,335	(15,887)
Income tax expense	10,934	12,072	12,713	11,371	1,320
Income (loss) from continuing operations before cumulative effect of a change in accounting principle	17,838	19,695	20,436	4,964	(17,207)



Loss from discontinued operations, net of tax(8)						(4,160)				
Cumulative effect of a change in accounting principle, net of tax(9)						(10,266)				
Net income (loss)	\$	17,838	\$	19,695	\$	20,436	\$	4,964	\$	(31,633)
Basic earnings (loss) per share from continuing operations	\$	0.34	\$	0.38	\$	0.43	\$	0.10	\$	(0.34)
Diluted earnings (loss) per share from continuing operations	\$	0.33	\$	0.38	\$	0.43	\$	0.10	\$	(0.34)
Basic earnings (loss) per share	\$	0.34	\$	0.38	\$	0.40	\$	0.10	\$	(0.63)
Diluted earnings (loss) per share	\$	0.33	\$	0.38	\$	0.40	\$	0.10	\$	(0.63)
Weighted average shares outstanding basic		52,851		51,576		51,170		50,651		50,304
Weighted average shares outstanding diluted		53,564		51,714		51,193		50,651		50,304

**Table of Contents**

	<b>December 31,</b>				
	<b>2004</b>	<b>2003</b>	<b>2002</b>	<b>2001</b>	<b>2000</b>
<b>Consolidated Balance Sheet Data:</b>					
Working capital (deficit)	\$ (56,737)	\$ (13,065)	\$ (13,290)	\$ (3,670)	\$ 19,943
Total assets	509,436	366,346	393,386	419,088	463,545
Long-term debt, including current portion	196,226	139,765	190,428	225,670	258,652
Stockholders equity	171,475	146,221	118,328	95,797	90,970

- (1) Effective July 1, 2001, the Company adopted the provisions of Statement of Financial Accounting Standard (SFAS) No. 141, Business Combinations, and the provisions of SFAS No. 142, Goodwill and Other Intangible Assets. As required by SFAS 142, goodwill amortization was not recorded on new acquisitions after July 1, 2001 for fiscal year 2001 and no goodwill amortization was recorded during 2004, 2003 and 2002, respectively.
- (2) During 2000, the Company recorded an impairment loss of \$2.1 million for certain capitalized software development costs, fixed assets related to the abandoned infoPIX business photograph project, as well as a cost for a proposed public offering and leasehold improvement costs of *infoUSA.com*, a subsidiary of the Company.
- (3) Includes the following acquisition costs: 1) \$0.3 million in 2004 for various acquisitions, including Triplex, Edith Roman and OneSource, 2) \$0.1 million in 2003 for various acquisitions, including Clickaction, Yesmail and Markado 3) \$0.2 million related to various acquisitions made during 2002, 4) \$0.5 million in 2001 for the acquisition of Polk City Directories from Equifax, Inc., and 5) \$1.8 million in 2000 for the attempted acquisition of the consumer database division of R.L. Polk and \$0.5 million related to the acquisitions of idEXEC, American Church Lists and Getko Direct Response. These costs are not direct costs of acquisition and therefore cannot be capitalized as part of the purchase price. Rather, these are general and administrative costs incurred in connection with the integration of these businesses.
- (4) During 2004, the Company recorded restructuring charges for severance costs of \$2.9 million for 376 employees terminated during the year. During 2003, the Company recorded restructuring charges for severance costs of \$1.9 million for 140 employees terminated during the year. During 2002, the Company recorded restructuring charges for severance costs of \$2.5 million for 230 employees terminated during the year. During 2001, the Company recorded the following restructuring charges: 1) \$2.1 million of severance costs for the termination of 265 employees, and 2) estimated lease termination costs of \$2.8 million associated with the *infoUSA.com* Foster City, California location. During 2000, the Company recorded the following restructuring charges: 1) \$2.1 million of severance costs for 350 employees terminated during December 2000, and 2) lease termination costs of \$3.7 million associated with the *infoUSA.com* Foster City, California location.
- (5) During 2003, 2002 and 2001, the Company settled legal issues totaling \$1.7 million, \$0.4 million and \$1.1 million, respectively, in connection with the settlement of various contractual disputes.
- (6) During 2000, *infoUSA.com* completed its second round of venture capital financing. As a result of the issuance of common stock of this subsidiary, the Company recorded a gain of \$14.6 million.
- (7)

During 2004, the Company recorded other charges totaling \$3.2 million for: 1) \$0.6 million for non-amortized debt issue costs and a \$1.5 million premium to purchase \$30.0 million of the Company's 92% Senior Subordinated Notes, 2) \$0.1 million for non-amortized debt issue costs for a prior credit facility as a result of the financing of a new Credit Facility in March 2004, and 3) \$1.0 million for an other-than-temporary decline in the value of a non-marketable equity investment. During 2003, the Company recorded other charges totaling \$6.4 million for: 1) \$1.6 million for non-amortized debt issue costs and a \$3.2 million premium to purchase \$67 million of the Company's 92% Senior Subordinated Notes, 2) \$0.8 million in bank fees to amend and restate the Senior Secured Credit Facility and \$0.8 million in non-amortized costs associated with the previous credit facility. During 2002, the Company recorded other charges totaling \$5.5 million for: 1) a loss of \$2.8 million for the net unamortized debt issue costs related to the Deutsche Bank credit facility, 2) a loss of \$1.1 million for an other-than-temporary decline in the value of a nonmarketable equity investment, 3) a loss of \$1.2 million

**Table of Contents**

for the reclassification of an interest rate swap agreement due to the refinancing of the Company's senior debt credit facility during the year, and 4) a loss related to the Company's repurchase of \$9.0 million of its 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes. As part of the repurchases, the Company recorded a loss totaling \$0.4 million for net unamortized debt issue costs related to the Senior Subordinated Notes and for amounts paid in excess of carrying value of the debt.

- (8) During December 2000, the Company discontinued the operations of its VideoYellowPages.com Internet unit and recorded a loss of \$4.2 million, net of tax. The loss is comprised of two components: 1) the loss of its results of operations of \$3.4 million, net of tax for the full fiscal year, and 2) charges totaling \$0.8 million, net of tax, for asset impairments.
- (9) During 2000, the Company changed its revenue recognition method for data licensing revenue. Effective January 1, 2000, the Company began to recognize revenue on data license arrangements on a straight-line basis. This change in method was made because a growing proportion of such license revenue is from long-term and continuous access agreements. The Company believes the newly adopted method of accounting better reflects the service commitment inherent in its various license agreements. The cumulative effect of the change in method of \$10.3 million is net of income tax benefit of \$3.5 million.

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

This discussion and analysis contains forward-looking statements, including without limitation statements in the discussion of comparative results of operations, accounting standards and liquidity and capital resources, within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933, which are subject to the "safe harbor" created by those sections. The Company's actual future results could differ materially from those projected in the forward-looking statements. Some factors which could cause future actual results to differ materially from the Company's recent results or those projected in the forward-looking statements are described in "Factors that May Affect Operating Results" below. The Company assumes no obligation to update the forward-looking statements or such factors.

**GENERAL****Overview****Products and Services**

We are the leading provider of sales leads and mailing lists to millions of businesses in order for them to find new prospects and grow their sales. *infoUSA* compiles and updates over 15 databases under one roof in Omaha, Nebraska. Our customers include salespeople, small office/home office (SOHO) entrepreneurs, small and medium businesses, and Fortune 2000 corporations. Our database is also part of major directory assistance search firms like Yahoo!, Google, AOL, and in-car navigation companies. Most cars with GPS devices today use *infoUSA* databases. Databases compiled and continually updated are as follows:

**Business Databases****Consumer Databases**

14 Million U.S. and Canadian Businesses

180 Million Consumers

11.5 Million Executives and Professionals

112 Million Households

5 Million Small Business Owners

65 Million Homeowners

5 Million Business Addresses with Color Photos

15 Million New Movers Per Year

2.6 Million Brand New Businesses

3.1 Million New Homeowners Per Year

3.6 Million Yellow page Advertisers

1.7 Million Bankruptcy Filers

900,000 Global Businesses and 2 Million Executives

600,000 Manufacturers

410,000 Big Businesses

**Table of Contents**

We employ over 600 full time people to compile and update the databases from thousands of public sources such as yellow pages, white pages, newspapers, incorporation records, real estate deed transfers, and various other sources. For the business database, we make over 20 million phone calls a year to verify the name of the owner or key executive, their address, number of employees, number of PCs, fax numbers, e-mail addresses, and other information.

The databases change by roughly 65% per year. We spend over \$50 million a year to update these databases and related database management systems. We believe that we have the finest and most accurate databases in the industry. We believe there is no other company that compiles and updates so many databases all under one roof.

We have also developed proprietary software for direct marketing applications, database marketing applications, e-mail marketing applications, telemarketing applications, and other sophisticated modeling applications. Our proprietary software enhances the value of our databases to the customer.

New initiatives in 2004 and 2005 include:

Yellow Page Advertising Expense Report

Business Address Photographs

Sales Genie

Credit.Net

*Sales & Marketing Strategy*

*infoUSA* has over 4 million customers who have used our sales leads and mailing lists. They use our databases to find new customers and grow their sales. That is why the logo of *infoUSA* bears the mark Sales Solutions.

For our large clients, we distribute our databases and services through the Donnelley Group. Donnelley Marketing, the flagship Company within the Donnelley Group, was acquired by *infoUSA* in 1999, and has been a leader in this space since 1917. The Donnelley Group has a sales force of over 200 account executives that call on Fortune 2000 companies. These clients have a sophisticated need for databases, database marketing, and now e-mail marketing. Under the Donnelley Group, we have seven different companies that specialize in their own respective markets. These companies are Donnelley Marketing, Walter Karl, Edith Roman, Catalog Vision, Triplex, Yesmail, @Once, and OneSource. OneSource is the only company which has a true global database of 900,000 businesses and 2 million executives by title. This database is used by multinational companies for market research, prospect development, and other modeling and research applications.

*infoUSA* has an extensive sales channel into medium and small businesses, SOHO markets, and salespeople. We sell directly to these markets. We employ several distribution channels such as direct mail, telemarketing, e-mail marketing, and our own sales force. We have over 700 account executives that have developed relationships with these clients.

More than 4 million customers have used our information in the form of sales leads, prospect lists, mailing labels, printed directories, 3 x 5 cards, computer diskettes, business credit reports, DVDs, and on the Internet. Our information is used by businesses for sales leads, mailing lists, credit decisions, market research, competitive analysis, and management of vendor relationships. Sales people and small business owners use our information for new prospects, due diligence, and other day-to-day information purposes.

*Sales Genie, Credit.Net, SalesLeadsUSA . . . Subscription Model*

In the past, *infoUSA* sold sales leads and mailing lists on an as needed basis. We realized that our customers need this information every day. We developed an Internet based service called Sales Genie for the small business & SOHO market. This is an Internet based database delivery service. All of our databases can be accessed on a unlimited basis for a flat price of \$250.00 per month. Sales Genie has a built-in contact

**Table of Contents**

management software and mapping ability. For additional users the charge is \$100 per user extra. This subscription product is designed for approximately 3.5 million small businesses.

We have also developed SalesLeadsUSA for one person businesses, contractors, and sales executives. There are 10 million plus prospects in this group. This service offers 4 databases with limited search criteria but still offers customers unlimited sales leads and mailing lists for \$75.00 per month per user, i.e., \$900 per year. This service also has contact management software.

The Company also launched an unlimited business credit report service called Credit.Net in the first quarter of 2004. A customer can obtain unlimited business credit reports for only \$75.00 per month.

Two of our directory divisions, Polk City Directories & Hill-Donnelly Directories, now offer bundled subscription packages for under \$100 per month per user. These bundled packages include printed directory on a customer's immediate region, DVD on the entire state, and Internet access for all of U.S.

This migration from one time sales to subscription based sales is enabling us to have a better relationship with our customers, more predictable revenue, and the ability to offer more services to our customers in the arena of sales solutions.

*Financial Performance*

Operating income for 2004 was \$41.3 million, or 12% of net sales, down from \$48.6 million, or 16% of net sales, for 2003. The primary reasons for the decline in operating income were (i) higher operating cost structures associated with the companies we acquired during 2004 including Triplex, Edith Roman and OneSource, and (ii) deferral of approximately \$8.9 million of revenues during 2004 related to accounting for our new line of subscription products.

*Mergers and Acquisitions*

Internal revenue growth is the primary objective of the Company. However, we still look for strategic acquisitions, which are opportunistic in nature. We like to acquire companies where we can get better than 25% operating margin. During 2002 and 2003, the Company acquired DoubleClick's email deployment business, ClickAction®, Yesmail® and Markado®. As described in the notes to the accompanying financial statements, the Company acquired the following entities in 2004: (i) Triplex, a provider of direct marketing and database marketing services to nonprofit and catalog customers; (ii) Edith Roman®, a provider of list brokerage and list management services, data processing services and email marketing services; and (iii) OneSource, a provider of a global database of over 900,000 of the largest business worldwide. This database is deep in content and includes financial information and other public information.

The Company has systematically integrated the operations of the acquired companies into existing operations of the Company. In most cases, the results of operations for these acquired activities are no longer separately accounted for from existing activities. The Company cannot report the results of the operations of acquired companies upon completion of the integration as the results are commingled with existing results. Additionally, upon integration of the acquired operations, the Company frequently combines acquired products or features with existing products, and experiences significant cross selling of products between business units, including sales of acquired products by existing business units and sales by acquired business units of existing products. Due to recent and potential future acquisitions, future results of operations will not be comparable to historical data.

*Summary of Acquisitions*

Through acquisitions, the Company has increased its presence in the consumer marketing information industry, greatly increased its ability to provide data processing and e-mail marketing solutions, added to its consumer CD-ROM/ DVD product lines, increased its presence in list management and list brokerage

**Table of Contents**

services and broadened its offerings of business and consumer marketing information. The following table summarizes the more significant acquisitions:

<b>Acquired Company</b>	<b>Key Asset</b>	<b>Principal Business Segment</b>	<b>Type of Acquisition</b>	<b>Date Acquired</b>	<b>Transaction Value (in millions)(1)</b>
Digital Directory Assistance	Consumer CD-Rom Products	<i>infoUSA</i> group	Asset purchase	August 1996	\$ 17
County Data Corporation	New Businesses Database	<i>infoUSA</i> group	Pooling-of-interests	November 1996	\$ 11
Marketing Data Systems	Data Processing Services	Donnelley group	Asset purchase	November 1996	\$ 3
BJ Hunter	Canadian Business Database	<i>infoUSA</i> group	Stock purchase	December 1996	\$ 3
Database America Companies	Consumer Database and Data Processing Services	Donnelley group	Stock purchase	February 1997	\$ 105
Pro CD	Consumer CD-Rom Products	<i>infoUSA</i> group	Asset purchase	August 1997	\$ 18
Walter Karl	Data Processing and List Management Services	Donnelley group	Stock purchase	March 1998	\$ 19
JAMI Marketing	List Management Services	Donnelley group	Asset purchase	June 1998	\$ 13
Contacts Target Marketing	Canadian Business Database	<i>infoUSA</i> group	Asset purchase	July 1998	\$ 1
Donnelley Marketing	Consumer Database and Data Processing Services	Donnelley group	Stock purchase	July 1999	\$ 200
American Church Lists	Religious Institution Database	<i>infoUSA</i> group	Stock purchase	March 2000	\$ 2
IdEXEC	Executives Database	Donnelley group	Asset purchase	May 2000	\$ 7
Getko Direct Response	Canadian Consumer Database and Data Processing Services	<i>infoUSA</i> group	Asset purchase	May 2000	\$ 2
InfoUSA.com minority interest	Internet license and products	Donnelley group	Asset purchase	August 2001	\$ 25
Polk City Directories	Business Directories Products	<i>infoUSA</i> group	Asset purchase	October 2001	\$ 6



Edgar Filing: INFOUSA INC - Form 10-K

DoubleClick e-mail list business	e-mail list business	Donnelley group	Asset purchase	March 2002	\$	2
Hill Donnelly	Business Directories Products	infoUSA group	Asset purchase	June 2002	\$	2
City Publishing	Business Directories Products	infoUSA group	Asset purchase	September 2002	\$	2
ClickAction	E-mail solutions provider and e-mail list business	Donnelley group	Stock purchase	December 2002	\$	4
Yesmail	E-mail solutions provider and e-mail list business	Donnelley group	Stock purchase	March 2003	\$	4
Markado	E-mail solutions provider and e-mail list business	Donnelley group	Asset purchase	September 2003	\$	1
Triplex	Data processing services	Donnelley group	Stock purchase	February 2004	\$	8
Edith Roman	List brokerage and management services	Donnelley group	Stock purchase	June 2004	\$	14
OneSource	International database and internet browser applications	Donnelley group	Stock purchase	June 2004	\$	109

(1) Transaction value includes total consideration paid including cash paid, debt and stock issued plus long-term debt repaid or assumed at the date of acquisition plus, in the case of DBA, a subsequent purchase price adjustment in October 1997.

In February 2005, infoUSA acquired @Once. The purchase price was \$8.1 million. @Once is a retention based e-mail technology company with operations similar to Yesmail s.

The Company frequently evaluates the strategic opportunities available and intends to pursue strategic acquisitions of complementary products, technologies or businesses that it believes fit its business strategy. In connection with future acquisitions, the Company expects that it will be required to incur additional acquisition-related charges to operations.

On February 10, 2005, the Company announced that it proposed to acquire Digital Impact, Inc. (Nasdaq: DIGI) for \$2.00 per share in cash. The Company s proposal has been communicated to the Digital Impact board of directors but has not yet resulted in a substantive discussion regarding the terms of a potential transaction. Based on publicly available information with respect to Digital Impact, based on the \$2.00 per share price, the transaction would have a total equity value of approximately \$74 million. At this time, there is no certainty whether this transaction will be consummated at \$2.00 per share or at all.

**Table of Contents**

Associated with the acquisitions previously described, the Company recorded amortization expense on goodwill and other purchased intangibles as summarized in the following table (amounts in thousands):

Fiscal Year	Amount
2000	\$ 32,190
2001	30,254
2002	13,310
2003	13,276
2004	15,875

***Critical Accounting Policies and Estimates***

Our significant accounting policies are described in Note 2 to the audited Consolidated Financial Statements. Of those policies, we have identified the following to be the most critical because they are the most important to our portrayal of our results of operations and financial condition and they require subjective or complex management judgments:

Revenue recognition and related estimates of valuation allowances for doubtful accounts, sales returns and other allowances;

Database acquisition, development and maintenance expenses; and

Valuation of long-lived and intangible assets and goodwill.

*Revenue recognition.* Revenue from the sale of prospect lists (paper form or electronic), mailing labels, published directories, other sales lead products and DVD and CD information products are recognized upon shipment. These product sales are typically evidenced by a written purchase order or by credit card authorization. Terms and conditions for retail channel sales of DVD and CD information products include rights of return. Accordingly, we estimate and record an allowance for product returns and reduce the amount of recognized revenue by anticipated product returns. The estimate of the product returns is made by giving consideration to the historical trends in sales and product returns, estimates of product inventory currently in the channel of distribution, and the timing and release of new product versions. List brokerage sales revenues are recognized net of costs.

Data processing and e-mail customer retention solution revenues are billed on a time and materials basis, with the recognition of revenue occurring as the services are rendered to the customer.

Revenue from the licensing of our data to third parties and the sale of our subscription-based products are recognized on a straight-line basis over the life of the agreement, when we commit to provide the customer either continuous data access (i.e., 24/7 access via the Internet) or updates of data files over a period of time. Licenses and subscriptions are evidenced by written contracts. We also license data to customers with no such commitments. In those cases, we recognize revenue when the data is shipped to the customer, provided all revenue recognition criteria have been met.

We assess collectibility of revenues and our allowance for doubtful accounts based on a number of factors, including past transaction history with the customer and the credit-worthiness of the customer. We do not request collateral from our customers. An allowance for doubtful accounts is established to record our trade accounts receivable at estimated net realizable value. If we determine that collection of revenues are not reasonably assured at or prior to the delivery of our products, we recognize revenue upon the receipt of cash. Cash-basis revenue recognition periodically occurs in those cases where we sell or license our information products to a poorly capitalized company, such as an Internet startup company. However, sales recognized on this basis are not a significant portion of our total revenues.

*Database Costs.* The Company's database and production costs are generally charged to expense as incurred and relate principally to maintaining, verifying and updating its databases, fulfilling customer orders and the production of DVD/ CD titles. Costs to develop new databases are capitalized by the Company and amortized upon the successful

completion of the databases, over a period ranging from one to five years. Our cost of maintaining the Company's consumer and business databases does not necessarily vary directly with

**Table of Contents**

revenues since a significant portion of the cost is the maintenance and verification of our existing data. Consequently, operating income may vary significantly with changes in revenue from period-to-period, as our ability to adjust certain elements of our cost structure is limited in the short-run.

Because we expense the costs of maintaining and verifying the Company's existing database, our balance sheet does not include an asset for the value of our database. We believe that our databases of consumer and business information are valuable intellectual property assets. Our success in marketing our products and services depends, in large part, on our ability to maintain an accurate and reliable database of business and consumer information.

*Valuation of long-lived and intangible assets and goodwill.* The Company assesses the impairment of identifiable intangibles, long-lived assets and related goodwill and enterprise level goodwill whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors the Company considered important which could trigger an impairment review included the following:

Significant underperformance relative to historical or projected future operating results,

Significant changes in the manner or use of the acquired assets or the strategy for our overall business,

Significant negative industry or economic trends,

Significant decline in our stock price, and

Our market capitalization relative to net book value.

When we determine that the carrying value of intangibles, long-lived assets and related goodwill and enterprise level goodwill may not be recoverable based upon the existence of one or more of the above indicators of impairment, we measure impairment based on estimated fair value of the assets. Net intangible assets, long-lived assets, and goodwill amounted to \$365.3 million as of December 31, 2004.

The Company completed an impairment test as of October 31, 2004 and 2003, respectively, and determined that no impairment existed. The goodwill impairment test is a two-step process. The first step compares the fair value of a reporting unit with its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered to not be impaired, and the second step of the impairment test is not necessary. However, if the carrying amount of a reporting unit exceeds its fair value, the second step of the goodwill impairment test shall be performed to measure the amount of impairment loss. The second step is essentially a purchase price allocation exercise, which allocates the newly determined fair value of the reporting unit to the assets. For purposes of the allocation, the fair values of all assets, including both recognized and unrecognized intangible assets, are determined. The residual goodwill value is then compared to the carrying value of goodwill to determine the impairment charge.

At December 31, 2004, the Company had seven detail reporting units that possess goodwill and therefore require testing pursuant to SFAS 142. The seven detail reporting units represent a subset of the operating segments reported upon in the accompanying financial statements. These reporting units represent financial information one level lower than the reported operating segments, and these individual reporting units have discrete financial information available and have different economic characteristics.

The Company used the Gordon growth model to calculate residual values. The Gordon growth model refers to the concept of taking the residual year cash flow and determining the value of a growing, perpetual annuity. The long-term growth rate used for each reporting unit ranged from 3% to 5%. The Company used weighted average cost of capitals ranging from 13.0% to 14.4% in its discounted cash flows analysis.

The following accounting policies are also viewed by Company management as significant in the review and analysis of the Company's operating results and financial condition.

*Related party transactions.* As discussed in Note 12 to the audited Consolidated Financial Statements included elsewhere in this Form 10-K, the Company has commonly entered into transactions with entities owned by Mr. Gupta, Chairman and Chief Executive Officer of the Company. The transactions are authorized by the Company's

management and board of directors to support activities related to customer relationship,

**Table of Contents**

business development, new acquisitions and other strategic initiatives. Arrangements between the Company, Annapurna Corporation and other related parties are subject to periodic review by the Company's management and board of directors.

*Income Taxes.* Accounting for income taxes requires significant judgments in the development of estimates used in income tax calculations. Such judgments include, but would not be limited to, the likelihood the Company would realize the benefits of net operating loss carryforwards, the adequacy of valuation allowances, and the rates used to measure transactions with foreign subsidiaries. As part of the process of preparing the Company's financial statements, the Company is required to estimate its income taxes in each of the jurisdictions in which the Company operates. The judgments and estimates used are subject to challenge by domestic and foreign taxing authorities. It is possible that either domestic or foreign taxing authorities could challenge those judgments and estimates and draw conclusions that would cause the Company to incur tax liabilities in excess of those currently recorded. Changes in the geographical mix or estimated amount of annual pretax income could impact the Company's overall effective tax rate.

To the extent recovery of deferred tax assets is not likely based on estimation of future taxable income in each jurisdiction, the Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. Although the Company has considered future taxable income along with prudent and feasible tax planning strategies in assessing the need for the valuation allowance, if the Company should determine that it would not be able to realize all or part of its deferred tax assets in the future, and adjustment to deferred tax assets would be charged to income in the period any such determination was made. Likewise, in the event the Company was able to realize its deferred tax assets in the future in excess of the net recorded amount, an adjustment to deferred tax assets would increase income in the period any such determination was made.

*Investments.* The Company records a non-cash charge to earnings when it determines that an investment has experienced an other than temporary decline in market value. To make this determination, the Company reviews the carrying value of its non-marketable investment securities at the end of each reporting period for impairment. Other-than-temporary impairments are generally recognized if the market value of the investment is below its current carrying value for an extended period, which the Company generally defines as six to nine months, or if the issuer has experienced significant financial declines or difficulties in raising capital to continue operations, among other factors. Future adverse changes in market conditions or poor operating results of underlying investments could result in an inability to recover the carrying value of the recorded non-marketable investment securities, thereby possibly requiring additional impairment charges in the future.

**Results of Operations**

The following table sets forth, for the periods indicated, certain items from the Company's statement of operations data expressed as a percentage of net sales. The amounts and related percentages may not be fully comparable due to the Company's acquisition of the e-mail business from DoubleClick in March 2002, Hill Donnelly in June 2002, City Publishing in September 2002, ClickAction in December 2002, Yesmail in

**Table of Contents**

March 2003, Markado in September 2003, Triplex in February 2004, Edith Roman in June 2004 and OneSource in June 2004:

	<b>Year Ended December 31,</b>		
	<b>2004</b>	<b>2003</b>	<b>2002</b>
<b>Consolidated Statement of Operations Data:</b>			
Net sales	100%	100%	100%
<b>Costs and expenses:</b>			
Database and production costs	30	28	28
Selling, general and administrative	48	46	44
Depreciation	4	5	5
Amortization of intangible assets	5	4	4
Impairment of assets			
Acquisition costs			
Non-cash stock compensation			
Restructuring charges	1	1	1
Provision for litigation settlement		1	
<b>Total costs and expenses</b>	<b>88</b>	<b>85</b>	<b>82</b>
Operating income	12	15	18
Other expense, net	(4)	(5)	(7)
Income before income taxes	8	10	11
Income tax expense	3	4	4
Net income	5%	6%	7%

**(\$ in millions)**

**Other Data:****Sales by Segment:**

infoUSA group	\$ 144.6	\$ 155.3	\$ 155.4
Donnelley group	200.3	156.0	147.1
<b>Total</b>	<b>\$ 344.9</b>	<b>\$ 311.3</b>	<b>\$ 302.5</b>

**Sales by Segment as a Percentage of Net Sales:**

infoUSA group	42%	50%	51%
Donnelley group	58	50	49
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

**2004 Compared to 2003**

***Net sales***

Net sales for 2004 were \$344.9 million, an increase of 11% from \$311.3 million for 2003.

Net sales of the *infoUSA* Group segment for 2004 were \$144.6 million, a 7% decrease from \$155.3 million for 2003. The decrease in net sales is principally due the deferral of revenue totaling \$8.9 million during 2004 related to the sale of subscription-based products.

The *infoUSA* Group segment principally engages in the selling of sales lead generation and consumer DVD products to small to medium sized businesses, small office and home office businesses and individual consumers. This segment also includes the sale of content via the Internet. Historically, this group has principally offered one-time sales leads products, although the group continues to migrate a growing number of customers to subscription-based products. During 2004, the Company began to sell subscription products and to defer the revenues associated with the sale of these subscription-based products. Conversions from one-



**Table of Contents**

time sales to this subscription format will cause this group to experience short-term reductions in reported revenue due to the deferred revenue recognition practices associated with the sale of these types of products. Sales of subscription-based products require the Company to recognize revenues over the subscription period instead of at the time of sale.

Net sales of the Donnelley Group segment for 2004 were \$200.3 million, a 28% increase from \$156.0 million for 2003. The increase was principally due to the acquisition of Triplex in February 2004 and Edith Roman and OneSource in June 2004. The Donnelley Group segment principally engages in the selling of data processing services, Web-based business and financial information products and services, licensed databases, database marketing solutions, e-mail marketing solutions and list brokerage and list management services to large companies. This segment includes the licensing of databases for Internet directory assistance services.

***Database and production costs***

Database and production costs for 2004 were \$102.8 million, or 30% of net sales, compared to \$87.1 million, or 28% of net sales for 2003. The increase in database and production costs principally relates to the acquisition of Triplex in February 2004 and OneSource in June 2004. These acquired companies historically had higher database and production costs structures, expressed as a percentage of net sales, than the Company's existing businesses.

***Selling, general and administrative expenses***

Selling, general and administrative expenses for 2004 were \$166.7 million, or 48% of net sales, compared to \$144.1 million, or 46% of net sales for 2003. The increase in selling, general and administrative expenses principally relates to the Company's planned increase in direct marketing costs and the addition of sales staff beginning during the second half of 2003. Additionally, the increase is due to the acquisition of companies during 2004 including Triplex, Edith Roman and OneSource. These acquired companies historically had higher selling, general and administrative cost structures, expressed as a percentage of net sales, than the Company's existing businesses.

***Depreciation expense***

Depreciation expense for 2004 was \$14.1 million, or 4% of net sales, compared to \$14.6 million, or 5% of net sales for 2003.

***Amortization expense***

Amortization expense for 2004 was \$15.9 million, or 5% of net sales, compared to \$13.3 million, or 4% of net sales for 2003. Amortization expense increased as a percentage of net sales as identifiable intangible assets recorded as part of the acquisition of OneSource totaling \$31.3 million were recorded and subject to amortization. SFAS No. 142 requires the Company to complete an annual impairment test on goodwill and other intangible assets with an indefinite life rather than record amortization expense on those assets. The Company last completed impairment tests as of October 31, 2004, as required by SFAS 142, and established that no impairment exists.

***Non-cash stock compensation expense***

During 2004, the Company recorded non-cash stock compensation expense of \$0.8 million, compared to \$0.2 million for 2003. These charges represent non-cash stock compensation expense related to non-employee consulting agreements. The Company will incur additional non-cash compensation expense for these consultants options during the vesting period of those options. The amount of compensation expense will be affected by changes in the fair value of the Company's common stock and interest rates.

**Table of Contents*****Litigation settlement charge***

During 2002, a principal of one of the acquisitions made by the Company in 1996 was awarded \$1.7 million by an arbitrator for settlement of a dispute regarding exercise of stock options issued by the Company. During 2003, the Company determined that it was not likely to be successful in its appeal of the dispute and recorded a settlement charge of \$1.7 million.

***Restructuring costs***

The Company recorded restructuring charges (severance) during 2004 and 2003 of \$2.9 million and \$1.9 million, respectively, related to workforce reductions as a part of the Company's continuing strategy to reduce unnecessary costs and focus on core operations. The workforce reduction charges included involuntary employee separation costs during 2004 and 2003 for approximately 376 and 140 employees, respectively.

***Acquisition costs***

The Company recorded integration-related costs during 2004 and 2003 of \$0.3 million and \$0.1 million, respectively. Acquisition costs include costs related to unsuccessful acquisition efforts and integration-related costs including general and administrative costs, information system conversion costs and other direct integration-related charges. These costs were not directly related to the recent acquisitions of various companies, and therefore could not be capitalized as part of the acquisitions.

***Operating income***

Including the factors previously described, the Company had operating income of \$41.3 million, or 12% of net sales during 2004, compared to operating income of \$48.6 million, or 15% of net sales for 2003. The decrease in operating income as a percentage of net sales is a result of the following items: 1) increased operating expenses represented as percentage of net sales associated with companies acquired in 2004 including Triplex, Edith Roman and OneSource, and 2) deferred revenue associated with the sale of subscription-based products described in the section net sales above.

Operating income for the infoUSA Group segment for 2004 was \$45.4 million, or 31% of net sales, as compared to \$48.9 million, or 32% of net sales for 2003. Operating costs for the infoUSA Group segment decreased from \$106.4 million for 2003 to \$99.1 million for 2004 (a net decrease of \$7.3 million), although the deferral of revenue totaling \$8.9 million during 2004 related to the sale of subscription-based products offset the cost savings recorded.

Operating income for the Donnelley Group segment for 2004 was \$82.5 million, or 41% of net sales, as compared to \$76.8 million, or 49% of net sales for 2003. The decrease in operating income as a percentage of net sales is principally due to increased operating expenses represented as percentage of net sales associated with companies acquired during 2004 including Triplex, Edith Roman and OneSource.

***Other income (expense), net***

Other expense, net was \$(12.6) million, or 4% of net sales, and \$(16.8) million, or 5% of net sales, for 2004 and 2003, respectively. Other income (expense), net is comprised of interest expense, investment income and other income or expense items, which do not represent components of operating income and operating expense of the Company.

Interest expense was \$9.2 million and \$11.5 million for 2004 and 2003, respectively. The decrease is principally due to lower interest rates on the Company's former credit facility refinanced in May 2003, the reduction in the amount of 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes outstanding and favorable interest rates. Investment income (loss) was \$(0.2) million and \$1.1 million, for 2004 and 2003, respectively.

During 2004, the Company wrote-off deferred financing costs of \$0.1 million related to the prior credit facility as a result of the financing on March 25, 2004 of the Credit Facility.

**Table of Contents**

During 2004 the Company redeemed the remainder of its outstanding 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes of \$30.0 million at a premium of 4.75% to face amount. The premium paid on the redemption was \$1.5 million, representing amounts paid in excess of the carrying value of the debt. As part of the redemption, the Company recorded charges of \$0.6 million for net unamortized debt issue costs related to the Senior Subordinated Notes.

During 2004, the Company recorded a loss of \$1.0 million for an other-than-temporary decline in the value of a nonmarketable equity investment.

During 2003, the Company purchased \$67.0 million of its 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes of which \$11.5 million were from the Chief Executive Officer. All purchases of 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes occurred at the same price and under the same terms. As part of these purchases, the Company recorded charges of \$1.6 million for related net unamortized debt issue costs and \$3.1 million for amounts paid in excess of the carrying value of the debt.

During 2003, the Company expensed \$0.8 million for net unamortized debt issue costs and \$0.8 million in bank fees associated with the refinancing of the credit facility.

***Income taxes***

A provision for income taxes of \$10.9 million and \$12.1 million was recorded during 2004 and 2003, respectively, reflecting an effective income tax rate of approximately 38%.

**2003 Compared to 2002*****Net sales***

Net sales for 2003 were \$311.3 million, an increase of 3% from \$302.5 million in 2002. Net sales of the *infoUSA* Group segment for 2003 were \$155.3 million, a less than 1% decrease from \$155.4 million in 2002. Excluding the results of the Polk City Directories division included within this segment, the *infoUSA* Group segment sales were \$126.7 million in 2003, up 7% from \$118.3 million in 2002. The decrease in net sales for the Polk City Directories division was principally due to changes in the timing of production and delivery of certain printed directories. The *infoUSA* Group segment principally engages in the selling of sales lead generation and consumer DVD products to small to medium sized companies, small office and home office businesses and individual consumers. This segment also includes the sale of content via the Internet.

Net sales of the Donnelley Group segment for 2003 were \$156.0 million, a 6% increase from \$147.1 in 2002. The increase was principally due to the acquisition of ClickAction in December 2002, Yesmail in March 2003 and Markado in September 2003. The Donnelley Group segment principally engages in the selling of data processing services, licensed databases, database marketing solutions, e-mail marketing solutions and list brokerage and list management services to large companies. This segment includes the licensing of databases for Internet directory assistance services.

***Database and production costs***

Database and production costs for 2003 were \$84.1 million, or 28% of net sales, compared to \$84.7 million, or 28% of net sales in 2002.

***Selling, general and administrative expenses***

Selling, general and administrative expenses for 2003 were \$144.1 million, or 46% of net sales, compared to \$132.0 million, or 44% of net sales in 2002. The increase in selling, general and administrative expenses principally relates to the Company's planned increase in direct marketing costs and the addition of approximately 200 sales staff during 2003. Total advertising costs increased \$10.2 million to \$25.3 million during 2003, up from \$15.1 million during 2002. Additionally, the increase is partially due to the acquisition of various companies during 2002 and 2003, including Hill-Donnelley, City Publishing, the e-mail list business of DoubleClick, ClickAction, Yesmail and Markado. These acquired companies historically had higher selling,

**Table of Contents**

general and administrative cost structures, expressed as a percentage of net sales, than the Company's existing businesses. The increase in selling, general and administrative expense was partially offset by a decrease in bad debt expense totaling \$3.4 million during 2003 compared to 2002.

***Depreciation and amortization expenses***

Depreciation and amortization expenses for 2003 totaled \$27.8 million, or 9% of net sales, compared to \$28.1 million, or 9% of net sales in 2002. The Company adopted SFAS No. 142, Goodwill and Other Intangible Assets, as of January 1, 2002. SFAS No. 142 requires the Company to complete an annual impairment test on goodwill and other intangible assets with an indefinite life rather than record amortization expense on those assets. The Company completed impairment tests as of October 31, 2003, as required by SFAS 142, and established that no impairment exists.

***Non-cash stock compensation expense***

During 2003, the Company recorded a non-cash charge of \$219 thousand, compared to \$52 thousand in 2002. The Company recorded non-cash stock compensation expenses related to a non-employee consulting agreement executed during 2002. The Company will incur additional non-cash compensation expense for the 2002 consultant options during the vesting period of those options. The amount of compensation expense will be affected by changes in the fair value of the Company's common stock.

***Restructuring costs***

The Company recorded restructuring charges during 2003 and 2002 of \$1.9 million and \$2.5 million, respectively, related to workforce reductions as a part of the Company's continuing strategy to reduce unnecessary costs and focus on core operations. The workforce reduction charges included involuntary employee separation costs during 2003 and 2002 for approximately 140 and 230 employees, respectively.

***Litigation settlement charges***

The Company recorded charges during 2003 and 2002 of \$1.7 million and \$0.4 million, respectively, related to the Company's disposition of certain legal matters. On May 14, 2002, a principal of one of the acquisitions made by the Company in 1996 was awarded \$1.7 million by an arbitrator for settlement of a dispute regarding exercise of stock options issued by the Company. Although the Company has appealed the arbitrator's decision, the Company's management recorded a litigation charge of \$1.7 million during the three months ended September 30, 2003, for the arbitrator's award.

***Acquisition costs***

The Company recorded integration-related costs during 2003 and 2002 of \$57 thousand and \$181 thousand, respectively. The integration-related costs included consulting costs, information system conversion and other direct integration-related charges. These costs were not directly related to the recent acquisition of various companies, and therefore could not be capitalized.

***Operating income***

Including the factors previously described, the Company had operating income of \$48.6 million, or 16% of net sales for 2003, compared to operating income of \$54.6 million, or 18% of net sales in 2002. The decrease in operating income as a percentage of net sales is a result of the following items: 1) the Company's planned increase in direct marketing costs and the addition of sales staff, beginning during the quarter ended September 30, 2003; 2) a decline in net sales for Polk City Directories during the quarter ended September 30, 2003; 3) a litigation settlement charge of \$1.7 million recorded during the quarter ended September 30, 2003; and 4) increased operating expenses represented as percentage of net sales associated with companies acquired during 2002 and 2003 including City Publishing, Hill-Donnelly, ClickAction, Yesmail and Markado.

**Table of Contents**

Operating income for the infoUSA Group segment for 2003 was \$48.9 million, or 32% of net sales, as compared to \$60.2 million, or 39% of net sales in 2002. The decrease in operating income as a percentage of net sales is principally due to items 1), 2) and 4) described in the preceding paragraph.

Operating income for the Donnelley Group segment for 2003 was \$76.8 million, or 49% of net sales, as compared to \$76.9 million, or 52% of net sales in 2002. The decrease in operating income as a percentage of net sales is principally due to increased operating expenses represented as percentage of net sales associated with companies acquired during 2002 and 2003 including ClickAction, Yesmail and Markado.

***Other income (expense), net***

Other expense, net was \$(16.8) million, or 5% of net sales, and \$(21.4) million, or 7% of net sales, for 2003 and 2002, respectively. Other income or (expense), net is comprised of interest expense, investment income, minority interest in subsidiary and other income or expense items, which do not represent components of operating expense of the Company.

On May 27, 2003 the Company's Secured Credit Facility was amended and restated to increase the credit available from \$115 million to \$145 million to facilitate the partial redemption of the Company's 9 1/2% Senior Subordinated Notes. As a result of the refinancing, the Company expensed \$0.8 million in non-amortized deferred financing costs associated with the issue of the previous facility and \$0.7 million in bank fees associated with the new facility. During 2003, the Company purchased \$67 million of its 9 1/2% Senior Subordinated Notes. As part of these purchases, the Company recorded charges of \$1.7 million for related net non-amortized debt issue costs and \$3.2 million for amounts paid in excess of carrying value of the debt.

Interest expense was \$11.5 million and \$16.1 million for 2003 and 2002, respectively. The decrease is principally due to lower interest rates on the Senior Secured Credit Facility in May 2003, the continued reduction in the amount of 9 1/2% Senior Subordinated Notes outstanding and favorable interest rates. Investment income was \$1.1 million and \$179 thousand, for 2003 and 2002, respectively.

***Income taxes***

A provision for income taxes of \$12.1 million and \$12.7 million was recorded for 2003 and 2002, respectively. Upon the adoption of SFAS No. 142 on January 1, 2002, the Company ceased amortizing goodwill and certain intangible assets for financial reporting purposes and consequently, the amortization expense for those assets does not affect either book or taxable income in 2003 or 2002.

**Liquidity and Capital Resources*****Overview***

Our principal sources of liquidity are cash flow provided by our operating activities, our revolving credit facilities, and cash and cash equivalents on hand. Our ability to generate cash from our operations is one of our fundamental financial strengths. We use cash flows from operations, along with borrowings, to fund capital expenditures, pursue growth initiatives, make acquisitions and retire outstanding indebtedness.

The Company is not subject to significant variability in cash flows from operations. The Company's sales (including those subject to deferred revenue recognition practices), cash receipts and cash disbursements occur fairly evenly through the course of a fiscal year. The Company is not subject to significant variations due to seasonalities in business lines.

Cash flows from operations on an annual basis have historically been well in excess of contractual obligations, including required debt payments, capital lease obligations, operating leases and other long-term obligations, and the Company believes that this financial condition will remain comparable for the foreseeable future. The Company does not anticipate utilizing cash flows from operations to fund significant capital expenditures in the foreseeable future. Additionally, the Company had \$50.0 million of available borrowing capacity under its debt facilities at December 31, 2004, and has been historically successful in negotiating and obtaining additional debt financing as necessary.

**Table of Contents**

The Company believes that its existing sources of liquidity and cash generated from operations will satisfy the Company's projected working capital, debt repayments and other cash requirements for at least the next 12 months. Acquisitions of other technologies, products or companies, or internal product development efforts may require the Company to obtain additional equity or debt financing, which may not be available or may be dilutive.

The Company has announced that it proposes to acquire all of the common stock of Digital Impact. The Company anticipates that the cost of acquiring the shares of common stock of Digital Impact, based on a \$2.00 per share price, would be approximately \$74 million, plus transaction fees and expenses. The Company intends to obtain the necessary funds by drawing on a financing commitment provided to the Company from Wells Fargo Bank, N.A., pursuant to a commitment letter dated February 23, 2005. The commitment letter is subject to certain conditions, including the negotiation and execution of definitive loan documents satisfactory to the parties and satisfaction of the conditions to the tender offer to the Digital Impact shareholders. Upon consummation of the financing, the Company will have the ability to borrow up to \$300 million, consisting of (i) a multiple advance term credit facility of \$250 million and (ii) a revolving credit facility of \$50 million. These loans will be secured by substantially all of the assets of the Company.

**General Information Debt Instruments, Financial Covenants and Sources and Uses of Cash**

On March 25, 2004, the Company financed a new Senior Secured Credit Facility administered by Wells Fargo Bank, N.A. The new credit facility provides for a \$120.0 million Term A loan with a maturity date of March 2009 and a \$50.0 million revolving line of credit with a maturity date of March 2007.

On June 4, 2004, the Company negotiated an amended and restated Senior Secured Credit Facility (the Credit Facility) administered by Wells Fargo Bank, N.A. in conjunction with the acquisition of OneSource. The Credit Facility provides for a new \$80.0 million Term B loan with a maturity date of June 2010.

The Credit Facility provides for grid-based interest pricing based upon the Company's consolidated total leverage ratio and ranges from base rate plus 1.00% to 1.75% for base rate loans and LIBOR plus 2.00% to 2.75% for use of the revolving credit facility. The term loans interest rates range from base rate plus 1.50% to 2.00% or LIBOR plus 2.50% to 3.00%. Substantially all of the assets of the Company are pledged as security under the terms of the Credit Facility. At December 31, 2004, the Term A loan had a balance of \$105.0 million bearing an interest rate of 5.06%, the Term B loan had a balance of \$69.6 million bearing an interest rate of 5.25% and \$50.0 million was available under the revolving credit facility.

The Company is subject to certain financial covenants in the Credit Facility, including minimum consolidated fixed charge coverage ratio, maximum consolidated total leverage ratio and minimum consolidated net worth. The fixed charge coverage ratio and leverage ratio financial covenants are based on EBITDA (Earnings before interest expense, income taxes, depreciation and amortization), as adjusted, providing for adjustments to EBITDA for certain agreed upon items including investment income (loss), other charges (gains), asset impairments, non-cash stock compensation expense and other items defined within the Credit Facility. The Company was in compliance with all restrictive covenants of the Credit Facility as of December 31, 2004.

**Selected Consolidated Statements of Cash Flows Information**

As of December 31, 2004, the Company's principal sources of liquidity included \$50.0 million available under the Senior Secured Credit Facility. As of December 31, 2004, the Company had a working capital deficit of \$56.7 million. Included in this working capital deficit amount is deferred revenue of \$53.0 million.

Net cash provided by operating activities during 2004 totaled \$73.0 million compared to \$56.6 million for 2003.

During 2004, the Company spent \$4.4 million for additions of property and equipment and \$2.6 million related to software and database development costs, compared to \$5.5 million and \$1.1 million, respectively during 2003.

**Table of Contents**

During 2004, the Company spent a total of \$110.0 million for acquisitions of businesses, net of cash acquired of \$19.3 million. The Company paid \$6.2 million for Triplex (net of cash acquired of \$0.2 million) including capitalized acquisition costs of \$0.3 million. The Company paid \$12.3 million for Edith Roman (net of cash acquired of \$1.2 million) including capitalized acquisition costs of \$0.3 million. The Company paid \$91.5 million for OneSource (net of cash acquired of \$17.9 million) including capitalized acquisition costs of \$1.8 million.

During 2004, the Company borrowed a total of \$273.2 million in debt while making repayments on debt totaling \$222.0 million during 2004. These amounts reflect activity for the financing of the acquisitions of Triplex, Edith Roman and OneSource during 2004, the refinancing of the Company's Senior Secured Credit Facility in March 2004 and the redemption of the Company's 92% Senior Subordinated Notes in April 2004.

***Selected Consolidated Balance Sheet Information***

Trade accounts receivable increased to \$51.7 million at December 31, 2004 from \$40.9 million at December 31, 2003. The increase is principally due to the acquisition of OneSource in June 2004. The day's sales outstanding (DSO) ratio, excluding list brokerage sales, for 2004 was 54 days compared to 49 days for 2003.

List brokerage trade accounts receivable increased to \$19.6 million at December 31, 2004 from \$12.8 million at December 31, 2003. The increase is due to the acquisition of Edith Roman in June 2004, which provides list brokerage sales operations.

Deferred marketing costs decreased to \$2.6 million at December 31, 2004 from \$5.5 million at December 31, 2003. The decrease is the result of the Company's decreased spending during 2004 on direct marketing costs that are subject to deferral and amortization.

List brokerage trade accounts payable increased to \$15.4 million at December 31, 2004 from \$9.5 million at December 31, 2003. The increase is due to the acquisition of Edith Roman in June 2004, which provides list brokerage sales operations.

Accrued expenses increased to \$7.0 million at December 31, 2004 from \$0.8 million at December 31, 2003. The increase is principally due to the acquisition of OneSource in June 2004, accrued severance costs associated with the various acquisitions during 2004 and the termination of existing employees during 2004. Additionally, accrued expenses includes a hold-back amount of \$1.1 million related to the acquisition of Triplex which was paid in January 2005.

Deferred revenue increased to \$53.0 million at December 31, 2004 from \$19.8 million at December 31, 2003. The increase is principally due to the acquisition of OneSource in June 2004.

Long-term debt, net of current portion increased to \$162.1 million at December 31, 2004 from \$122.5 million at December 31, 2003. The net increase is due to the financed acquisitions of Triplex, Edith Roman and OneSource during 2004.

Selected other balance sheet accounts, including prepaid expenses, accounts payable, and accrued payroll expenses, increased (decreased) moderately from their respective account balances at December 31, 2003 to their respective account balances at December 31, 2004. The increase (decrease) in these account balances is due to the acquisition of certain companies during 2004 and payment timing differences related to various general operating expenses.

**Table of Contents**

The following table summarizes the Company's contractual obligations as of December 31, 2004:

	<b>Less than 1 Year</b>	<b>1 to 3 Years</b>	<b>4 to 5 Years</b>	<b>After 5 Years</b>
	<b>(In thousands)</b>			
Long-term debt	\$ 32,299	\$ 55,119	\$ 35,073	\$ 71,027
Capital lease obligations	1,835	873		
Operating leases	7,924	10,865	5,120	936
Unconditional purchase obligations	22,606	10,989	3,258	
Other long-term obligations				
<b>Total cash contractual obligations</b>	<b>\$ 64,664</b>	<b>\$ 77,846</b>	<b>\$ 43,451</b>	<b>\$ 71,963</b>

Unconditional purchase obligations include service contracts for internet, phone and data communication services, software and hardware maintenance services, consulting agreements, data processing services and data center hosting agreements.

Other than for long-term debt arrangements, the Company has historically not entered into significant long-term contractual commitments, and does not anticipate doing so in the foreseeable future. The Company principally negotiates longer-term contracts that bear terms of one year or less, although some contracts may bear terms of up to three years.

**Off-Balance Sheet Arrangements**

Other than rents associated with facility leasing arrangements, the Company does not engage in off-balance sheet financing activities.

**Accounting Standards**

In December 2004, the FASB issued SFAS No. 153, Exchanges of Nonmonetary Assets. This Statement amends the guidance in APB Opinion No. 29, Accounting for Nonmonetary Transactions. APB 29 provided an exception to the basic measurement principle (fair value) for exchanges of similar assets, requiring that some nonmonetary exchanges be recorded on a carryover basis. SFAS 153 eliminates the exception to fair value for exchanges of similar productive assets and replaces it with a general exception for exchange transactions that do not have commercial substance, that is, transactions that are not expected to result in significant changes in the cash flows of the reporting entity. The provisions of SFAS No. 153 are effective for exchanges of nonmonetary assets occurring in fiscal periods beginning after June 15, 2005. As of December 31, 2004, management believes that SFAS No. 153 will have no significant effect on the financial position, results of operations, and cash flows of the Company.

In December 2004, the FASB revised SFAS No. 123 (revised 2004), Share-Based Payments. SFAS 123(R) eliminates the alternative to use APB Opinion 25's intrinsic value method of accounting (generally resulting in recognition of no compensation cost) and instead requires a company to recognize in its financial statements the cost of employee services received in exchange for valuable equity instruments issued, and liabilities incurred, to employees in share-based payment transactions (e.g., stock options). The cost will be based on the grant-date fair value of the award and will be recognized over the period for which an employee is required to provide service in exchange for the award. For public entities that do not file as small business issuers, the provisions of the revised statement are to be applied prospectively for awards that are granted, modified, or settled in the first interim or annual period beginning after June 15, 2005. Additionally, public entities would recognize compensation cost for any portion of awards granted or modified after December 15, 1994, that is not yet vested at the date the standard is adopted, based on the grant-date fair value of those awards calculated under SFAS 123 (as originally issued) for either recognition or pro forma disclosures. When the Company adopts the standard on July 1, 2005, it will be required to report in its financial statements the share-based compensation expense for the last six months of 2005 and may choose to use the modified retrospective application method to restate results for the two earlier interim periods. As of



December 31, 2004, management believes that adopting the new statement will have a negative impact of

**Table of Contents**

approximately one cent per share (one cent per share if the modified retrospective application method is used) for the year ending December 31, 2005, representing the expense to be recognized from July 1, 2005 through December 31, 2005 for the unvested portion of awards which were granted prior to July 1, 2005.

In December 2003, the Financial Accounting Standards Board ( FASB ) revised FASB Interpretation ( FIN ) No. 46, Consolidation of Variable Interest Entities. FIN No. 46® addresses consolidation by business enterprises of certain variable interest entities. For public entities that are not small business issuers, the provisions of FIN No. 46® are effective no later than the end of the first reporting period that ends after March 15, 2004. If the variable interest entity is considered to be a special-purpose entity, FIN No. 46® shall be applied no later than the first reporting period that ends after December 15, 2003. Management has determined that adoption of this interpretation did not have any effect on the financial position, results of operations and cash flows of the Company.

In November 2003, the FASB ratified a consensus on the disclosure provisions of EITF 03-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments (EITF 03-1). In March 2004, the FASB reached a consensus regarding the application of a three-step impairment model to determine whether investments accounted for in accordance with SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities, and other cost method investments are other-than-temporarily impaired. However, with the issuance of FSP EITF 03-1-1, Effective Date of Paragraphs 10-20 of EITF 03-1, on September 30, 2004, the provisions of the consensus relating to the measurement and recognition of other-than-temporary impairments will be deferred pending further clarification from the FASB. The remaining provisions of this rule, which primarily relate to disclosure requirements, are required to be applied prospectively to all current and future investments accounted for in accordance with SFAS No. 115 and other cost method investments. The Company will evaluate the potential impact of EITF 03-1 after the FASB completes its reassessment.

**Inflation**

We do not believe that the rate of inflation has had a material effect on our operating results. However, inflation could adversely affect our future operating results if it were to result in a substantial weakening economic condition.

**Factors That May Affect Operating Results*****Our Internet strategy.***

The Internet is widely accepted by businesses all over the world. It is a very fluid distribution channel for information. The Company has always used the cutting edge technology to deliver its information to its customers. *infoUSA* was the first database company to offer its products on magnetic media, CD, DVD and also the Internet. Our Sales Genie, SalesLeadsUSA and other products are now being offered on the Internet on a subscription basis. We cannot guarantee that in the future that the Internet will be as prevalent as it is now, but we believe this will be the primary method of delivery of information.

***Our markets are highly competitive and many of our competitors have greater resources than we do.***

The business and consumer marketing information industry in which we operate is highly competitive. Intense competition could harm us by causing, among other things, price reductions, reduced gross margins, and loss of market share. Our competition includes: Acxiom, Experian (a subsidiary of Great Universal Stores, P.L.C. ( GUS )), Equifax, Harte-Hanks Communications, Inc. and Dun & Bradstreet®.

In addition, we may face competition from new entrants to the business and consumer marketing information industry as a result of the rapid expansion of the Internet, which creates a substantial new channel for distributing business information to the market. Many of our competitors have longer operating histories, better name recognition and greater financial resources than we do, which may enable them to implement their business strategies more readily than we can.

**Table of Contents**

***We are leveraged. If we are unable to service our debt as it becomes due, our business would be harmed.***

As of December 31, 2004, we had total indebtedness of \$196.2 million. Substantially all of our assets are pledged as security under the terms of the Credit Facility.

Our ability to pay principal and interest on the indebtedness under the Credit Facility and our ability to satisfy our other debt obligations will depend upon our future operating performance. Our performance will be affected by prevailing economic conditions and financial, business and other factors. Certain of these factors are beyond our control. The future availability of revolving credit under the Credit Facility will depend on, among other things, our ability to meet certain specified financial ratios and maintenance tests. We expect that our operating cash flow should be sufficient to meet our operating expenses, to make necessary capital expenditures and to service our debt requirements as they become due. If we are unable to service our indebtedness, however, we will be forced to take actions such as reducing or delaying acquisitions and/or capital expenditures, selling assets, restructuring or refinancing our indebtedness (including the Credit Facility) or seeking additional equity capital. We may not be able to implement any such measures or obtain additional financing or terms that are favorable or satisfactory to us, if at all.

***Fluctuations in our operating results may result in decreases in the market price of our common stock.***

Our operating results may fluctuate on a quarterly and annual basis. Our expense levels are relatively fixed and are based, in part, on our expectations as to future revenues. As a result, unexpected changes in revenue levels may have a disproportionate effect on operating performance in any given period. In some period or periods our operating results may be below the expectations of public market analysts and investors. Our failure to meet analyst or investor expectations could result in a decrease in the market price of our common stock.

***If we do not adapt our products and services to respond to changes in technology, they could become obsolete.***

We provide marketing information and services to our customers in a variety of formats, including printed formats, electronic formats such as CD-Rom and DVD, and over the Internet. Advances in information technology may result in changing customer preferences for products and product delivery formats. If we do not successfully adapt our products and services to take advantage of changes in technology and customer preferences, our business, financial condition and results of operations would be adversely affected.

We have adopted an Internet strategy because we believe that the Internet represents an important and rapidly evolving market for marketing information products and services. Our business, financial condition and results of operations would be adversely affected if we:

Fail to develop products and services that are well suited to the Internet market;

Experience difficulties that delay or prevent the successful development, introduction and marketing of these products and services; or

Fail to achieve sufficient traffic to our Internet sites to generate significant revenues, or to successfully implement electronic commerce operations.

***Our ability to increase our revenues will depend to some extent upon introducing new products and services, and if the marketplace does not accept these new products and services, our revenues may decline.***

To increase our revenues, we must enhance and improve existing products and continue to introduce new products and new versions of existing products that keep pace with technological developments, satisfy increasingly sophisticated customer requirements, and achieve market acceptance. We believe much of our future growth prospects will rest on our ability to continue to expand into newer products and services. Products and services that we plan to market in the future are in various stages of development. We cannot

**Table of Contents**

assure you that the marketplace will accept these products. If our current or potential customers are not willing to switch to or adopt our new products and services, our ability to increase revenues will be impaired.

***Changes in laws and regulations relating to data privacy could adversely affect our business.***

We engage in direct marketing, as do many of our customers. Certain data and services provided by us are subject to regulation by federal, state and local authorities in the United States as well as those in Canada and the United Kingdom. For instance, some of the data and services that we provide are subject to regulation under the Fair Credit Reporting Act, which regulates the use of consumer credit information, and to a lesser extent, the Gramm-Leach-Bliley Act, which regulates the use of non-public personal information. We are also subject to the United Kingdom's Data Protection Act of 1998, which became fully effective on October 24, 2001 and regulates the manner in which we can use third-party data, and recent regulatory limitations relating to use of the Electoral Roll, one of our key data sources in the United Kingdom. In addition, growing concerns about individual privacy and the collection, distribution and use of information about individuals have led to self-regulation of such practices by the direct marketing industry through guidelines suggested by the Direct Marketing Association and to increased federal and state regulation. There is increasing awareness and concern among the general public regarding marketing and privacy concerns, particularly as it relates to the Internet. This concern is likely to result in new laws and regulations. Compliance with existing federal, state and local laws and regulations and industry self-regulation has not to date seriously affected our business, financial condition or results of operations. Nonetheless, federal, state and local laws and regulations designed to protect the public from the misuse of personal information in the marketplace and adverse publicity or potential litigation concerning the collection, management or commercial use of such information may increasingly affect our operations. This could result in substantial regulatory compliance or litigation expense or a loss of revenue.

***Our business would be harmed if we do not successfully integrate future acquisitions.***

Our business strategy includes continued growth through acquisitions of complementary products, technologies or businesses. We have made over 20 acquisitions since 1996 and completed the integration of these acquisitions into our existing business by the end of 2004. We continue to evaluate strategic opportunities available to us and intend to pursue opportunities that we believe fit our business strategy. Acquisitions of companies, products or technologies may result in the diversion of management's time and attention from day-to-day operations of our business and may entail numerous other risks, including difficulties in assimilating and integrating acquired operations, databases, products, corporate cultures and personnel, potential loss of key employees of acquired businesses, difficulties in applying our internal controls to acquired businesses, and particular problems, liabilities or contingencies related to the businesses being acquired. To the extent our efforts to integrate future acquisitions fail, our business, financial condition and results of operations would be adversely affected.

***Item 7A. Quantitative and Qualitative Disclosures About Market Risk***

The Company has identified interest rate risk as the Company's primary market risk exposure. The Company is exposed to significant future earnings and cash flow exposures from significant changes in interest rates as nearly all of the Company's debt is at variable rates. If necessary, the Company could refinance the Company's debt to fixed rates or utilize interest rate protection agreements to manage interest rate risk. For example, each 100 basis point increase (decrease) in the interest rate would cause an annual increase (decrease) in interest expense of approximately \$2.0 million. At December 31, 2004, the fair value of the Company's long-term debt is based on quoted market prices at the reporting date or is estimated by discounting the future cash flows of each instrument at rates currently offered to the Company for similar debt instruments of comparable maturities. At December 31, 2004, the Company had long-term debt with a carrying value of \$196.2 million and estimated fair value of approximately the same. The Company has no significant operations subject to risks of foreign currency fluctuations.

**Table of Contents****Item 8. Financial Statements and Supplementary Data**

The information required by this item (other than selected quarterly financial data which is set forth below) is incorporated by reference to the Consolidated Financial Statements included elsewhere in this Form 10-K. The following table sets forth selected financial information for each of the eight quarters in the two-year period ended December 31, 2004. This unaudited information has been prepared by the Company on the same basis as the consolidated financial statements and includes all normal recurring adjustments necessary to present fairly this information when read in conjunction with the Company's audited consolidated financial statements and the notes thereto.

	2004 Quarter Ended				2003 Quarter Ended			
	March 31	June 30	September 30	December 31	March 31	June 30	September 30	December 31
(In thousands, except per share amounts)								
<b>Statement of Operations Data:</b>								
Net sales	\$ 80,811	\$ 83,794	\$ 90,172	\$ 90,082	\$ 76,080	\$ 78,831	\$ 77,379	\$ 79,055
Costs and expenses:								
Database and production costs	23,861	24,823	27,634	26,520	20,900	22,240	21,416	22,518
Selling, general and administrative	40,179	40,021	43,046	43,469	33,134	33,864	36,827	40,243
Depreciation	3,314	3,560	3,523	3,665	3,851	3,707	3,696	3,319
Amortization of intangible assets	3,446	3,616	4,409	4,404	3,324	3,326	3,310	3,316
Acquisition costs(1)	3	239	79		13	41		3
Non-cash stock compensation	182	458	(45)	184		69	76	74
Litigation settlement charges(2)							1,667	
Restructuring charges(3)	615	1,007	766	552	555	430	645	231
Operating income	9,211	10,070	10,760	11,288	14,303	15,154	9,742	9,351
Other expense, net(4)	(2,157)	(4,083)	(2,624)	(3,693)	(3,314)	(7,260)	(4,089)	(2,120)
Income before income taxes	7,054	5,987	8,136	7,595	10,989	7,894	5,653	7,231
	2,681	2,275	3,091	2,887	4,134	3,169	2,021	2,748

Income tax expense								
Net income	\$ 4,373	\$ 3,712	\$ 5,045	\$ 4,708	\$ 6,855	\$ 4,725	\$ 3,632	\$ 4,483
Basic earnings per share								
Basic earnings per share	\$ 0.08	\$ 0.07	\$ 0.10	\$ 0.09	\$ 0.13	\$ 0.09	\$ 0.07	\$ 0.09
Diluted earnings per share								
Diluted earnings per share	\$ 0.08	\$ 0.07	\$ 0.10	\$ 0.08	\$ 0.13	\$ 0.09	\$ 0.07	\$ 0.09
Weighted average shares outstanding basic								
Weighted average shares outstanding basic	52,338	52,540	53,005	53,116	51,144	51,221	51,676	52,245
Weighted average shares outstanding diluted								
Weighted average shares outstanding diluted	52,955	53,106	53,317	53,979	51,144	51,239	52,357	52,526

- (1) Includes the following acquisition costs: 1) \$0.3 million in 2004 for various acquisitions, including Triplex, Edith Roman and OneSource, and 2) \$0.1 million in 2003 for various acquisitions, including Clickaction, Yesmail and Markado. These costs are not direct costs of acquisition and therefore cannot be capitalized as part of the purchase price. Rather, these are general and administrative costs incurred in connection with the integration of these businesses.
- (2) During 2003, the Company settled legal issues totaling \$1.7 million in connection with the settlement of contractual disputes.

**Table of Contents**

- (3) During 2004, the Company recorded restructuring charges for severance costs of \$2.9 million for 376 employees terminated during the year. During 2003, the Company recorded restructuring charges for severance costs of \$1.9 million for 140 employees terminated during the year.
- (4) During 2004, the Company recorded other charges totaling \$3.2 million for: 1) \$0.6 million (second quarter) for non-amortized debt issue costs and a \$1.5 million (second quarter) premium to purchase \$30.0 million of the Company's 9 1/2% Senior Subordinated Notes, 2) \$0.1 million (first quarter) for non-amortized debt issue costs for a prior credit facility as a result of the financing of a new Credit Facility in March 2004, and 3) \$1.0 million (fourth quarter) for an other-than-temporary decline in the value of a non-marketable equity investment. During 2003, the Company recorded other charges totaling \$6.4 million for: 1) \$1.6 million (\$0.8 million second quarter, \$0.8 million third quarter) for non-amortized debt issue costs and a \$3.2 million (\$0.2 million first quarter, \$1.5 million second quarter, \$1.5 million third quarter) premium to purchase \$67 million of the Company's 9 1/2% Senior Subordinated Notes, 2) \$0.8 million (second quarter) in bank fees to amend and restate the Senior Secured Credit Facility and \$0.8 million (second quarter) in non-amortized costs associated with the previous credit facility.

	2004 Quarter Ended				2003 Quarter Ended			
	March 31	June 30	September 30	December 31	March 31	June 30	September 30	December 31
<b>Statement of Operations Data:</b>								
<b>As a Percentage of Net Sales:</b>								
Net sales	100%	100%	100%	100%	100%	100%	100%	100%
Costs and expenses:								
Database and production costs	30	30	31	30	27	28	28	28
Selling, general and administrative	50	48	48	48	44	43	47	51
Depreciation	4	4	4	4	5	5	5	5
Amortization of intangible assets	4	4	5	5	4	4	4	4
Acquisition costs								
Non-cash stock compensation		1						
Litigation settlement charges							2	
Restructuring charges	1	1	1	1	1	1	1	
Total costs and expenses	89	88	88	88	81	81	87	88
Operating income	11	12	12	12	19	19	13	12
Other income (expense), net	(3)	(5)	(3)	(4)	(5)	(9)	(5)	(2)
	8	7	9	8	14	10	7	10

Edgar Filing: INFOUSA INC - Form 10-K

Income before income  
taxes

Income taxes	3	3	3	3	5	4	2	(4)
--------------	---	---	---	---	---	---	---	-----

Net income	5%	4%	6%	5%	9%	6%	5%	6%
------------	----	----	----	----	----	----	----	----

37

---



**Table of Contents****Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

No reports under this item have been required to be filed involving a change of accountants or disagreements on accounting and financial disclosure.

**Item 9A. *Controls and Procedures*****(a) Management's Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company as such term is defined in Exchange Act Rule 13a-15(f). The Company's internal control system was designed to provide reasonable assurance to the Company's management and board of directors regarding the preparation and fair presentation of published financial statements.

An internal control significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the company's ability to initiate, authorize, record, process, or report external financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the company's annual or interim financial statements that is more than inconsequential will not be prevented or detected. An internal control material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Management, including the Chief Executive Officer and Chief Financial Officer, has conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2004, based on the criteria for effective internal control described in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its assessment, management concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2004 because of the following material weaknesses:

The Company lacks the necessary depth of personnel with sufficient technical accounting expertise. Accordingly, in certain circumstances, an effective secondary review of technical accounting matters cannot be performed. As a result, improper accounting for certain complex transactions could occur, resulting in the Company reporting incorrect amounts in its financial statements.

The Company lacks adequate processes and controls to ensure timely and accurate accounting for impairments in investments accounted for under the cost method in its financial statements. As a result, the Company was required to record an adjustment to other assets and other expenses to properly present its financial statements as of and for the year ended December 31, 2004.

Management engaged KPMG LLP, the independent registered public accounting firm that audited the Company's financial statements included in this Annual Report on Form 10-K, to attest to and report on management's evaluation of the Company's internal control over financial reporting. KPMG LLP's report is included herein.

**(b) Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Management notes that a total of over 100 business processes and approximately 750 controls around those processes were identified by the Company as part of its overall evaluation of the effectiveness of the Company's internal controls over financial reporting. Based upon that evaluation and the material weaknesses described above, the Company's Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2004, the Company's disclosure controls and procedures were not adequate to enable the Company to record, process, summarize and report information required to be included in the Company's periodic SEC filings within the required time period. Management notes that the deficiencies in disclosure

**Table of Contents**

controls and procedures did not have a material impact on the Company's operating income, net income, and earnings per share for the fourth quarter of 2004 and fiscal 2004. However, such deficiencies resulted in more than a remote likelihood that the financial statements could have been materially misstated. Furthermore, management notes that the Company has taken significant steps during the first quarter of 2005 to remediate the material weaknesses identified by management.

**(c) Changes in Internal Control Over Financial Reporting**

During the quarter ended December 31, 2004, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Remediation Plan**

Our management, with the oversight of the Company's Audit Committee, has devoted considerable effort to remediating the material weaknesses identified, and has made improvements in our internal controls over financial reporting to address these weaknesses. Specifically, the Company's remediation plans are as follows:

The Company is implementing a formal detailed review process of cost method investments. Cost method investments represents 0.3% of consolidated total assets of the Company in its consolidated financial statements as of December 31, 2004.

The Company recently hired a new Corporate Controller with a high level of accounting expertise.

The Company recently hired a new Director of Income Tax with a high level of tax expertise that is implementing improved processes and controls within the Income Tax Department.

The Company is providing training to existing accounting staff so that they have the necessary expertise for their position.

The Company is assessing the existing accounting personnel to ensure that individuals with the necessary expertise are placed in the appropriate positions, and if deemed necessary the Company is adding additional personnel to its staff.

We believe that these steps address the weaknesses that affected our internal controls over financial reporting in fiscal year 2004. We will continue with our on-going evaluation and will improve our internal controls over financial reporting as necessary to assure their effectiveness.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, will be or have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitation in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Stockholders and Board of Directors  
infoUSA Inc.:

We have audited management's assessment, included in the accompanying *Management's Report on Internal Control over Financial Reporting* (Item 9A(a)), that infoUSA Inc. did not maintain effective internal control over financial reporting as of December 31, 2004, because of the effect of an insufficient depth of accounting resources and insufficient policies and procedures governing the valuation of cost method investments, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). infoUSA Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a control deficiency, or combination of control deficiencies, that result in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The following material weaknesses have been identified and included in management's assessment as of December 31, 2004:

The Company lacks the necessary depth of personnel with sufficient technical accounting expertise. Accordingly, in certain circumstances, an effective secondary review of technical accounting matters cannot be performed. As a result, improper accounting for certain complex transactions could occur, resulting in the Company reporting incorrect amounts in its financial statements.

The Company lacks adequate processes and controls to ensure timely and accurate accounting for impairments in investments accounted for under the cost method in its financial statements. As a result, the Company was required to record an adjustment to other assets and other expenses to properly present its financial statements as of and for the year ended December 31, 2004.

**Table of Contents**

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of *infoUSA* Inc. and subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2004. These material weaknesses were considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2004 consolidated financial statements, and this report does not affect our report dated March 9, 2005, which expressed an unqualified opinion on those consolidated financial statements.

In our opinion, management's assessment that *infoUSA* Inc. did not maintain effective internal control over financial reporting as of December 31, 2004, is fairly stated, in all material respects, based on criteria established in *Internal Control-Integrated Framework* issued by COSO. Also, in our opinion, because of the effect of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of December 31, 2004, based on criteria established in *Internal Control-Integrated Framework* issued by COSO.

Omaha, Nebraska

March 9, 2005

**Item 9B. Other Information**

None.

**PART III**

**Item 10. *Directors and Executive Officers of the Registrant***

The required information regarding Directors of the registrant is incorporated by reference to the information under the caption "Nominees for Election at the Annual Meeting" and "Incumbent Directors whose Terms of Office Continue After the Annual Meeting" in the Company's definitive proxy statement for the Annual Meeting of Stockholders to be held on April 29, 2005.

The required information regarding Executive Officers of the registrant is contained in Part I of this Form 10-K.

The required information regarding compliance with Section 16(a) of the Securities Exchange Act is incorporated by reference to the information under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" in the Company's definitive proxy statement for the Annual Meeting of Stockholders to be held on April 29, 2005.

**Code of Ethics**

We have adopted a Code of Business Conduct and Ethics that applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer. The Code of Business Conduct and Ethics is posted on our website at [www.infousa.com](http://www.infousa.com) under the caption Investor Relations.

We intend to satisfy the disclosure requirement under Item 10 of Form 8-K regarding an amendment to, or waiver from, a provision of this Code of Business Conduct and Ethics by posting such information on our website, at the address and location specified above and, to the extent required by the listing standards of the Nasdaq Stock Market, by filing a Current Report on Form 8-K with the SEC, disclosing such information.

**Table of Contents****Item 11. Executive Compensation**

Incorporated by reference to the information under the captions Election of Directors Board Compensation, Executive Compensation, and Certain Transactions in the Company s definitive proxy statement for the Annual Meeting of Stockholders to be held on April 29, 2005.

**Item 12. Security Ownership of Certain Beneficial Owners and Management**

Incorporated by reference to the information under the caption Security Ownership and Executive Compensation Equity Compensation Plan Table in the Company s definitive proxy statement for the Annual Meeting of Stockholders to be held on April 29, 2005.

**Item 13. Certain Relationships and Related Transactions**

Incorporated by reference to the information under the captions Certain Transactions in the Company s definitive proxy statement for the Annual Meeting of Stockholders to be held on April 29, 2005.

**Item 14. Principal Accountant Fees and Services**

Incorporated by reference to the information under the caption Auditors Fees in the Company s definitive proxy statement for the Annual Meeting of Stockholders to be held on April 29, 2005.

**PART IV****Item 15. Exhibits and Financial Statement Schedules**

(a) The following documents are filed as a part of the Report:

1. *Financial Statements*. The following Consolidated Financial Statements of *infoUSA Inc.* and Subsidiaries and Report of Independent Registered Public Accounting Firm are included elsewhere in this Form 10-K:

Description	Page No.
<i>infoUSA Inc.</i> and Subsidiaries:	
Report of Independent Registered Public Accounting Firm	47
Consolidated Balance Sheets as of December 31, 2004 and 2003	48
Consolidated Statements of Operations for the Years Ended December 31, 2004, 2003 and 2002	49
Consolidated Statements of Stockholders Equity and Comprehensive Income for the Years Ended December 31, 2004, 2003 and 2002	50
Consolidated Statements of Cash Flows for the Years Ended December 31, 2004, 2003 and 2002	51
Notes to Consolidated Financial Statements	52 - 73

2. *Financial Statement Schedule*. The following consolidated financial statement schedule of *infoUSA Inc.* and Subsidiaries for the years ended December 31, 2004, 2003 and 2002 is filed as part of this Report and should be read in conjunction with the Consolidated Financial Statements.

Description	Page No.
Schedule II Valuation and Qualifying Accounts	74

Schedules not listed above have been omitted because they are not applicable or are not required or the information required to be set forth therein is included in the consolidated financial statements or notes thereto.

**Table of Contents**

3. *Exhibits.* The following Exhibits are filed as part of, or incorporated by reference into, this report:

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Incorporation, as amended through October 22, 1999, is Incorporated herein by reference to exhibits filed with Company's Registration Statement on Form 8-A, as amended, filed March 20, 2000
3.2	Bylaws are incorporated herein by reference to the Company's Registration Statement on Form S-1 (File No. 33-42887), which became effective February 18, 1992
3.3	Amended and Restated Certificate of Designation of Participating Preferred Stock, filed in Delaware on October 22, 1999, is incorporated herein by reference to exhibits filed with the Company's Registration Statement on Form 8-A, as amended, Filed March 20, 2000
4.1	Preferred Share Rights Agreement is incorporated herein by reference to the Company's Registration Statement on Form 8-A, as amended, filed March 20, 2000
4.2	Specimen of Common Stock Certificate is incorporated herein by reference to the exhibits filed with the Company's Registration Statement on Form 8-A, as amended, filed March 20, 2000
*4.8	Amended and Restated Credit Agreement by and among <i>infoUSA</i> , Inc., various Lenders (defined therein) and Wells Fargo, NA dated as of June 4, 2004
4.9	Pledge Agreement by and among <i>infoUSA</i> , Inc., various Lenders (defined therein) and Wells Fargo, NA dated as of March 25, 2004, incorporated herein by reference to the exhibits filed with the Company's Current Report on Form 8-K filed March 30, 2004
4.10	Security Agreement by and among <i>infoUSA</i> , Inc., various Lenders (defined therein) and Wells Fargo, NA dated as of March 25, 2004, incorporated herein by reference to the exhibits filed with the Company's Current Report on Form 8-K filed March 30, 2004
4.11	Subsidiaries Guaranty Agreement by and among <i>infoUSA</i> , Inc., various Lenders (defined therein) and Wells Fargo, NA dated as of March 25, 2004, incorporated herein by reference to the exhibits filed with the Company's Current Report on Form 8-K filed March 30, 2004
*4.12	Reaffirmation of and First Amendment to Subsidiaries Guaranty, Security Agreement and Pledge Agreement by and among <i>infoUSA</i> Inc., various lenders (defined there in) and Wells Fargo, NA dated as June 4, 2004
10.1	Form of Indemnification Agreement with Officers and Directors is incorporated herein by reference to exhibits filed with the Company's Registration Statement on Form S-1 (File No. 33-51352), filed August 28, 1992
10.2	1992 Stock Option Plan as amended is incorporated herein by reference to exhibits filed with the Company's Registration Statement on Form S-8 (File No. 333-37865), filed October 14, 1997
10.3	1997 Stock Option Plan as amended is incorporated herein by reference to exhibits filed with the Company's Registration Statement on Form S-8 (File No. 333-82933), filed July 15, 1999
10.4	Employment Agreement dated February 11, 1997 between the Company and Allen F. Ambrosino, incorporated herein by reference to exhibits filed with the Company's Annual Report on Form 10-K for the Year ended December 31, 2000
10.5	Amended and Restated Database License Agreement between Donnelley Marketing, Inc. and First Data Resources, Inc. dated as of July 23, 1999 is incorporated herein by

Edgar Filing: INFOUSA INC - Form 10-K

	reference to exhibits filed with the Company's Quarterly Report on Form 10-Q for the Quarter ended June 30, 1999
10.6	Covenant not to compete by First Data Corporation to <i>infoUSA</i> Inc. dated as of July 23, 1999 is incorporated herein by reference to exhibits filed with the Company's Quarterly Report on Form 10-Q for the Quarter ended June 30, 1999
21.1	Subsidiaries and State of Incorporation, filed herewith
23.1	Consent of Independent Registered Public Accounting Firm, filed herewith

**Table of Contents**

<b>Exhibit No.</b>	<b>Description</b>
24.1	Power of Attorney, filed herewith
31.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

\* Filed herewith



**Table of Contents****SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

infoUSA INC.

By:

/s/ Raj Das

Raj Das

*Chief Financial Officer  
(principal accounting officer)*

Dated: March 14, 2005

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Vinod Gupta Vinod Gupta	Chairman of the Board and Chief Executive Officer (principal executive officer)	March 14, 2005
/s/ Raj Das Raj Das	Chief Financial Officer (principal financial officer)	March 14, 2005
/s/ George F. Haddix George F. Haddix	Director	March 14, 2005
/s/ Elliot S. Kaplan Elliot S. Kaplan	Director	March 14, 2005
/s/ Harold Andersen Harold Andersen	Director	March 14, 2005
/s/ Dr. Vasant Raval Dr. Vasant Raval	Director	March 14, 2005
/s/ Richard J. Borda Richard J. Borda	Director	March 14, 2005
/s/ Martin Kahn Martin Kahn	Director	March 14, 2005

/s/ Dennis P. Walker

Director

March 14,  
2005

Dennis P. Walker

**Table of Contents**

***info*USA INC. AND SUBSIDIARIES  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

	<b>Page</b>
<i>info</i> USA Inc. and Subsidiaries:	
Report of Independent Registered Public Accounting Firm	47
Consolidated Balance Sheets as of December 31, 2004 and 2003	48
Consolidated Statements of Operations for the Years Ended December 31, 2004, 2003 and 2002	49
Consolidated Statements of Stockholders' Equity and Comprehensive Income for the Years Ended December 31, 2004, 2003 and 2002	50
Consolidated Statements of Cash Flows for the Years Ended December 31, 2004, 2003 and 2002	51
Notes to Consolidated Financial Statements	52-73
Schedule II Valuation and Qualifying Accounts	74

**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Stockholders and Board of Directors

*infoUSA Inc.:*

We have audited the accompanying consolidated balance sheets of *infoUSA Inc.* and subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2004. In connection with our audits of the consolidated financial statements, we have also audited the financial statement schedule for each of the years in the three-year period ended December 31, 2004, listed in Item 15(a) (2) of this Form 10-K. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of *infoUSA Inc.* and subsidiaries as of December 31, 2004 and 2003, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2004, in conformity with U.S. generally accepted accounting principles. In addition, in our opinion, the financial statement schedule referred to above, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of *infoUSA Inc.*'s internal control over financial reporting as of December 31, 2004, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 9, 2005 expressed an unqualified opinion on management's assessment of, and an adverse opinion on the effective operation of, internal control over financial reporting.

Omaha, Nebraska

March 9, 2005

**Table of Contents****infoUSA INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS**

	December 31, 2004	December 31, 2003
(In thousands, except share and per share amounts)		
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 10,404	\$ 2,686
Marketable securities	3,049	3,685
Trade accounts receivable, net of allowances of \$1,394 and \$2,492, respectively	51,707	40,922
List brokerage trade accounts receivable	19,635	12,844
Prepaid expenses	6,544	4,985
Income taxes receivable		1,046
Deferred marketing costs	2,632	5,457
 Total current assets	 93,971	 71,625
Property and equipment, net	42,537	40,984
Goodwill, net	298,708	202,386
Intangible assets, net	66,578	45,223
Other assets	7,642	6,128
	\$ 509,436	\$ 366,346
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$ 34,134	\$ 17,280
Accounts payable	21,268	16,212
List brokerage trade accounts payable	15,427	9,516
Accrued payroll expenses	15,917	17,793
Accrued expenses	7,028	824
Income taxes payable	3,730	
Deferred income taxes	170	3,241
Deferred revenue	53,034	19,824
 Total current liabilities	 150,708	 84,690
Long-term debt, net of current portion	162,092	122,485
Deferred income taxes	23,460	8,553
Deferred revenue		3,000
Other liabilities	1,701	1,397
Stockholders' equity:		
Common stock, \$.0025 par value. Authorized 295,000,000 shares; 53,555,331 shares issued and	134	132

Edgar Filing: INFOUSA INC - Form 10-K

53,177,737 shares outstanding at December 31, 2004 and 52,808,835 shares issued and 52,271,323 outstanding at December 31, 2003		
Paid-in capital	106,669	99,447
Retained earnings	69,770	51,932
Treasury stock, at cost, 377,594 shares held at December 31, 2004 and 537,512 shares held at December 31, 2003	(2,311)	(3,247)
Notes receivable from officers	(334)	(325)
Accumulated other comprehensive loss	(2,453)	(1,718)
<b>Total stockholders equity</b>	<b>171,475</b>	<b>146,221</b>
	<b>\$ 509,436</b>	<b>\$ 366,346</b>

See accompanying notes to consolidated financial statements.

**Table of Contents**

**infoUSA INC. SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	<b>For the Years Ended</b>		
	<b>December 31, 2004</b>	<b>December 31, 2003</b>	<b>December 31, 2002</b>
	<b>(In thousands, except per share amounts)</b>		
Net sales	\$ 344,859	\$ 311,345	\$ 302,516
Costs and expenses:			
Database and production costs	102,838	87,074	84,710
Selling, general and administrative (excluding non-cash stock compensation expense of \$779, \$219 and \$52 for years ended December 31, 2004, 2003 and 2002, respectively)	166,715	144,068	131,985
Depreciation	14,062	14,573	14,773
Amortization of intangible assets	15,875	13,276	13,310
Acquisition costs	321	57	181
Non-cash stock compensation	779	219	52
Restructuring charges	2,940	1,861	2,531
Provision for litigation settlement		1,667	417
	303,530	262,795	247,959
Operating income	41,329	48,550	54,557
Other expense, net:			
Investment income (expense)	(190)	1,149	179
Interest expense	(9,210)	(11,547)	(16,059)
Other charges	(3,157)	(6,385)	(5,528)
Other expense, net	(12,557)	(16,783)	(21,408)
Income before income taxes	28,772	31,767	33,149
Income tax expense	10,934	12,072	12,713
Net income	\$ 17,838	\$ 19,695	\$ 20,436
<b>Basic earnings per share:</b>			
Net income	\$ 0.34	\$ 0.38	\$ 0.40
Weighted average shares outstanding	52,851	51,576	51,170
<b>Diluted earnings per share:</b>			
Net income	\$ 0.33	\$ 0.38	\$ 0.40
Weighted average shares outstanding	53,564	51,714	51,193

See accompanying notes to consolidated financial statements.





**Table of Contents**

**infoUSA INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY**  
**AND COMPREHENSIVE INCOME**

For the years ended December 31, 2004, 2003, and 2002

	Common Stock	Paid-In Capital	Retained Earnings	Treasury Stock	Notes Receivable from Officers	Accumulated Other Comprehensive Income (Loss)	Total Stock- holders Equity
(In thousands, except share amounts)							
Balances, December 31, 2001	130	93,551	11,801	(7,028)	(1,296)	(1,361)	95,797
Comprehensive income:							
Net income			20,436				20,436
Change in unrealized gain (loss) on marketable securities, net of tax						489	489
Total comprehensive income			20,436			489	20,925
Issuance of 15,553 shares of common stock in connection with stock option exercises							
		88					88
Interest on notes receivable					(47)		(47)
Repayments on notes receivable					509		509
Issuance of 200,289 shares of treasury stock for Company's match of 401(k) plan contribution		(1,486)		2,490			1,004
Non-cash stock compensation expense		52					52
Balances, December 31, 2002	130	92,205	32,237	(4,538)	(834)	(872)	118,328
Comprehensive income:							
Net income			19,695				19,695
Accumulated benefit obligation, net of tax						(866)	(866)
Change in unrealized gain (loss) on						20	20

marketable securities, net of tax							
Total comprehensive income			19,695			(846)	18,849
Issuance of 939,019 shares of common stock in connection with stock option exercises	2	5,956					5,958
Interest on notes receivable					(9)		(9)
Tax benefit from employee stock options		985					985
Repayments on notes receivable					518		518
Issuance of 221,290 shares of treasury stock for Company's match of 401(k) plan contribution		82	1,291				1,373
Non-cash stock compensation expense		219					219
Balances, December 31, 2003	132	99,447	51,932	(3,247)	(325)	(1,718)	146,221
Comprehensive income:							
Net income			17,838				17,838
Foreign currency translation adjustment, net of tax						(213)	(213)
Accumulated benefit obligation, net of tax						(189)	(189)
Change in unrealized gain (loss) on marketable securities, net of tax						(333)	(333)
Total comprehensive income			17,838			(735)	17,103
Issuance of 746,496 shares of common stock in connection with stock option exercises	2	4,880					4,882
Interest on notes receivable					(9)		(9)
Tax benefit from employee stock options		973					973
Issuance of 159,918 shares of treasury stock for		590	936				1,526

Company's match of 401(k) plan contribution							
Non-cash stock compensation expense			779				779
Balances, December 31, 2004	\$ 134	\$ 106,669	\$ 69,770	\$ (2,311)	\$ (334)	\$ (2,453)	\$ 171,475

See accompanying notes to consolidated financial statements.

**Table of Contents**

**infoUSA INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>For the Years Ended</b>		
	<b>December 31, 2004</b>	<b>December 31, 2003</b>	<b>December 31, 2002</b>
	<b>(In thousands)</b>		
<b>Cash flows from operating activities:</b>			
Net income	\$ 17,838	\$ 19,695	\$ 20,436
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>			
Depreciation	14,062	14,573	14,773
Amortization of intangible assets	15,875	13,276	13,310
Amortization of deferred financing fees	329	549	776
Deferred income taxes	(3,435)	3,057	(1,234)
Non-cash stock option compensation expense	779	219	52
Non-cash 401(k) contribution in common stock	1,526	1,373	1,004
Tax benefit related to employee stock options	973	985	
Loss on interest rate swap agreement			1,204
(Gain) loss on sale of assets	198	(783)	1,124
Non-cash other charges	1,796	2,433	2,027
Non-cash interest earned on notes from officers	(9)	(9)	(47)
<b>Changes in assets and liabilities, net of effect of acquisitions:</b>			
Trade accounts receivable	(1,263)	2,190	6,079
List brokerage trade accounts receivable	2,912	3,791	3,981
Prepaid expenses and other assets	855	(802)	2,819
Deferred marketing costs	2,825	(3,711)	312
Accounts payable	577	930	3,618
List brokerage trade accounts payable	(2,367)	(3,229)	(4,167)
Income taxes receivable and payable, net	6,452	(5,089)	(743)
Accrued expenses and deferred revenue	13,033	7,116	(12,122)
 Net cash provided by operating activities	 72,956	 56,564	 53,202
<b>Cash flows from investing activities:</b>			
Purchases of marketable securities	(3,937)	(3,350)	
Proceeds on sale of marketable securities	2,507	747	
Purchase of other investments			(76)
Purchases of property and equipment	(4,370)	(5,482)	(2,867)
Acquisitions of businesses, net of cash acquired	(109,992)	(5,763)	(9,793)
Software development costs	(2,587)	(1,143)	(2,013)
 Net cash used in investing activities	 (118,379)	 (14,991)	 (14,749)

<b>Cash flows from financing activities:</b>			
Repayments of long-term debt	(221,984)	(150,784)	(36,107)
Proceeds from long-term debt	273,152	100,000	
Deferred financing costs	(2,907)	(864)	(1,040)
Proceeds from exercise of stock options and collection of notes	4,880	6,476	597
Net cash provided by (used in) financing activities	53,141	(45,172)	(36,550)
Net increase (decrease) in cash and cash equivalents	7,718	(3,599)	1,903
Cash and cash equivalents, beginning of year	2,686	6,285	4,382
Cash and cash equivalents, end of year	\$ 10,404	\$ 2,686	\$ 6,285
<b>Supplemental cash flow information:</b>			
Interest paid	\$ 8,618	\$ 11,263	\$ 15,685
Income taxes paid	\$ 6,783	\$ 12,203	\$ 16,297

See accompanying notes to consolidated financial statements.

**Table of Contents**

***info*USA INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. General**

*info*USA Inc. and its subsidiaries (the Company) provide business and consumer marketing information products and data processing services throughout the United States, Canada and the United Kingdom. These products include customized business lists, business directories and other information services.

**2. Summary of Significant Accounting Policies**

*Principles of Consolidation.* The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

*Cash Equivalents.* Cash equivalents, consisting of highly liquid debt instruments that are readily convertible to known amounts of cash and when purchased have an original maturity of three months or less, are carried at cost which approximates fair value.

*Trade Accounts Receivable.* Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable. The Company determines the allowance based on historical write-off experience by industry and national economic data. The Company reviews its allowance for doubtful accounts monthly. Past due balances over 90 days and over a specified amount are reviewed individually for collectibility. All other balances are reviewed on a pooled basis. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company does not have any off-balance-sheet credit exposure related to its customers.

*Marketable and Non-Marketable Investments.* Marketable securities have been classified as available-for-sale and are therefore carried at fair value, which are estimated based on quoted market prices. Unrealized gains and losses, net of related tax effects, are reported as other comprehensive income (loss) within the statement of stockholders' equity until realized. Realized gains and losses are determined by the specific identification method. For non-marketable investment securities in common stock where the Company has a 20 percent or less ownership interest and does not have the ability to exercise significant influence over the investee's operating and financial policies, the cost method is used to account for the investment.

Management monitors and evaluates the financial performance of the businesses in which it invests and compares the carrying value of the investment to quoted market prices (if available), or the fair values of similar investments. When circumstances indicate that a decline in the fair value of the investment has occurred and the decline is other-than-temporary, the Company records the decline in value as a realized impairment loss and a reduction in the cost of the investment. Impairment losses from other-than-temporary declines in the fair value of the Company's investments were \$1.0 million and \$1.1 million in 2004 and 2002, respectively, and are included in other charges on the accompanying consolidated statements of operations.

*List brokerage trade accounts receivable and trade accounts payable.* For all list brokerage services, the Company serves as a broker between unrelated parties who wish to purchase a certain list and unrelated parties who have the desired list for sale. Accordingly, the Company recognizes trade accounts receivable and trade accounts payable, reflecting a gross-up of the two concurrent transactions. The transactions are not structured to provide for the right of offset. List brokerage sales revenues are recognized net of costs on the accompanying consolidated statement of operations.

*Advertising Costs.* Direct marketing costs associated with the mailing and printing of brochures and catalogs are capitalized and amortized over six months, the period corresponding to the estimated revenue stream of the individual advertising activities. All other advertising costs are expensed as the advertising takes place. Total unamortized marketing costs at December 31, 2004 and 2003 was \$2.6 million and \$5.5 million,

**Table of Contents****infoUSA INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

respectively. Total advertising expense for the years ended December 31, 2004, 2003, and 2002 was \$23.4 million, \$25.3 million, and \$15.1 million, respectively.

*Property and Equipment.* Property and equipment (including equipment acquired under capital leases) are stated at cost and are depreciated or amortized primarily using straight-line methods over the estimated useful lives of the assets, as follows:

Building and improvements	30 years
Office furniture and equipment	7 years
Computer equipment	3 years
Capitalized equipment leases	5 years

*Goodwill and Intangible Assets.* Intangible assets with estimable useful lives are stated at cost and are amortized using the straight-line method over the estimated useful lives of the assets, as follows:

Distribution networks	2 years
Noncompete agreements	Term of agreements
Purchased data processing software	2 to 7 years
Database costs	1 to 5 years
Core technology costs	3 to 5 years
Customer base costs	3 to 15 years
Tradename costs	10 to 20 years
Perpetual software license agreement	10 years
Software development costs	1 to 5 years
Workforce costs	5 to 8 years

Goodwill and intangible assets represent the excess of costs over fair value of assets of businesses acquired. Goodwill resulting from acquisitions of businesses and determined to have an indefinite useful life is not subject to amortization, but instead tested for impairment at least annually in accordance with the requirements of Statement of Financial Accounting Standard (SFAS) No. 142, Goodwill and Other Intangible Assets. During the fourth quarter of 2004, the Company completed a discounted cash flow valuation analysis for seven reporting units according to the guidance provided by SFAS No. 142. An impairment loss is recognized to the extent that the carrying amount exceeds the asset's estimated fair value.

*The Company has adopted the provisions of SFAS 142.* As a result, goodwill is no longer amortized but is tested for impairment in the fourth quarter every year or more often if an event or circumstance indicates that an impairment loss has been incurred, by comparing each reporting unit's implied fair value to its carrying value.

The goodwill impairment test is a two-step process. The first step compares the fair value of a reporting unit with its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered to not be impaired, and the second step of the impairment test is not necessary. However, if the carrying amount of a reporting unit exceeds its fair value, the second step of the goodwill impairment test shall be performed to measure the amount of impairment loss. The second step is essentially a purchase price allocation exercise, which allocates the newly determined fair value of the reporting unit to the assets. For purposes of the allocation, the fair values of all assets, including both recognized and unrecognized intangible assets, are determined. The residual goodwill value is then compared to the carrying value of goodwill to determine the impairment charge.

At December 31, 2004, the Company had seven detail reporting units that possess goodwill and therefore require testing pursuant to SFAS 142. The seven detail reporting units represent a subset of the operating





**Table of Contents****infoUSA INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

segments reported upon in the accompanying financial statements. These reporting units represent financial information one level lower than the reported operating segments, and these individual reporting units have discrete financial information available and have different economic characteristics.

The Company used the Gordon growth model to calculate residual values. The Gordon growth model refers to the concept of taking the residual year cash flow and determining the value of a growing, perpetual annuity. The long-term growth rate used for each reporting unit ranged from 3% to 5%. The Company used weighted average cost of capitals ranging between 13.0% and 14.4% in its discounted cash flows analysis.

*Software Capitalization.* Until technological feasibility is established, software development costs are expensed as incurred. After that time, direct costs are capitalized and amortized equal to the greater of the ratio of current revenues to the estimated total revenues for each product or the straight-line method, generally ranging from one to five years for software developed for external use. Unamortized software costs included in intangible assets at December 31, 2004 and 2003, were \$6.0 million and \$2.1 million, respectively. Amortization of capitalized costs during the years ended December 31, 2004, 2003 and 2002, totaled approximately \$1.9 million, \$2.6 million, and \$4.0 million, respectively.

*Database Development Costs.* Costs to maintain and enhance the Company's existing business and consumer databases are expensed as incurred. Costs to develop new databases, which primarily represent direct external costs, are capitalized with amortization beginning upon successful completion of the compilation project. Database development costs are amortized straight-line over the expected lives of the databases generally ranging from one to five years. Unamortized database development costs were \$461 thousand and \$149 thousand at December 31, 2004 and 2003, respectively. Amortization of capitalized costs during the years ended December 31, 2004, 2003, and 2002, totaled approximately \$0.1 million, \$0, and \$10 thousand, respectively.

*Long-lived assets.* All of the Company's long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the sum of the expected future cash flows is less than the carrying amount of the asset, an impairment loss is recognized in operating results. The impairment loss is measured using discounted cash flows or quoted market prices, when available. The Company also periodically reevaluates the remaining useful lives of its long-lived assets based on the original intended and expected future use or benefit to be derived from the assets. Changes in estimated useful lives are reflected prospectively by amortizing the remaining book value at the date of the change over the adjusted remaining estimated useful life.

*Revenue Recognition.* The Company's revenue is primarily generated from the sale of its products and services and the licensing of its data to third parties. Revenue from sales lead and directory products is recognized when the product is shipped. Revenue for consumer products sold through retail distribution channels is recognized when sold by the merchant. Revenue from database and data processing services is recognized on a time and materials basis as services are rendered. Revenue from data licensing arrangements sold with updates or on a subscription basis are recognized on a straight-line basis over the term of the license or subscription.

Reserves are established for estimated returns and uncollectible amounts on sales of product where the customer has the right of return. Royalty revenue is recognized at the time it is earned under the Company's license agreements.

*Stock-based compensation.* The Company and its subsidiaries account for its employee stock options using the intrinsic value method. When both the number of shares that an individual employee is entitled to receive and the option price are known at the grant date, total compensation cost for the Company's grant of stock options to employees is measured at the grant date. Compensation cost is recognized as expense over the periods in which the employee performs the related services, which is generally presumed to be the vesting period.

**Table of Contents****infoUSA INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Statement of Financial Accounting Standard (SFAS) No. 123, Accounting for Stock-Based Compensation, permits entities to recognize as expense over the vesting period the fair value of all stock-based awards on the date of grant. SFAS No. 123 also allows entities, as the Company has elected, to continue to use an intrinsic value method of measuring compensation expense and provide pro forma net income disclosure as if the fair-value method defined in SFAS No. 123 had been applied. Had the Company determined compensation cost based on the fair value at the grant date for its stock options under SFAS No. 123, the Company's net income would have been:

	<b>For the Years Ended</b>		
	<b>December 31, 2004</b>	<b>December 31, 2003</b>	<b>December 31, 2002</b>
	<b>(In thousands, except per share amounts)</b>		
Net income as reported	\$ 17,838	\$ 19,695	\$ 20,436
Stock based compensation expense determined under fair value based method, net of tax	(1,507)	(2,193)	(1,178)
Net income pro forma	\$ 16,331	\$ 17,502	\$ 19,258
Basic earnings per share as reported	0.34	0.38	0.40
Basic earnings per share pro forma	0.31	0.34	0.38
Diluted earnings per share as reported	0.33	0.38	0.40
Diluted earnings per share pro forma	0.30	0.34	0.38

The above pro forma results are not likely to be representative of the effects on reported net income for future years since options vest over several years.

The fair value of the weighted average of each year's option grants is estimated as of the date of grant using the Black-Scholes option-pricing model with the following assumptions used for grants as of December 31, 2004: expected volatility of 59.96%; risk free interest rate of 3.53%; expected life of 3.12 years and annual dividend rate of 2%.

Compensation cost for stock options and warrants granted to non-employees and vendors is measured based upon the fair value of the stock option or warrant granted. When the performance commitment of the non-employee or vendor is not complete as of the grant date, the Company estimates the total compensation cost using a fair value method at the end of each period. Generally, the final measurement of compensation cost occurs when the non-employee or vendors related performance commitment is complete. Changes, either increases or decreases, in the estimated fair value of the options between the date of the grant and the final vesting of the options result in a change in the measure of compensation cost for the stock options or warrants. Compensation cost is recognized as expense over the periods in which the benefit is received.

*Income Taxes.* Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on

deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances, if any, are established when necessary to reduce deferred tax assets to the amount that is more likely than not to be realized.

*Foreign Currency.* For international operations, the local currency is designated as the functional currency. Accordingly, assets and liabilities are translated into U.S. Dollars at year-end exchange rates, and

**Table of Contents****infoUSA INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

revenues and expenses are translated at average exchange rates prevailing during the year. Currency translation adjustments from local functional currency countries resulting from fluctuations in exchange rates are recorded in other comprehensive income.

*Earnings Per Share.* Basic earnings per share are based on the weighted average number of common shares outstanding, including contingently issuable shares. Diluted earnings per share are based on the weighted number of common shares outstanding, including contingently issuable shares, plus potentially dilutive common shares outstanding (representing outstanding stock options).

The following data show the amounts used in computing earnings per share and the effect on the weighted average number of shares of dilutive potential common stock. Certain options on shares of common stock were not included in computing diluted earnings because their effects were antidilutive.

	<b>For the Years Ended</b>		
	<b>December 31, 2004</b>	<b>December 31, 2003</b>	<b>December 31, 2002</b>
	<b>(In thousands)</b>		
Weighted average number of shares outstanding used in basic EPS	52,851	51,576	51,170
Net additional common equivalent shares outstanding after assumed exercise of stock options	713	138	23
Weighted average number of shares outstanding used in diluted EPS	53,564	51,714	51,193

*Use of Estimates.* The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*New Accounting Standards.* In December 2004, the FASB issued SFAS No. 153, Exchanges of Nonmonetary Assets. This Statement amends the guidance in APB Opinion No. 29, Accounting for Nonmonetary Transactions. APB 29 provided an exception to the basic measurement principle (fair value) for exchanges of similar assets, requiring that some nonmonetary exchanges be recorded on a carryover basis. SFAS 153 eliminates the exception to fair value for exchanges of similar productive assets and replaces it with a general exception for exchange transactions that do not have commercial substance, that is, transactions that are not expected to result in significant changes in the cash flows of the reporting entity. The provisions of SFAS No. 153 are effective for exchanges of nonmonetary assets occurring in fiscal periods beginning after June 15, 2005. As of December 31, 2004, management believes that SFAS No. 153 will have no significant effect on the financial position, results of operations, and cash flows of the Company.

In December 2004, the FASB revised SFAS No. 123 (revised 2004), Share-Based Payments. SFAS 123® eliminates the alternative to use APB Opinion 25's intrinsic value method of accounting (generally resulting in recognition of no compensation cost) and instead requires a company to recognize in its financial statements the cost of employee services received in exchange for valuable equity instruments issued, and liabilities incurred, to employees in share-based payment transactions (e.g., stock options). The cost will be based on the grant-date fair

value of the award and will be recognized over the period for which an employee is required to provide service in exchange for the award. For public entities that do not file as small business issuers, the provisions of the revised statement are to be applied prospectively for awards that are granted, modified, or settled in the first interim or annual period beginning after June 15, 2005. Additionally, public entities would recognize compensation cost for any portion of awards granted or modified after December 15, 1994, that is not yet vested at the date the standard is adopted, based on the grant-date fair

**Table of Contents****infoUSA INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

value of those awards calculated under SFAS 123 (as originally issued) for either recognition or pro forma disclosures. When the Company adopts the standard on July 1, 2005, it will be required to report in its financial statements the share-based compensation expense for the last six months of 2005 and may choose to use the modified retrospective application method to restate results for the two earlier interim periods. As of December 31, 2004, management believes that adopting the new statement will have a negative impact of approximately one cent per share (one cent per share if the modified retrospective application method is used) for the year ending December 31, 2005, representing the expense to be recognized from July 1, 2005 through December 31, 2005 for the unvested portion of awards which were granted prior to July 1, 2005.

In December 2003, the Financial Accounting Standards Board ( FASB ) revised FASB Interpretation ( FIN ) No. 46, Consolidation of Variable Interest Entities. FIN No. 46® addresses consolidation by business enterprises of certain variable interest entities. For public entities that are not small business issuers, the provisions of FIN No. 46® were effective no later than the end of the first reporting period that ended after March 15, 2004. If the variable interest entity is considered to be a special-purpose entity, FIN No. 46® was to be applied no later than the first reporting period that ended after December 15, 2003. Management has determined that adoption of this interpretation did not have any effect on the financial position, results of operations and cash flows of the Company.

In November 2003, the FASB ratified a consensus on the disclosure provisions of EITF 03-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments (EITF 03-1). In March 2004, the FASB reached a consensus regarding the application of a three-step impairment model to determine whether investments accounted for in accordance with SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities, and other cost method investments are other-than-temporarily impaired. However, with the issuance of FSP EITF 03-1-1, Effective Date of Paragraphs 10-20 of EITF 03-1, on September 30, 2004, the provisions of the consensus relating to the measurement and recognition of other-than-temporary impairments will be deferred pending further clarification from the FASB. The remaining provisions of this rule, which primarily relate to disclosure requirements, are required to be applied prospectively to all current and future investments accounted for in accordance with SFAS No. 115 and other cost method investments. The Company will evaluate the potential impact of EITF 03-1 after the FASB completes its reassessment.

**3. Acquisitions**

On February 2, 2004, the Company acquired all the issued and outstanding common stock of Triplex Direct Marketing Corp. ( Triplex ), a provider of direct marketing and database marketing services to nonprofit and catalog customers. The total purchase price was \$7.9 million including acquisition costs of \$0.3 million, of which, \$6.1 million was payable in cash at closing and the remaining \$1.5 million will be payable in February 2005 if Triplex satisfies all its representations, warranties, covenants and agreements. The purchase price for the acquisition has been preliminarily allocated to current assets of \$2.4 million, property and equipment of \$0.7 million, current liabilities of \$2.6 million, and goodwill of \$5.9 million. The acquisition has been accounted for under the purchase method of accounting, and accordingly, the operating results of Triplex have been included in the Company's financial statements since the date of acquisition.

On June 4, 2004, the Company acquired all the issued and outstanding common stock of Edith Roman Associates, Inc., Database Direct, Inc. and E-Post Direct, Inc. (collectively Edith Roman ), a provider of list brokerage and list management services, data processing services and email marketing services. The total purchase price was \$13.5 million including acquisition costs of \$0.3 million, of which, \$6.6 million was payable in cash at closing and the remaining \$6.6 million represented as a note payable in the accompanying consolidated balance sheet will be payable on June 4, 2005. The transaction is subject to purchase price adjustment represented by an adjustment for finalized working capital, net sales and other contingent items specified within the purchase agreement. The purchase price for the acquisition has been preliminarily

**Table of Contents****infoUSA INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

allocated to current assets of \$11.3 million, property and equipment of \$0.5 million, current liabilities of \$10.1 million and goodwill of \$11.8 million. The acquisition has been accounted for under the purchase method of accounting, and accordingly, the operating results of Edith Roman have been included in the Company's financial statements since the date of acquisition.

On June 9, 2004, the Company acquired all the issued and outstanding common stock of OneSource Information Services, Inc. ( OneSource ). OneSource offers a global database of over 1.7 million of the largest businesses worldwide. This database is deep in content. It also includes financial information and other public information. OneSource's primary products, the OneSource® Business Browser<sup>SM</sup> products, are password-protected, subscription-based products that provide sales, marketing, finance, and management professionals and consultants with industry and company profiles, research reports, media accounts, executive listings and biographies, and financial information on over 1.7 million public and private companies. OneSource customers access this information over the Internet using standard Web browsers.

The total purchase price was \$109.3 million, comprised of cash paid for the outstanding common stock of OneSource of \$104.6 million, a merger agreement termination fee associated with the acquisition of \$3.0 million and acquisition-related costs of \$1.7 million. Additionally, the Company paid \$2.2 million for bank financing fees associated with the transaction recorded as deferred financing costs. The purchase price for the acquisition has been preliminarily allocated to current assets of \$28.2 million, property and equipment of \$5.6 million, other assets of \$1.5 million, current liabilities of \$18.5 million (including \$13.7 million of deferred revenue), other liabilities of \$17.2 million and goodwill and other intangibles of \$109.7 million. Goodwill and other identified intangibles include: developed technology of \$9.0 million (life of 5 years), Corptech database of \$2.6 million (life of 3 years), customer lists of \$16.3 million (life of 6 years), tradenames and trademarks of \$3.5 million (life of 20 years) and goodwill of \$78.3 million. The acquisition has been accounted for under the purchase method of accounting, and accordingly, the operating results of OneSource have been included in the Company's financial statements since the date of acquisition.

In connection with the preliminary purchase price allocation for OneSource, the Company recorded deferred revenue of \$13.7 million, which is less than the carrying value recorded by OneSource at the time of the acquisition. In accordance with EITF Issue 01-03 *Accounting in a Purchase Business Combination for Deferred Revenue of an Acquiree*, the Company recorded deferred revenue at the fair value of the assumed liability for fulfillment of customer obligations plus a normal profit margin.

In September 2003, the Company purchased the assets of LTWC Corporation ( Markado ), a provider of email marketing services. Total consideration for the acquisition was cash of \$1.2 million, including acquisition costs of \$0.2 million. The purchase price for the acquisition was allocated to current assets of \$0.3 million, property and equipment of \$0.1 million and goodwill of \$0.8 million.

In March 2003, the Company acquired all issued and outstanding common stock of Yesmail, Inc., a provider of email acquisition and retention services. Total consideration for the acquisition was cash of \$5.4 million, including acquisition costs of \$0.4 million. The purchase price for the acquisition was allocated to current assets of \$4.1 million, property and equipment of \$1.4 million, current liabilities of \$3.8 million and goodwill of \$3.7 million.

In December 2002, the Company acquired all issued and outstanding stock of ClickAction Inc., a provider of email marketing automation solutions. Total consideration for the acquisition was cash of \$4.8 million, including acquisition costs of \$0.7 million. The purchase price for the acquisition was allocated to current assets of \$3.1 million (including cash acquired of \$1.5 million), property and equipment of \$1.0 million, other assets of \$1.4 million, current liabilities of \$1.8 million, long-term liabilities of \$0.1 million and goodwill of \$1.2 million.

In September 2002, the Company acquired certain assets and assumed certain liabilities of City Publishing Company, Inc., a business directory provider. Total consideration for the acquisition was cash of

**Table of Contents****infoUSA INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

\$1.7 million, including acquisition costs of \$0.1 million. The purchase price for the acquisition was allocated to current assets of \$0.4 million, property and equipment of \$20 thousand, current liabilities of \$0.6 million and goodwill of \$1.9 million.

In June 2002, the Company acquired certain assets and assumed certain liabilities of Hill-Donnelly Inc., a business directory provider. Total consideration for the acquisition was cash of \$1.9 million, including acquisition costs of \$0.1 million. The purchase price for the acquisition was allocated to current assets of \$0.3 million, property and equipment of \$0.2 million, current liabilities of \$0.1 million and goodwill of \$1.5 million.

In April 2002, the Company acquired certain assets and assumed certain liabilities of Key Contacts, Inc., a Canadian database list business. Total consideration for the acquisition was cash of \$194 thousand. The purchase price for the acquisition was allocated to property and equipment of \$5 thousand, current liabilities of \$34 thousand and goodwill of \$223 thousand.

In March 2002, the Company acquired the e-mail list business of DoubleClick, Inc. through an acquisition of assets and the assumption of certain liabilities. Total consideration for the acquisition was cash of \$2.3 million, including acquisition costs of \$0.3 million. The purchase price for the acquisition was allocated to current assets of \$3.7 million, current liabilities of \$2.0 million and goodwill of \$0.6 million.

In January 2002, the Company acquired all issued and outstanding common stock of Database Concepts, Inc., a Canadian database development business. Total consideration for the acquisition was cash of \$224 thousand. The purchase price for the acquisition was allocated to current assets of \$44 thousand, property and equipment of \$8 thousand, current liabilities of \$160 thousand and goodwill of \$332 thousand.

The Company accounted for these acquisitions under the purchase method of accounting and the operating results for each of these acquisitions are included in the accompanying consolidated statements of operations from the respective acquisition dates.

Assuming the acquisitions described above made during 2003 and 2004 had been acquired on January 1, 2003 and included in the accompanying consolidated statements of operations, unaudited pro forma consolidated net sales, net income and net income per share would have been as follows:

	<b>For the Years Ended</b>	
	<b>December 31, 2004</b>	<b>December 31, 2003</b>
	<b>(In thousands, except per share amounts) (unaudited)</b>	
Net sales	\$ 375,677	\$ 383,585
Net income	\$ 12,133	\$ 5,502
Basic earnings per share	\$ 0.23	\$ 0.11
Diluted earnings per share	\$ 0.23	\$ 0.11

The pro forma information provided above does not purport to be indicative of the results of operations that would actually have resulted if the acquisitions were made as of those dates or of results that may occur in the future. Pro forma net income includes adjustments for interest expense, depreciation expense, amortization of intangible assets, income taxes and valuation of deferred revenue and deferred commission costs for OneSource.

**4. Marketable Securities**

At December 31, 2004, marketable securities available for-sale consists of common stock and mutual funds, which the Company records at fair market value. Any unrealized holding gains or losses are excluded





**Table of Contents****infoUSA INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

from net income and reported as a component of comprehensive income. During 2004, the Company recorded proceeds of \$2.5 million and a net realized loss of \$273 thousand. During 2003, the Company recorded proceeds of \$747 thousand and a net realized gain of \$163 thousand. During 2002, there were no proceeds or realized gains (losses) from the sale of marketable securities.

**5. Comprehensive Income (Loss)**

The components of accumulated other comprehensive income (loss) were as follows:

	<b>December 31, 2004</b>	<b>December 31, 2003</b>
	<b>(In thousands)</b>	
Other comprehensive income (loss):		
Unrealized gain (loss) from investments:		
Unrealized gains (losses)	\$ (827)	\$ (291)
Related tax expense	314	111
Net	(513)	(180)
Unrealized gain (loss) pension plan:		
Unrealized gains (losses)	\$ (1701)	\$ (1,397)
Related tax expense	646	531
Net	(1,055)	(866)
Foreign currency translation adjustments:		
Unrealized losses	(885)	(672)
Accumulated other comprehensive income (loss)	\$ (2,453)	\$ (1,718)

**6. Property and Equipment**

	<b>December 31, 2004</b>	<b>December 31, 2003</b>
	<b>(In thousands)</b>	
Land and improvements	\$ 5,391	\$ 3,955
Buildings and improvements	35,147	33,008
Furniture and equipment	79,304	69,855
Capitalized equipment leases	15,947	15,502
	135,789	122,320
Less accumulated depreciation and amortization:		
Owned property	81,500	71,223
Capitalized equipment leases	11,752	10,113

Property and equipment, net	\$	42,537	\$	40,984
-----------------------------	----	--------	----	--------

**Table of Contents**

**infoUSA INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**7. Goodwill and Intangible Assets**

Goodwill and intangible assets consist of the following:

	December 31, 2004	December 31, 2003
(In thousands)		
Goodwill	\$ 357,720	\$ 261,398
Less accumulated amortization	59,012	59,012
	\$ 298,708	\$ 202,386
Other intangible assets:		
Non-compete agreements	13,534	13,534
Core technology	13,753	4,800
Customer base	24,663	8,372
Trade names	19,259	15,815
Purchased data processing software	73,478	73,478
Acquired database costs	21,591	19,000
Perpetual software license agreement, net	2,133	2,933
Software development costs, net	5,983	2,128
Database development costs, net	461	149
Deferred financing costs	11,123	8,216
	185,978	148,425
Less accumulated amortization	119,400	103,202
	\$ 66,578	\$ 45,223

The following table summarizes activity related to goodwill, net of accumulated amortization, recorded by the Company:

Fiscal Year	Beginning Balance	Acquisition	Acquisition Adjustments	Ending Balance
2003	\$ 210,441	\$ 5,452	\$ (13,507)	\$ 202,386
2004	\$ 202,386	\$ 91,462	\$ 4,860	\$ 298,708

During 2004, the Company finalized the purchase price allocation for acquisitions including Yesmail and Markado and recorded subsequent adjustments for acquisitions including Triplex, Edith Roman and OneSource. During 2003, the Company finalized the purchase price allocation for several acquisitions that resulted in a reduction of goodwill and deferred tax liabilities of approximately \$13.5 million.

Future amounts by calendar year for amortization of intangibles as of December 31, 2004 are as follows (in thousands):

2005	\$ 17,613
------	-----------

2006	12,912
2007	7,011
2008	5,650
2009	4,590

**Table of Contents**

**infoUSA INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**8. Financing Arrangements**

Long-term debt consists of the following:

	December 31, 2004	December 31, 2003
	(In thousands)	
9 1/2% Senior Subordinated Notes	\$	\$ 30,020
Senior Secured Credit Facilities Term A Loan	105,000	
Senior Secured Credit Facilities Term B Loan	69,600	
Senior Secured Credit Facilities Term Loan		88,750
Senior Secured Credit Facilities Revolving Credit Facility		9,000
Mortgage note, collateralized by deed of trust. Note bears a variable interest rate of Libor plus 2.50%. Principal is due May 2014. Interest is payable monthly	10,886	
Construction note short term, collateralized by deed of trust. Note bears a variable interest rate of Libor plus 2.50% Interest is payable monthly	1,265	
Mortgage note, collateralized by deed of trust. Note bears a variable interest rate of Libor plus 2.75%. Principal is due October 2006. Interest is payable monthly		6,860
Mortgage note, collateralized by deed of trust. Note bears a variable interest rate of Libor plus 2.50% . Principal is due August 2006. Interest is payable monthly		2,033
Economic development loan State of Iowa, collateralized by deed of trust. Note is interest-free. Principal is due December 2009	155	
Unsecured note payable selling shareholders of Edith Roman. Note bears a fixed interest rate of 6%. Principal and interest are due June 2005	6,612	
Capital lease obligations (See Note 15)	2,708	3,102
	196,226	139,765
Less current portion	34,134	17,280
Long-term debt	\$ 162,092	\$ 122,485

Future maturities by calendar year of long-term debt as of December 31, 2004 are as follows (in thousands):

2004	\$ 34,134
2005	28,886
2006	27,106
2007	26,916
2008	8,157
Thereafter	71,027

Total	\$ 196,226
-------	------------

On March 25, 2004, the Company financed a new Senior Secured Credit Facility administered by Wells Fargo Bank, N.A. The new credit facility provides for a \$120.0 million Term A loan with a maturity date of March 2009 and a \$50.0 million revolving line of credit with a maturity date of March 2007.

**Table of Contents**

***info*USA INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

On June 4, 2004, the Company negotiated an amended and restated Senior Secured Credit Facility (the Credit Facility ) administered by Wells Fargo Bank, N.A. in conjunction with the acquisition of OneSource. The Credit Facility provides for a new \$80.0 million Term B loan with a maturity date of June 2010.

The Credit Facility provides for grid-based interest pricing based upon the Company's consolidated total leverage ratio and ranges from base rate plus 1.00% to 1.75% for base rate loans and LIBOR plus 2.00% to 2.75% for use of the revolving credit facility. The term loans interest rates range from base rate plus 1.50% to 2.00% or LIBOR plus 2.50% to 3.00%. Substantially all of the assets of the Company are pledged as security under the terms of the Credit Facility. At December 31, 2004, the Term A loan had a balance of \$105.0 million bearing an interest rate of 5.06%, the Term B loan had a balance of \$69.6 million bearing an interest rate of 5.25% and \$50.0 million was available under the revolving line of credit.

During 2004, the Company wrote-off deferred financing costs of \$0.1 million related to the prior credit facility as a result of the financing on March 25, 2004 of the Credit Facility.

During 2004, the Company redeemed the remainder of its outstanding 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes of \$30.0 million at a premium of 4.75% to face amount. The premium paid on the redemption was \$1.5 million, representing amounts paid in excess of the carrying value of the debt. As part of the redemption, the Company recorded charges of \$0.6 million for net unamortized debt issue costs related to the Senior Subordinated Notes.

During 2003, the Company purchased \$67.0 million of its 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes of which \$11.5 million were from the Chief Executive Officer. All purchases of 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes occurred at the same price and under the same terms. As part of these purchases, the Company recorded charges of \$1.6 million for related net unamortized debt issue costs and \$3.1 million for amounts paid in excess of the carrying value of the debt.

During 2003, the Company expensed \$0.8 million for net unamortized debt issue costs and \$0.8 million in bank fees associated with the refinancing of the credit facility.

During 2002, the Company wrote-off deferred financing costs of \$2.9 million in connection with the refinancing of its Senior Secured Credit Facility. Additionally, the refinancing resulted in a loss of \$1.2 million for the reclassification of interest rate swap agreement from Other Comprehensive Income (Loss) included in the Company's consolidated balance sheet.

The Company is subject to certain financial covenants in the Credit Facility, including minimum consolidated fixed charge coverage ratio, maximum consolidated total leverage ratio and minimum consolidated net worth. The Company is in compliance with all restrictive covenants in the Credit Facility.



**Table of Contents**

**infoUSA INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**9. Income Taxes**

The provision for income taxes consists of the following:

	<b>For the Years Ended</b>		
	<b>December 31, 2004</b>	<b>December 31, 2003</b>	<b>December 31, 2002</b>
	<b>(In thousands)</b>		
<b>Current:</b>			
Federal	\$ 9,175	\$ 20,244	\$ 15,390
Foreign	(88)		
State	1,205	1,754	1,385
	10,292	21,998	16,775
<b>Deferred:</b>			
Federal	469	(9,143)	(3,694)
State	173	(783)	(368)
	642	(9,926)	(4,062)
	\$ 10,934	\$ 12,072	\$ 12,713

The effective income tax rate for continuing operations varied from the Federal statutory rate as follows:

	<b>For the Years Ended</b>		
	<b>December 31, 2004</b>	<b>December 31, 2003</b>	<b>December 31, 2002</b>
	<b>(In thousands)</b>		
Expected Federal income taxes at statutory rate of 35%	\$ 10,070	\$ 11,118	\$ 11,602
State taxes, net of Federal effects	895	631	661
Foreign dividend income	2,100		
Foreign tax credit	(1,729)		
Other	(402)	323	450
	\$ 10,934	\$ 12,072	\$ 12,713

**Table of Contents**

**infoUSA INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The components of the net deferred tax assets (liabilities) were as follows:

	<b>December 31, 2004</b>	<b>December 31, 2003</b>
<b>(In thousands)</b>		
<b>Deferred tax assets:</b>		
Unrealized losses	\$ 379	\$ 111
Pension plan obligation	645	531
Accounts receivable	595	828
Accrued vacation	1,566	1,293
Depreciation	1,208	326
Net operating losses	2,376	1,304
	6,769	4,393
<b>Deferred tax liabilities:</b>		
Intangible assets	(25,914)	(11,816)
Deferred marketing costs	(1,001)	(2,074)
Prepaid expenses and other assets	(3,484)	(2,297)
	(30,399)	(16,187)
Net deferred tax liabilities	\$ (23,630)	\$ (11,794)

The Company had no valuation allowance at December 31, 2004 or 2003. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, carryback opportunities, and tax planning strategies in making this assessment.

The Company had net operating loss carryforwards (NOL s) for tax purposes of \$6.3 million at December 31, 2004 that will begin to expire in 2017. All of the NOL s are attributable to the pre-acquisition periods of acquired subsidiaries. The utilization of these NOL s may be limited pursuant to Section 382 of the Internal Revenue Code as a result of these prior ownership changes.

## 10. Stock Option Plans

As of December 31, 2004, 3.8 million options to purchase the Company s Common Stock were issued and outstanding, including 3.1 million to designated officers and named directors, under the Company s Stock Option Plan. Options have been generally granted at the stock s fair market value on the date of grant, vest generally over a four or five year period and expire five or six years, respectively, from date of grant. Options issued to shareholders holding 10% or more of the Company s stock have generally been issued at 110% of the stock s fair market value on the date of grant and vest over periods ranging from five to six years with early vesting if certain financial goals are met. Certain options issued to directors at the stock s fair market value vested immediately and expire five years from grant date. During 2004, the Company issued options at 150% of the stock s fair market value on the date of grant with a vesting period of 10 years. As of December 31, 2004, 0.8 million shares were available for granting additional options.

In October 2001, the Company implemented a stock option program for certain executive employees whereby fully vested options to purchase 320,000 shares of common stock were issued at fair value on the grant date. The options were immediately exercised by the employees and, in lieu of cash for the exercise price, the Company accepted full recourse notes receivable of \$1.2 million from the employees for the exercise

**Table of Contents****infoUSA INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

price. The notes receivable bear interest at an annual rate of 5%. The grant of stock options has been accounted for using fixed plan accounting under APB 25 because, in management's view, the interest rates on the notes are at market rates, the employees have sufficient personal assets to back the notes and the Company has the intent to exercise its recourse rights against the employee's personal assets in the event of a default. At December 31, 2004 and 2003, the notes receivable had a balance of \$334 thousand and \$325 thousand, respectively, and is in the equity section of the consolidated balance sheets.

The Company previously granted non-qualified stock options to non-employee consultants of the Company in connection with consulting agreements executed by the Company. The options vest evenly over four years and have a five-year life. The fair value of the options were estimated, as of the grant date, using the Black-Scholes option pricing model and are updated at each balance sheet date. As such, the Company has recorded a non-cash charge of \$779 thousand, \$219 thousand and \$52 thousand related to stock options granted to the consultants during 2004, 2003 and 2002, respectively. The charges were recorded as an addition to paid-in capital.

The following information relates to options to purchase the Company's common stock:

	December 31, 2004		December 31, 2003		December 31, 2002	
	Weighted Average Exercise		Weighted Average Exercise		Weighted Average Exercise	
	Shares	Price	Shares	Price	Shares	Price
Outstanding beginning of period	4,790,085	\$ 7.98	5,560,384	\$ 8.08	6,547,402	\$ 8.54
Granted	45,000	14.58	1,405,000	7.38	1,300,000	9.82
Exercised	(746,496)	6.47	(939,019)	6.35	(15,553)	5.75
Forfeited/expired	(298,897)	7.88	(1,236,280)	8.99	(2,271,465)	10.17
Outstanding end of period	3,789,692	\$ 8.38	4,790,085	\$ 7.98	5,560,384	\$ 8.08
Options exercisable at end of period	2,474,067	\$ 8.32	2,355,230	\$ 7.80	3,014,616	\$ 7.65
Shares available for options that may be granted	770,709		621,970		901,753	
Weighted-average grant date fair value of options, granted during the period						
exercise price equals stock price at grant		\$ 7.89		\$ 4.79		\$ 6.49

**Table of Contents****infoUSA INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes information about stock options outstanding at December 31, 2004:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price
\$ 4.37 to \$ 5.83	55,000	3.3 years	\$ 5.01	55,000	\$ 5.01
\$ 5.83 to \$ 7.29	708,692	1.8 years	6.56	515,697	6.69
\$ 7.29 to \$ 8.75	2,206,000	2.5 years	8.34	1,390,148	8.41
\$ 8.75 to \$10.21	765,000	2.3 years	9.99	503,222	10.00
\$10.21 to \$11.66	0	0.0 years	0.00	0	0.00
\$11.66 to \$13.12	10,000	0.0 years	12.63	10,000	12.63
\$13.12 to \$14.58	45,000	9.4 years	14.58	0	0.00
\$ 4.37 to \$14.58	3,789,692	2.4 years	\$ 8.38	2,474,067	\$ 8.32

**11. Savings Plan**

Employees who meet certain eligibility requirements can participate in the Company's 401(k) Savings and Investment Plan. Under the Plan, the Company may, at its discretion, match a percentage of the employee contributions. The Company recorded administration expenses for matching contributions totaling \$2.0 million, \$1.6 million and \$1.6 million in the years ended December 31, 2004, 2003 and 2002, respectively.

The Company can make matching contributions to its 401(k) Plan using treasury stock or in cash. Contribution expense is measured as the fair value of the Company's common stock on the date of the grant. During 2004, the Company contributed 159,918 shares at a recorded value of \$1.5 million. During 2003, the Company contributed 221,291 shares at a recorded value of \$1.4 million. During 2002, the Company contributed 200,289 shares at a recorded value of \$1.0 million.

**12. Related Party Transactions**

Annapurna Corporation, which is 100% owned by Mr. Gupta, the Company's Chairman and Chief Executive Officer, has fractional ownership in certain aircraft with NetJets. Annapurna Corporation bills the Company when the Company's employees and officers use the aircraft. The Company paid a total of \$1.5 million, \$2.2 million and \$2.2 million in 2004, 2003 and 2002, respectively, to Annapurna Corporation for usage of the aircraft and related services. The Company capitalized acquisition costs related to these payments of \$0.5 million, \$0.7 million and \$0.6 million in 2004, 2003 and 2002, respectively. The charges by Annapurna Corporation to the Company are comparable to those charged by other services such as Marquis, and without any commitment by the Company.

During 2004, the Company purchased from NetJets fractional ownership interests in two airplanes at a total cost of \$2.7 million. The fractional ownership interests in the two airplanes were previously owned by Mr. Gupta, who sold them to NetJets at the same time the Company made the purchase of the aircraft.

The Company paid a total of \$590 thousand and \$182 thousand of discretionary bonuses in 2004 and 2003, respectively, to entities wholly owned by certain executive officers of the Company, excluding Mr. Gupta.

The Company has retained the law firm of Robins, Kaplan, Miller & Ciresi L.L.P. to provide certain legal services. Elliot Kaplan, a director of the Company, is a name partner and former Chairman of the Executive



**Table of Contents****infoUSA INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Board of Robins, Kaplan, Miller & Ciresi L.L.P. The Company paid a total of \$576 thousand, \$428 thousand and \$685 thousand to this law firm during 2004, 2003 and 2002, respectively.

During 2003, the Company purchased the rights to a skybox at a local university stadium for \$617 thousand from Annapurna Corporation. The cost covers the remaining 21 years of the lease and has been recorded in other assets on the accompanying consolidated balance sheet. The Company also purchased \$11.5 million of its 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes from Mr. Gupta at the same terms and prices offered to unrelated parties.

Mr. Gupta was eligible for a cash bonus in 2002 based on Company performance. The criteria for Mr. Gupta's bonus specified that he would receive 10% of the Company's adjusted EBITDA in excess of \$80 million. In January 2002, the Company paid an advance of \$1.5 million to Mr. Gupta (based on the Company's 2001 performance) to be off set against any 2002 bonus payable to Mr. Gupta pursuant to his bonus program. The advance was to be applied to part of or his entire 2002 bonus or repaid by Mr. Gupta by January 2004. In May 2002, Mr. Gupta repaid \$0.6 million of the original advance, leaving an advance balance of \$0.9 million. Mr. Gupta's 2002 bonus was determined to be \$0.4 million. The remaining balance of \$0.5 million was awarded as bonus for 2003 and prepaid salary for 2004, resulting in the note receivable being paid in full.

During 2002, the Company paid Everest Asset Management \$415 thousand for acquisition-related expenses on certain acquisition transactions. Everest Asset Management is 100% owned by Mr. Gupta.

During 2001, the Company invested \$1 million in the Everest<sup>3</sup> Fund, a blend of three index funds (S&P 500, Dow Jones and NASDAQ 100). Everest Funds Management LLC manages the fund. Mr. Gupta, who is the Chairman and Chief Executive Officer of the Company, owns 100% of the voting stock in Everest Funds Management LLC. During 2004, the Company liquidated its investment in the Everest<sup>3</sup> Fund.

**13. Supplemental Cash Flow Information**

The Company made certain acquisitions during 2004, 2003 and 2002 (See Note 3) and assumed liabilities as follows:

	2004	2003	2002
	(In thousands)		
Fair value of assets acquired	\$ 175,392	\$ 9,885	\$ 13,509
Cash paid	(109,992)	(5,763)	(9,793)
Liabilities assumed	\$ 65,400	\$ 4,122	\$ 3,716

The Company acquired property and equipment under capital lease obligations or financing arrangements totaling \$5.3 million, \$1.8 million and \$0.7 million, in the years ended December 31, 2004, 2003 and 2002, respectively.

**Table of Contents**

*info*USA INC. AND SUBSIDIARIES  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**14. Fair Value of Financial Instruments**

The following table presents the carrying amounts and estimated fair values of the Company's financial instruments at December 31, 2004 and 2003. The fair value of a financial instrument is defined as the amount at which the instrument could be exchanged in a current transaction between willing parties.

The carrying amounts shown in the following table are included in the consolidated balance sheets under the indicated captions.

	December 31, 2004		December 31, 2003	
	Carrying Amount	Fair Value  (unaudited)	Carrying Amount	Fair Value  (unaudited)
(Amounts in thousands)				
<b>Financial assets:</b>				
Cash and cash equivalents	\$ 10,404	\$ 10,404	\$ 2,686	\$ 2,686
Marketable securities	3,049	3,049	3,685	3,685
Other assets — nonmarketable investment securities	1,706	1,706	2,494	2,494
<b>Financial liabilities:</b>				
Long-term debt	196,226	194,398	139,765	141,190

The following methods and assumptions were used to estimate the fair value of each class of financial instruments: *Cash and cash equivalents.* The carrying amounts approximate fair value because of the short maturity of those instruments.

*Marketable securities.* The fair values of debt securities and equity investments are based on quoted market prices at the reporting date for those or similar investments.

*Other assets, including non-marketable investment securities.* Investments in companies not traded on organized exchanges are valued on the basis of comparisons with similar companies whose shares are publicly traded. Values for companies not publicly traded on organized exchanges may also be based on analysis and review of valuations performed by others independent of the Company.

*Long-term debt.* The 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes due June 2008 are valued based on quoted market prices at the reporting date. The Company repurchased all of the outstanding Notes during 2004. All other debt obligations are valued at the discounted amount of future cash flows.

**15. Commitments and Contingencies**

Under the terms of its capital lease agreements, the Company is required to pay ownership costs, including taxes, licenses and maintenance. The Company also leases office space under operating leases expiring at various dates through 2010. Certain of these leases contain renewal options. Rent expense on operating lease agreements was \$7.1 million, \$6.6 million, and \$5.9 million in the years ended December 31, 2004, 2003 and 2002, respectively.



**Table of Contents**

**infoUSA INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Following is a schedule of the future minimum lease payments as of December 31, 2004:

	Capital	Operating
	(In thousands)	
2005	\$ 1,883	\$ 7,924
2006	742	5,856
2007	187	5,009
2008		3,531
2009		1,589
Thereafter		936
<b>Total future minimum lease payments</b>	<b>2,812</b>	<b>\$ 24,845</b>
Less amounts representing interest	(104)	
<b>Present value of net minimum lease payments</b>	<b>\$ 2,708</b>	

The Company and its subsidiaries are involved in other legal proceedings, claims and litigation arising in the ordinary course of business. Management believes that any resulting liability should not materially affect the Company's financial position, results of operations, or cash flows.

#### **16. Acquisition Costs, Litigation Settlement Charges and Restructuring Charges**

During 2004, the Company recorded acquisition costs of \$0.3 million for various acquisitions, including Triplex, Edith Roman and OneSource. During 2003, the Company recorded acquisition costs \$0.1 million for various acquisitions, including Clickaction, Yesmail and Markado. During 2002, the Company recorded acquisition costs of \$0.2 million for various acquisitions, including the email list business of DoubleClick, Hill Donnelly, City Publishing and ClickAction. These costs are not direct costs of acquisition and therefore cannot be capitalized as part of the purchase price. Rather, these are general and administrative costs incurred in connection with the integration of these businesses.

On May 14, 2002, a principal of one of the acquisitions made by the Company in 1996 was awarded \$1.7 million by an arbitrator for settlement of a dispute regarding exercise of stock options issued by the Company. Although the Company appealed the arbitrator's decision, the Company's management, under advise from outside counsel, determined during 2003 that the Company was not likely to be successful in the appeal. Consequently, the Company recorded a litigation charge of \$1.7 million. During 2002, the Company settled legal issues totaling \$0.4 million in connection with the settlement of contractual disputes.

The Company recorded restructuring charges (severance) during 2004, 2003 and 2002 of \$2.9 million, \$1.9 million and \$2.5 million, respectively, related to workforce reductions as a part of the Company's continuing strategy to reduce unnecessary costs and focus on core operations. The workforce reduction charges included involuntary employee separation costs during 2004, 2003 and 2002 for approximately 376, 140 and 230 employees, respectively.

As of December 31, 2004, an outstanding accrual of \$0.6 million was included in the accompanying consolidated balance sheet for severance costs remaining to be paid.

**Table of Contents**

**infoUSA INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes activity related to the restructuring charges recorded by the Company, including the liability accrual balances:

Fiscal Year	Beginning Accrual	Amounts Expensed	Amounts Recorded as Part of Acquisitions	Amounts Paid	Ending Accrual
(In thousands)					
2002	\$ 79	\$ 2,531	\$ 693	\$ 1,883	\$ 1,420
2003	\$ 1,420	\$ 1,861	\$ 326	\$ 3,360	\$ 247
2004	\$ 247	\$ 2,940	\$ 1,577	\$ 4,135	\$ 629

**17. Stock Combination and Stockholders Rights Plan**

The Company has a stockholder rights plans with respect to its common stock. The rights are not exercisable until ten days after a person or group announces the acquisition of 15% or more of the Company's voting stock or announces a tender offer for 15% or more of the Company's outstanding common stock. Each right entitles the holder to purchase common stock at one half the stock's market value. The rights are redeemable at the Company's option for \$0.001 per Right at any time on or prior to public announcement that a person has acquired 15% or more of the Company's voting stock. The rights are automatically attached to and trade with each share of common stock.

**18. Other Charges**

During 2004, the Company wrote-off deferred financing costs of \$0.1 million related to the prior credit facility as a result of the financing on March 25, 2004 of the Credit Facility.

During 2004, the Company redeemed the remainder of its outstanding 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes of \$30.0 million at a premium of 4.75% to face amount. The premium paid on the redemption was \$1.5 million, representing amounts paid in excess of the carrying value of the debt. As part of the redemption, the Company recorded charges of \$0.6 million for net unamortized debt issue costs related to the Senior Subordinated Notes.

During 2004, the Company recorded a loss of \$1.0 million for an other-than-temporary decline in the value of a nonmarketable equity investment.

During 2003, the Company purchased \$67.0 million of its 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes of which \$11.5 million were from the Chief Executive Officer. All purchases of 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes occurred at the same price and under the same terms. As part of these purchases, the Company recorded charges of \$1.6 million for related net unamortized debt issue costs and \$3.1 million for amounts paid in excess of the carrying value of the debt.

During 2003, the Company expensed \$0.8 million for net unamortized debt issue costs and \$0.8 million in bank fees associated with the refinancing of the credit facility.

During 2002, the Company recorded other charges totaling \$5.5 million for: 1) a loss of \$2.8 million for the net unamortized debt issue costs related to the Deutsche Bank credit facility, 2) a loss of \$1.1 million for another-than-temporary decline in the value of a nonmarketable equity investment, 3) a loss of \$1.2 million for the reclassification of an interest rate swap agreement due to the refinancing of the Company's senior debt credit facility during the year, and 4) a loss related to the Company's repurchase of \$9.0 million of its 9<sup>1</sup>/<sub>2</sub>% Senior Subordinated Notes. As part of the repurchases, the Company recorded a loss totaling \$0.4 million for net unamortized debt issue costs related to the Senior Subordinated Notes and for amounts paid in excess of carrying value of the debt.

**Table of Contents**

**infoUSA INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**19. Segment Information**

The Company currently reports financial information on two business segments.

The *infoUSA* Group (formerly known as the Small Business segment) licenses its sales leads, mailing lists, databases, and other database marketing services to small and medium size businesses, entrepreneurs, professionals, and sales executives. This segment also includes the sale of our database content on the Internet.

The Donnelley Group (formerly known as the Large Business segment) provides licensing of the *infoUSA* database, direct marketing services, database marketing services, e-mail marketing services, and list brokerage and list management services to large businesses, i.e. businesses with 1,000 or more employees.

The *infoUSA* Group and Donnelley Group reflect actual net sales, order production costs, identifiable direct sales and marketing costs. The remaining indirect costs are presented as a reconciling item in corporate activities.

The corporate activities group includes the compilation of our proprietary databases, such as 14 million businesses, 180 million consumers, 3.1 million new homeowners, 15.0 million new movers, 2.6 million new business formations and other databases. They also include the cost for database verification, administrative function of the company and other identified gains (losses).

The Company accounts for property and equipment on a consolidated basis. The Company's property and equipment is shared by the Company's business segments. Depreciation expense is recorded in corporate activities.

Goodwill, net of accumulated amortization for the Donnelley Group segment increased from \$161.2 million at December 31, 2003 to \$257.5 million at December 31, 2004. The increase in goodwill is due to the acquisition of Triplex in February 2004, OneSource in June 2004 and Edith Roman in June 2004.

The Company has no intercompany sales or intercompany expense transactions. Accordingly, there are no adjustments necessary to eliminate amounts between the Company's segments. The following table summarizes segment information:

**For the Year Ended December 31, 2004**

	<b>infoUSA Group</b>	<b>Donnelley Group</b>	<b>Corporate Activities</b>	<b>Consolidated Total</b>
	<b>(In thousands)</b>			
Net sales	\$ 144,541	\$ 200,318	\$	\$ 344,859
Non-cash stock compensation			779	779
Restructuring charges			2,940	2,940
Acquisition costs			321	321
Operating income (loss)	45,430	82,525	(86,444)	41,329
Investment income			(190)	(190)
Interest expense			(9,210)	(9,210)
Other charges			(3,157)	(3,157)
Income (loss) before income taxes	45,430	82,525	(99,001)	28,772
Goodwill, net of amortization	41,255	257,453		298,708

**Table of Contents**

**infoUSA INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**For the Year Ended December 31, 2003**

	<b>infoUSA Group</b>	<b>Donnelley Group</b>	<b>Corporate Activities</b>	<b>Consolidated Total</b>
<b>(In thousands)</b>				
Net sales	\$ 155,363	\$ 155,982	\$	\$ 311,345
Non-cash stock compensation			219	219
Restructuring charges			1,861	1,861
Provision for litigation settlement			1,667	1,667
Acquisition costs			57	57
Operating income (loss)	48,923	76,778	(77,151)	48,550
Investment income			1,149	1,149
Interest expense			(11,547)	(11,547)
Other charges			(6,385)	(6,385)
Income (loss) before income taxes	48,923	76,778	(93,934)	31,767
Goodwill, net of amortization	41,152	161,234		202,386

**For the Year Ended December 31, 2002**

	<b>infoUSA Group</b>	<b>Donnelley Group</b>	<b>Corporate Activities</b>	<b>Consolidated Total</b>
<b>(In thousands)</b>				
Net sales	\$ 155,455	\$ 147,061	\$	\$ 302,516
Non-cash stock compensation			52	52
Restructuring charges			2,531	2,531
Provision for litigation settlement			417	417
Acquisition costs			181	181
Operating income (loss)	60,154	76,920	(82,517)	54,557
Investment income			179	179
Interest expense			(16,059)	(16,059)
Other charges			(2,675)	(2,675)
Income (loss) before income taxes	60,154	76,920	(101,072)	36,002
Goodwill, net of amortization	41,025	169,416		210,441

**20. Subsequent Event**

On January 25, 2005, the Board of Directors of the Company declared a cash dividend of \$0.20 per common share. The dividend payments, totaling \$10.6 million, were paid on March 1, 2005, to shareholders of record as of the close of business on February 8, 2005.

On January 31, 2005, the Company acquired @Once, a provider of retention based email services. The total purchase price was \$8.1 million.

On February 10, 2005, the Company announced that it has proposed to acquire Digital Impact, Inc. (Nasdaq: DIGI) for \$2.00 per share in cash. The Company's proposal has been communicated to the Digital Impact board of directors but has not yet resulted in a substantive discussion regarding the terms of a potential transaction. Based on

the latest publicly available information, as of February 10, 2005, Digital Impact had approximately 36.9 million shares of common stock outstanding, and as of March 31, 2004 Digital Impact had approximately 1,786,000 options to purchase common stock outstanding and with an exercise price below the \$2.00 per share purchase price under the tender offer, giving the transaction a total equity value (excluding 1,637,000 shares of common stock held by the Company) of approximately \$74 million. At this time, there is no certainty whether this transaction will be consummated at \$2.00 per share or at all.

**Table of Contents**

**infoUSA INC. AND SUBSIDIARIES**  
**SCHEDULE II**  
**VALUATION AND QUALIFYING ACCOUNTS**

Description	Additions				Balance at End of Period
	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts*	Deductions	
(In thousands)					
Allowance for doubtful accounts receivable:					
				(A)	
December 31, 2002	\$ 2,955	\$ 3,843	\$ (488)	\$ 3,336	\$ 2,974
December 31, 2003	\$ 2,974	\$ 2,959	\$ 231	\$ 3,984	\$ 2,180
December 31, 2004	\$ 2,180	\$ 2,372	\$ (100)	\$ 3,058	\$ 1,394
Allowance for sales returns:					
				(B)	
December 31, 2002	\$ 1,714	\$ 1,782	\$	\$ 2,797	\$ 699
December 31, 2003	\$ 699	\$ 1,339	\$	\$ 1,726	\$ 312
December 31, 2004	\$ 312	\$ 77	\$	\$ 389	\$

\* Recorded as a result of acquisitions

(A) Charge-offs during the period indicated

(B) Returns processed during the period indicated

See accompanying independent auditors report.

Table of Contents**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Incorporation, as amended through October 22, 1999, is Incorporated herein by reference to exhibits filed with Company's Registration Statement on Form 8-A, as amended, filed March 20, 2000
3.2	Bylaws are incorporated herein by reference to the Company's Registration Statement on Form S-1 (File No. 33-42887), which became effective February 18, 1992
3.3	Amended and Restated Certificate of Designation of Participating Preferred Stock, filed in Delaware on October 22, 1999, is incorporated herein by reference to exhibits filed with the Company's Registration Statement on Form 8-A, as amended, Filed March 20, 2000
4.1	Preferred Share Rights Agreement is incorporated herein by reference to the Company's Registration Statement on Form 8-A, as amended, filed March 20, 2000
4.2	Specimen of Common Stock Certificate is incorporated herein by reference to the exhibits filed with the Company's Registration Statement on Form 8-A, as amended, filed March 20, 2000
*4.8	Amended and Restated Credit Agreement by and among <i>infoUSA</i> , Inc., various Lenders (defined therein) and Wells Fargo, NA dated as of June 4, 2004
4.9	Pledge Agreement by and among <i>infoUSA</i> , Inc., various Lenders (defined therein) and Wells Fargo, NA dated as of March 25, 2004, incorporated herein by reference to the exhibits filed with the Company's Current Report on Form 8-K filed March 30, 2004
4.10	Security Agreement by and among <i>infoUSA</i> , Inc., various Lenders (defined therein) and Wells Fargo, NA dated as of March 25, 2004, incorporated herein by reference to the exhibits filed with the Company's Current Report on Form 8-K filed March 30, 2004
4.11	Subsidiaries Guaranty Agreement by and among <i>infoUSA</i> , Inc., various Lenders (defined therein) and Wells Fargo, NA dated as of March 25, 2004, incorporated herein by reference to the exhibits filed with the Company's Current Report on Form 8-K filed March 30, 2004
*4.12	Reaffirmation of and First Amendment to Subsidiaries Guaranty, Security Agreement and Pledge Agreement by and among <i>infoUSA</i> Inc., various lenders (defined there in) and Wells Fargo, NA dated as June 4, 2004
10.1	Form of Indemnification Agreement with Officers and Directors is incorporated herein by reference to exhibits filed with the Company's Registration Statement on Form S-1 (File No. 33-51352), filed August 28, 1992
10.2	1992 Stock Option Plan as amended is incorporated herein by reference to exhibits filed with the Company's Registration Statement on Form S-8 (File No. 333-37865), filed October 14, 1997
10.3	1997 Stock Option Plan as amended is incorporated herein by reference to exhibits filed with the Company's Registration Statement on Form S-8 (File No. 333-82933), filed July 15, 1999
10.4	Employment Agreement dated February 11, 1997 between the Company and Allen F. Ambrosino, incorporated herein by reference to exhibits filed with the Company's Annual Report on Form 10-K for the Year ended December 31, 2000
10.5	Amended and Restated Database License Agreement between Donnelley Marketing, Inc. and First Data Resources, Inc. dated as of July 23, 1999 is incorporated herein by

Edgar Filing: INFOUSA INC - Form 10-K

	reference to exhibits filed with the Company s Quarterly Report on Form 10-Q for the Quarter ended June 30, 1999
10.6	Covenant not to compete by First Data Corporation to <i>infoUSA</i> Inc. dated as of July 23, 1999 is incorporated herein by reference to exhibits filed with the Company s Quarterly Report on Form 10-Q for the Quarter ended June 30, 1999
21.1	Subsidiaries and State of Incorporation, filed herewith
23.1	Consent of Independent Registered Public Accounting Firm, filed herewith
24.1	Power of Attorney, filed herewith
31.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

\* Filed herewith