VERTRUE INC
Form 10-Q
May 10, 2006

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

FORM 10-Q

__X__ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 31, 2006
or
____ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to_____.

Commission File No. 0-21527

VERTRUE INCORPORATED

(Exact name of registrant as specified in its charter)

DELAWARE	06-1276882
(State of Incorporation)	(IRS Employer Identification No.)

20 Glover Avenue Norwalk, Connecticut	06850
(Address of principal executive offices)	(Zip Code)

(203) 324-7635

(Registrant's telephone number, including area code)

680 Washington Boulevard, Stamford, Connecticut 06901

(Former address, if changed since last report)

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 [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ] Accelerated filer [X] Non-accelerated filer [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 9,827,000 shares of Common Stock, $0.01 par value as of April 28, 2006.

VERTRUE INCORPORATED
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VERTRUE INCORPORATED
ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

CONSOLIDATED BALANCE SHEETS
(in thousands, except per share amounts)

	March 31, 2006	June 30, 2005

Assets		
Current assets:		
Cash and cash equivalents	$ 54,704	$ 64,356
Restricted cash	3,506	3,411
Short-term investments	32,727	16,223
Accounts receivable	16,034	12,559
Prepaid membership materials	3,362	2,557
Prepaid expenses and other current assets	15,445	8,695
Deferred marketing costs	30,314	39,226
Total current assets	156,092	147,027
Fixed assets, net	41,353	39,062
Goodwill	212,670	201,499
Intangible assets, net	39,952	46,476
Other assets	15,848	13,098
Total assets	$ 465,915	$ 447,162
Liabilities and Shareholders' Deficit		
Current liabilities:		
Current maturities of long-term obligations	$ 749	$ 686
Accounts payable	41,049	42,077
Accrued liabilities	86,960	82,157
Deferred revenues	95,702	108,117
Deferred income taxes	9,750	9,780
Total current liabilities	234,210	242,817
Deferred income taxes	9,509	9,702
Other long-term liabilities	8,053	5,257
Long-term debt	237,939	237,814
Total liabilities	489,711	495,590
Commitments and contingencies	-	-
Shareholders' deficit:		
Preferred stock, $0.01 par value -- 1,000 shares authorized; no shares issued	-	-
Common stock, $0.01 par value -- 40,000 shares authorized; 20,112 shares issued (19,703 shares at June 30, 2005)	201	197
Capital in excess of par value	183,958	169,463
Retained earnings	56,126	35,680
Accumulated other comprehensive income (loss)	202	(148)
Treasury stock, 10,295 shares at cost (10,020 shares at June 30, 2005)	(264,283)	(253,620)
Total shareholders' deficit	(23,796)	(48,428)
Total liabilities and shareholders' deficit	$ 465,915	$ 447,162

The accompanying notes are an integral part of these consolidated financial statements.

VERTRUE INCORPORATED
ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Three months ended March 31,		Nine months ended March 31,	
	2006	2005	2006	2005
Revenues	$ 163,841	$ 148,995	$ 481,499	$ 421,097
Expenses:				
Marketing	81,626	75,968	231,795	213,189
Operating	38,038	31,107	108,379	81,269
General and administrative	31,337	27,914	89,318	78,821
Amortization of intangibles	1,878	2,467	6,511	5,764
Operating income	10,962	11,539	45,496	42,054
Interest expense, net	(4,140)	(4,993)	(12,984)	(14,247)
Other income (expense), net	13	13	(148)	306
Income before income taxes	6,835	6,559	32,364	28,113
Provision for income taxes	2,694	2,206	11,918	10,281
Net income	$ 4,141	$ 4,353	$ 20,446	$ 17,832
Earnings per share:				
Basic	$ 0.43	$ 0.44	$ 2.11	$ 1.77
Diluted	$ 0.38	$ 0.40	$ 1.78	$ 1.55
Weighted average common shares used in earnings per share calculations:				
Basic	9,728	9,915	9,713	10,072
Diluted	12,848	13,005	12,820	13,014

The accompanying notes are an integral part of these consolidated financial statements.

VERTRUE INCORPORATED
ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Nine months ended March 31,	
	2006	2005
Operating activities		
Net income	$ 20,446	$ 17,832
Adjustments to reconcile net income to net cash provided by operating activities:		
Change in deferred revenues	(12,641)	(24,309)
Change in deferred marketing costs	9,008	10,830
Depreciation and amortization	19,781	16,879
Stock-based compensation	3,362	-
Deferred income taxes	(206)	3,516
Excess tax benefit from stock-based compensation	(1,457)	1,545
Other	(639)	174
Change in assets and liabilities:		
Restricted cash	(95)	(155)
Accounts receivable	(3,475)	(2,894)
Prepaid membership materials	(805)	256
Prepaid expenses	(1,397)	(1,424)
Other assets	(8,904)	(1,158)
Accounts payable	(798)	1,457
Accrued and other liabilities	15,383	2,007
Net cash provided by operating activities	37,563	24,556
Investing activities		
Acquisition of fixed assets	(14,862)	(7,407)
Purchases of short-term investments	(121,875)	(397,462)
Sales of short-term investments	106,383	491,548
Acquisitions of businesses, net of cash acquired	(14,942)	(65,687)
Net cash (used in) provided by investing activities	(45,296)	20,992
Financing activities		
Net proceeds from issuance of stock	7,400	9,795
Excess tax benefit from stock-based compensation	1,457	-
Treasury stock purchases	(10,663)	(33,817)
Debt issuance costs	(125)	(803)
Payments of long-term obligations	(519)	(373)
Net cash used in financing activities	(2,450)	(25,198)
Effect of exchange rate changes on cash and cash equivalents	531	212
Net (decrease) increase in cash and cash equivalents	(9,652)	20,562
Cash and cash equivalents at beginning of year	64,356	47,166
Cash and cash equivalents at end of period	$ 54,704	$ 67,728

The accompanying notes are an integral part of these consolidated financial statements.

VERTRUE INCORPORATED
ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - NATURE OF BUSINESS
Vertrue Incorporated ("Vertrue" or the "Company") is a leading internet marketing services company. The Company gives consumers access to services that offer substantial discounts and convenience for important decisions in their everyday lives. The Company's services span healthcare, personal property, security/insurance, discounts and personals and are all offered online through an array of marketing channels. Vertrue is a premier marketing partner to corporate clients and its services enable partners to enhance market presence, strengthen customer affinity and generate additional value.

NOTE 2 - BASIS OF PRESENTATION
The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and include the accounts of the Company, its wholly owned subsidiaries and variable interest entities required to be consolidated. All significant intercompany accounts and transactions have been eliminated. Such statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair statement have been included. The year-end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements in conformity with generally accepted accounting principles requires management of the Company to make estimates, judgments and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Operating results for the three and nine months ended March 31, 2006 are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2006. For further information, refer to the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2005.

The Company acquired Bargain Network, Inc. ("Bargain") on November 30, 2004 and My Choice Medical Holdings, Inc. ("MCM") on January 1, 2005. Therefore, their results of operations have been included in the consolidated results of operations since their acquisition dates. The results of Bargain have been included in the Marketing Services segment and the results of MCM have been included in the Management Services segment.

NOTE 3 - STOCK-BASED COMPENSATION
The Company adopted Financial Accounting Standards Board Statement ("SFAS") No. 123(R), "Share-Based Payment" ("SFAS 123R") on July 1, 2005. SFAS 123R established the accounting for share-based compensation and requires companies to measure and recognize compensation expense for all share-based payments at fair value. Accordingly, share-based compensation cost is measured at grant date based on the fair value of the award and is recognized as expense over the requisite service period. The Company adopted the modified prospective application method as permitted by SFAS 123R.

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ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Prior to the adoption of SFAS 123R, the Company accounted for its share-based employee compensation plans under the recognition and measurement provisions of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and the related interpretations. If compensation cost for the Company's stock-based compensation plans had been determined based on the fair value method (estimated using the Black-Scholes option pricing model) at the grant dates in accordance with SFAS No. 123, "Accounting for Stock-Based Compensation," ("SFAS 123"), the Company's pro forma net income and earnings per share would have been as follows for the three and nine months ended March 31, 2005 (in thousands, except per share data):

	Three months ended March 31, 2005	Nine months ended March 31, 2005
Net income reported	$ 4,353	$ 17,832
Add: Stock-based employee compensation expense under the intrinsic value method, net of related tax effects	-	-
Deduct: Stock-based employee compensation expense under the fair value method, net of related tax effects (1)	986	2,926
Pro forma net income	$ 3,367	$ 14,906
Earnings per share:		
As reported		
Basic	$ 0.44	$ 1.77
Diluted	$ 0.40	$ 1.55
Pro forma		
Basic	$ 0.34	$ 1.48
Diluted	$ 0.32	$ 1.31

(1) Compensation expense was reduced for forfeitures as they occurred.

The Company evaluated its valuation method and assumptions in connection with SFAS 123R. The Company determined that the use of the Black-Scholes option-pricing model was appropriate and is consistent with the Company's pro forma disclosures under the fair value recognition provisions of SFAS 123. The Company believes it has used appropriate assumptions in accordance with SFAS 123R to estimate the fair value of its stock options and its employee stock purchase plan during the three and nine months ended March 31, 2006. The following weighted average assumptions were used to estimate the fair value of options granted:

	Three months ended March 31,		Nine months ended March 31,	
Black-Scholes Option Valuation Assumptions	2006	2005	2006	2005
Dividend yield	0.0%	0.0%	0.0%	0.0%
Expected volatility (1)	57%	61%	64%	66%
Risk free interest rate (2)	4.6%	3.7%	3.9%	3.7%
Expected lives (in years) (3)	5.0	5.0	5.6	5.0

(1) Estimated based on the historical volatility of the Company's stock.

(2) Based on the U.S. Treasury yield curve in effect at the time of grant with a term consistent with the expected life of the options granted.
(3) Estimated based on historical exercise experience and expected future results of similar grants.

The weighted average fair values of options granted during the three and nine months ended March 31, 2006 estimated on the grant date using the Black-Scholes option-pricing model with the assumptions listed above were $22.94 and $21.23, respectively. The weighted average fair values of options granted during the three and nine months ended March 31, 2005 estimated on the grant date using the Black-Scholes option-pricing model with the assumptions listed above were $22.07 and $18.24, respectively.

For the three and nine months ended March 31, 2006, the Company recognized $1,112,000 ($674,000 net of tax, or $0.05 per diluted share) and $3,362,000 ($2,125,000 net of tax, or $0.17 per diluted share), respectively, in general and administrative expenses related to stock option compensation. As of March 31, 2006, unrecognized stock compensation expense related to unvested options was $8,379,000, which is expected to be recognized over a weighted average period of 2.6 years.

The total intrinsic value of options exercised during the three and nine months ended March 31, 2006 was $7,045,000 and $9,164,000, respectively, and $5,864,000 and $10,411,000 during the three and nine months ended March 31, 2005, respectively. The total cash received as a result of employee stock option exercises for the three and nine months ended March 31, 2006 was $4,671,000 and $7,400,000, respectively, and $3,558,000 and $9,795,000 during the three and nine months ended March 31, 2005, respectively. The tax benefits realized in connection with these exercises were $897,000 and $1,457,000 during the three and nine months ended March 31, 2006, respectively, and $606,000 and $1,545,000 during the three and nine months ended March 31, 2005, respectively.

As of March 31, 2006, the Company had the following stock-based compensation plans which are described below.

Under the 1996 Stock Option Plan, the Board of Directors can determine the date on which options vest and become exercisable as well as the term of the options granted. The 1996 Stock Option Plan is authorized to grant options to acquire 5,524,000 shares of Common Stock.

Under the 1995 Executive Officers' Stock Option Plan and the 1995 Non-Employee Directors' Stock Option Plan, the Board is authorized to grant 360,000 and 180,000 options, respectively, to acquire shares of Common Stock at a price per share equal to or greater than fair market value at the grant date. Under the Executive Officers' Stock Option Plan, the Board can determine the date on which options vest and become exercisable.

Under the stock option plans described above, options generally become exercisable over a four to five year period and expire at the earlier of termination of employment or ten years from the grant date.

In addition, the 2005 Equity Incentive Plan has 1,000,000 shares authorized, reserved and available for issuance. Awards granted may be in the form of stock

options, restricted stock, restricted stock units, stock appreciation rights, performance stock and performance stock units. As of March 31, 2006, no awards have been made under this plan. The Board of Directors has the authority to determine the form, terms and conditions of awards at the time of grant, including vesting, exercisability, payment, and the effect, if any, that a participant's termination of service will have on an award.

As of March 31, 2006, 4,074,000 shares of common stock were reserved for issuance under these stock incentive plans, of which 1,477,000 shares were available for future grant.

Information with respect to options to purchase shares issued under the above plans is as follows (shares in thousands):

	Shares	Weighted Average Exercise Price
Outstanding at July 1, 2005	2,872	$ 22.16
Granted	235	38.43
Exercised	(404)	18.00
Forfeited or expired	(106)	32.60
Outstanding at March 31, 2006	2,597	23.85

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ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The following table summarizes the Company's stock options outstanding and exercisable as of March 31, 2006 (shares in thousands):

	Options Outstanding				Options Exercisable		
Exercise Price	Shares	Weighted Average Remaining Contractual Term (Yrs)	Weighted Average Exercise Price ($)	Aggregate Intrinsic Value ($)	Shares	Weighted Average Exercise Price ($)	Aggregate Intrinsic Value ($)
$7.98 - $13.05	441	6.03	12.42	12,952	314	12.16	9,307
$13.05 - $19.375	376	3.85	16.43	9,554	342	16.40	8,674
$19.375 - $25.563	557	5.68	20.69	11,765	496	20.66	10,488
$25.563 - $29.875	852	4.86	29.47	10,502	699	29.43	8,638
$29.875 - $43.00	371	9.07	36.87	1,838	23	33.12	203
	2,597	5.69	23.85	46,611	1,874	21.89	37,310

The weighted average remaining contractual term of stock options exercisable as of March 31, 2006 was 4.73 years. Of the options outstanding, the Company expects 2,525,000 options to vest. Options expected to vest have a weighted

average exercise price of $23.57, a weighted average remaining contractual term of 5.5 years and an intrinsic value of $46,042,000.

NOTE 4 - GOODWILL AND OTHER INTANGIBLE ASSETS

The gross carrying value and accumulated amortization of goodwill and other intangibles are as follows (in thousands):

	March 31, 2006		June 30,	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Ac Am
Amortizable intangible assets:				
Membership and client relationships	$ 40,215	$ 20,419	$ 40,215	$
Trade names	21,859	2,751	21,859	
Other	1,505	1,424	1,518	
Total amortizable intangible assets	$ 63,579	$ 24,594	$ 63,592	$
Amortizable intangible assets, net	$ 38,985		$ 45,509	
Indefinite-lived intangible assets:				
Goodwill	$ 212,670		$ 201,499	
Intangible asset related to minimum pension liability	$ 967		$ 967	

Changes in the carrying amount of goodwill by segment during the nine months ended were as follows (in thousands):

	March 31, 2006			
	Marketing Services	Personals	Management Services	Total
Balance at beginning of period	$ 95,917	$ 82,215	$ 23,367	$ 201,499
Purchase adjustments and other	515	(189)	10,845	11,171
Balance at end of period	$ 96,432	$ 82,026	$ 34,212	$ 212,670

As required by SFAS 142, goodwill was tested for impairment during the quarters ended September 30, 2005 and 2004 using a July 1 measurement date. The Company concluded that none of its goodwill was impaired. Fair value was estimated using discounted cash flow methodologies. In addition, the Company reassessed the estimated useful lives of its definite lived intangible assets and determined that the lives were appropriate. The Company will continue to test the goodwill of each of its reporting units annually or more frequently if impairment indicators exist.

NOTE 5 - FOREIGN CURRENCY INSTRUMENTS

The Company uses purchase option contracts and forward contracts to minimize its exposure to changes in future cash flows caused by movements in foreign currency exchange rates between the U.S. dollar and the Canadian dollar. Derivatives are held only for the purpose of hedging such risks and are not used for speculative purposes. Derivatives used to hedge forecasted cash flows associated with Canadian dollar denominated forecasted transactions that meet the criteria for hedge accounting are designated as cash flow hedges. The effective portion of derivative gains and losses for cash flow hedges is deferred as a component of accumulated other comprehensive income and is recognized when the underlying hedged item is recognized in earnings.

The fair value of these contracts is included in prepaid expenses and other current assets. As of March 31, 2006 and June 30, 2005, the fair value of these instruments was $243,000 (asset) and $559,000 (asset), respectively. Derivative gains recognized in earnings were recorded in operating expenses and general and administrative expenses and amounted to $265,000 and $678,000 for the three and nine months ended March 31, 2006, respectively, and $416,000 and $1,027,000 for the three and nine months ended March 31, 2005, respectively. All forecasted transactions currently being hedged are expected to occur over the remaining fiscal year.

NOTE 6 - ALLOWANCE FOR MEMBERSHIP CANCELLATIONS
Accrued liabilities reported in the accompanying unaudited condensed consolidated balance sheets as of March 31, 2006 and June 30, 2005 include an allowance for membership cancellations of $9,308,000 and $11,232,000, respectively.

NOTE 7 - COMMITMENTS AND CONTINGENCIES
The Company operates in leased facilities. Management expects that leases currently in effect will be renewed or replaced by other leases of a similar nature and term.

The Company has an amended and restated senior secured credit facility dated as of March 17, 2006, which allows borrowings of up to $50,000,000. Borrowings under this senior secured credit facility accrue interest at the Eurodollar rate plus an applicable margin or the Prime rate plus an applicable margin. There were no borrowings outstanding under this senior secured credit facility as of March 31, 2006. This credit facility matures on March 31, 2009.

Contingent payments related to the acquisition of MCM of up to $56,000,000 may be paid if certain performance targets, including increasing levels of revenues and earnings, are achieved during the three calendar years ending December 31, 2007. As of March 31, 2006, the Company has recorded $10,726,000 in accrued liabilities related to contingent payments paid during the fourth quarter of fiscal 2006.

As of March 31, 2006, the Company had outstanding purchase obligations of $11,846,000 primarily related to marketing agreements and contracts for the Company's software, equipment and other services. In addition, as of March 31, 2006, the Company had commitments of $57,365,000 related to existing operating leases.

During the quarter ended March 31, 2006, the Company recovered certain expenses related to litigation settled during the current period. As a result, the Company recognized a benefit of $1,585,000 and $967,000 in general and administrative expenses during the three and nine months ended March 31, 2006, respectively.

Legal proceedings
Except as set forth below, in management's opinion, there are no significant legal proceedings to which the Company or any of its subsidiaries is a party or to which any of their properties is subject. The Company or its subsidiaries are

involved in other lawsuits and claims generally incidental to their respective businesses including, but not limited to, various suits, including previously disclosed suits, brought by individual consumers seeking monetary and/or injunctive relief relating to the marketing of the Company's services. In addition, from time to time in the regular course of its business, the Company or a subsidiary may receive inquiries from various federal and/or state regulatory authorities.

On October 17, 2005, the U.S. Supreme Court declined to review the Connecticut Supreme Court's May 10, 2005 decision to uphold an arbitration panel's award of $5,458,000 in punitive damages and costs to MedValUSA Health Programs, Inc. Accordingly, the full amount of the award was paid in the quarter ending December 31, 2005. The Company recorded a one-time $5,458,000 charge in the quarter ended June 30, 2005 related to this award.

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ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8 - INCOME TAX EXPENSE
Income tax expense as a percent of pre-tax income was 39.4% and 36.8% for the three and nine months ended March 31, 2006, respectively, and 33.6% and 36.6% for the three and nine months ended March 31, 2005, respectively. The effective tax rate was higher than the U.S. statutory rate for the three and nine months ended March 31, 2006 primarily due to state taxes and other non-deductible items offset by the favorable impact of foreign operations. The effective tax rate was higher than the U.S. statutory rate for the nine months ended March 31, 2005 primarily due to state taxes and other non-deductible items offset by the favorable impact of foreign operations.

The Company has open tax years in the U.S., Canada and other jurisdictions. The Company is currently under examination by the Internal Revenue Service for the fiscal year ended June 30, 2004. The audit is in the intermediate stages. No assessments have been issued.

In addition, there are certain tax years that are not currently under examination by the applicable tax authorities but may be subject to examination in the future. The results of audits are inherently uncertain. The Company periodically evaluates the adequacy of its related tax reserves, taking into account its open tax return positions and tax law changes. The Company believes that its tax reserves are appropriate. However, the final determination of tax audits could impact the Company's assessment of tax requirements.

NOTE 9 - EARNINGS PER SHARE
Basic and diluted earnings per share amounts are determined in accordance with the provisions of SFAS 128. The following table reconciles the numerators and denominators used in the computations of basic and diluted earnings per share (in thousands, except per share data):

	Three months ended March 31,		Ni
	2006	2005	2
Numerator:			
Income available to common shareholders used in basic earnings per share	$ 4,141	$ 4,353	$ 2

Add back interest expense on convertible securities, net of tax	750	821	
Income available to common shareholders after assumed conversion of dilutive securities	$ 4,891	$ 5,174	$ 2
Denominator:			
Weighted average number of common shares outstanding - basic	9,728	9,915	
Effect of dilutive securities:			
Convertible securities	2,230	2,230	
Stock options	890	860	
Weighted average number of common shares outstanding - diluted	12,848	13,005	1
Basic earnings per share	$ 0.43	$ 0.44	$
Diluted earnings per share	$ 0.38	$ 0.40	$

The diluted earnings per common share calculations exclude the effect of potentially dilutive shares when their effect is antidilutive. Excluded from the diluted share calculation above for the three and nine months ended March 31, 2006 are incremental weighted average stock options of approximately 342,000 and 377,000, respectively, and 25,000 and 54,000, respectively, for the three and nine months ended March 31, 2005.

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ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10 - COMPREHENSIVE INCOME
The components of comprehensive income are as follows (in thousands):

	Three months ended March 31,		Nine months ended March 31,	
	2006	2005	2006	2005
Net income	$ 4,141	$ 4,353	$ 20,446	$ 17,832
Unrealized (loss) gain on derivative assets	(250)	(680)	(136)	523
Foreign currency translation gain (loss)	75	(16)	486	77
Comprehensive income	$ 3,966	$ 3,657	$ 20,796	$ 18,432

NOTE 11 - BUSINESS SEGMENTS
The operating business segments reported below are the reportable business segments of the Company for which separate financial information is available and for which operating results are evaluated regularly by executive management in assessing performance and deciding how to allocate capital and other resources. The Company has three reportable business segments: Marketing Services, Personals and Management Services. The Marketing Services business segment primarily provides discounted products and services to consumers. The Personals business segment provides both web-based and phone-based personals services to its customers. During the quarter ended December 31, 2005, the Management Services business segment became reportable due to the increase in

its assets and all prior periods have been restated to reflect this change. The Management Services business segment provides management services to healthcare professionals throughout the United States. The Corporate business unit includes unallocated general corporate expenses.

Management evaluates the operating results of each reportable business segment based on revenue and Adjusted EBITDA. The following is a summary of revenues, Adjusted EBITDA, capital expenditures, depreciation and amortization and assets by business segment (in thousands):

	Three months ended March 31,		Nine months ended March 31,	
	2006	2005	2006	2005
Revenues				
Marketing Services	$ 132,453	$ 123,949	$ 398,780	$ 359,941
Personals	18,384	17,998	55,617	54,244
Management Services	13,049	7,144	27,287	7,144
Intersegment	(45)	(96)	(185)	(232)
Total	$ 163,841	$ 148,995	$ 481,499	$ 421,097
Adjusted EBITDA (1)				
Marketing Services	$ 19,545	$ 16,555	$ 69,450	$ 52,746
Personals	3,721	882	7,643	4,418
Management Services	2,950	2,057	3,933	2,057
Corporate	(7,777)	(4,712)	(20,233)	(15,022)
Total	$ 18,439	$ 14,782	$ 60,793	$ 44,199
Capital Expenditures (2)				
Marketing Services	$ 8,033	$ 2,583	$ 14,013	$ 6,531
Personals	247	469	729	860
Management Services	64	16	120	16
Total	$ 8,344	$ 3,068	$ 14,862	$ 7,407

VERTRUE INCORPORATED
ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

	Three months ended March 31,		Nine months ended March 31,	
	2006	2005	2006	2005
Depreciation and Amortization				
Marketing Services	$ 2,929	$ 3,191	$ 9,277	$ 7,880
Personals	2,860	2,345	7,611	7,041
Management Services	409	399	1,214	399
Corporate	272	103	828	304
Total	$ 6,470	$ 6,038	$ 18,930	$ 15,624

	March 31, 2006	June 30, 2005
Assets		
Marketing Services	$ 238,120	$ 245,635
Personals	128,884	132,992
Management Services	55,641	41,053
Corporate (3)	43,270	27,482
Total	$ 465,915	$ 447,162

(1) Defined as net income excluding interest and other expense, net, provision for income taxes, depreciation and amortization and the changes in deferred revenue and deferred marketing costs. See reconciliation below.
(2) Management does not allocate certain capital expenditures to the Corporate business unit. However, the associated depreciation expense has been allocated for purposes of evaluating performance.
(3) Includes unallocated non-operating assets including short-term investments, debt issuance costs and other.

The following tables reconcile Adjusted EBITDA to income before income taxes (in thousands):

	Three months ended March 31, 2006				
	Marketing Services	Personals	Management Services	Corporate	Total
Income before income taxes					$ 6,835
Interest and other expense, net (1)					4,127
Operating income (expense)	$ 16,461	$ 821	$ 1,729	$ (8,049)	$ 10,962
Depreciation and amortization	2,929	2,860	409	272	6,470
Change in deferred revenues	(2,882)	40	812	-	(2,030)
Change in deferred marketing costs	3,037	-	-	-	3,037
Adjusted EBITDA	$ 19,545	$ 3,721	$ 2,950	$ (7,777)	$ 18,439

	Three months ended March 31, 2005				
	Marketing Services	Personals	Management Services	Corporate	Total
Income before income taxes					$ 6,559
Interest and other expense, net (1)					4,980
Operating income (expense)	$ 17,546	$ (1,458)	$ 266	$ (4,815)	$ 11,539
Depreciation and amortization	3,191	2,345	399	103	6,038
Change in deferred revenues	(6,327)	(5)	1,392	-	(4,940)
Change in deferred marketing costs	2,145	-	-	-	2,145
Adjusted EBITDA	$ 16,555	$ 882	$ 2,057	$ (4,712)	$ 14,782

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

	Nine months ended March 31, 2006				
	Marketing Services	Personals	Management Services	Corporate	Total
Income before income taxes					$ 32,364
Interest and other expense, net (1)					13,132
Operating income (expense)	$ 64,231	$ 77	$ 2,249	$ (21,061)	$ 45,496
Depreciation and amortization	9,277	7,611	1,214	828	18,930
Change in deferred revenues	(13,066)	(45)	470	-	(12,641)
Change in deferred marketing costs	9,008	-	-	-	9,008
Adjusted EBITDA	$ 69,450	$ 7,643	$ 3,933	$ (20,233)	$ 60,793

	Nine months ended March 31, 2005				
	Marketing Services	Personals	Management Services	Corporate	Total
Income before income taxes					$ 28,113
Interest and other expense, net (1)					13,941
Operating income (expense)	$ 59,856	$ (2,742)	$ 266	$ (15,326)	$ 42,054
Depreciation and amortization	7,880	7,041	399	304	15,624
Change in deferred revenues	(25,820)	119	1,392	-	(24,309)
Change in deferred marketing costs	10,830	-	-	-	10,830
Adjusted EBITDA	$ 52,746	$ 4,418	$ 2,057	$ (15,022)	$ 44,199

(1) Management does not allocate interest and other expense, net to the individual segments.

NOTE 12 - GUARANTOR AND NONGUARANTOR FINANCIAL INFORMATION

In April 2004, the Company issued $150,000,000 aggregate principal amount of 9.25% Senior Notes due 2014. The Senior Notes are unsecured obligations and rank pari passu in right of payment to all of the Company's existing and future senior unsecured indebtedness and senior in right of payment to all of the Company's existing and future subordinated indebtedness that expressly provides for its subordination to the Senior Notes. The Senior Notes are fully and unconditionally guaranteed by all of the Company's existing and future domestic subsidiaries that guarantee the Company's Credit Facility (as defined in the Indenture governing the Senior Notes) and certain of the Company's existing and future foreign subsidiaries.

The following consolidating condensed financial information presents the consolidating balance sheets as of March 31, 2006 and June 30, 2005 and the related statements of operations for the three and nine months ended March 31, 2006 and 2005 and the cash flows for the nine months ended March 31, 2006 and 2005. The information includes the elimination entries necessary to consolidate

the Company ("Parent") with the guarantor and nonguarantor entities.

Investments in subsidiaries are accounted for by the Parent using the equity method of accounting. The guarantor and nonguarantor subsidiaries are presented on a combined basis. The principal elimination entries eliminate investments in subsidiaries and intercompany balances and transactions.

Subsequent event
The Company entered into a First Supplemental Indenture dated as of April 28, 2006 that made substantially all of the Company's subsidiaries guarantors of the Company's payments under the Senior Notes. Since this occurred after March 31, 2006, the subsidiaries that became guarantors as a result of the First Supplemental Indenture are presented as nonguarantor subsidiaries in the following financial information. They will be presented as guarantor subsidiaries beginning in the quarter ending June 30, 2006 and all prior periods will be restated to conform to this presentation.

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CONSOLIDATED BALANCE SHEETS
(In thousands)

	March 31, 2006		
	Parent	Guarantor Subsidiaries	Nonguarantor Subsidiaries
Assets			
Current assets	$ 92,390	$ 75,774	$ 32,483
Fixed assets, net	23,053	10,508	7,792
Goodwill	-	117,560	95,110
Intangible assets, net	989	27,293	11,670
Other assets	10,443	313	5,092
Investment in subsidiaries	300,238	-	-
Total assets	$ 427,113	$ 231,448	$ 152,147
Liabilities and Shareholders' (Deficit) Equity			
Current liabilities	$ 204,775	$ 45,918	$ 28,072
Deferred income taxes	1,629	7,510	370
Other long-term liabilities	6,566	-	1,487
Long-term debt	237,939	-	-
Total liabilities	450,909	53,428	29,929
Shareholders' (deficit) equity:			
Preferred stock	-	-	-
Common stock	201	6	3
Capital in excess of par value	183,958	165,285	113,431
Accumulated earnings (deficit)	56,126	12,564	8,686
Accumulated other comprehensive income (loss)	202	165	98
Treasury stock	(264,283)	-	-

Total shareholders' (deficit) equity	(23,796)	178,020	122,218
Total liabilities and shareholders' (deficit) equity	$ 427,113	$ 231,448	$ 152,147

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ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)
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CONSOLIDATED BALANCE SHEETS
(In thousands)

	June 30, 2005		
	Parent	Guarantor Subsidiaries	Nonguarantor Subsidiaries
Assets			
Current assets	$ 80,036	$ 60,684	$ 23,509
Fixed assets, net	18,797	13,098	7,167
Goodwill	-	117,749	83,750
Intangible assets, net	1,097	31,789	13,590
Other assets	10,991	64	2,043
Investment in subsidiaries	275,213	-	-
Total assets	$ 386,134	$ 223,384	$ 130,059
Liabilities and Shareholders' (Deficit) Equity			
Current liabilities	$ 190,595	$ 46,890	$ 22,534
Deferred income taxes	2,588	7,265	(151)
Other long-term liabilities	3,565	-	1,692
Long-term debt	237,814	-	-
Total liabilities	434,562	54,155	24,075
Shareholders' (deficit) equity:			
Preferred stock	-	-	-
Common stock	197	6	3
Capital in excess of par value	169,463	165,285	102,484
Accumulated earnings (deficit)	35,680	3,884	3,667
Accumulated other comprehensive (loss) income	(148)	54	(170)
Treasury stock	(253,620)	-	-
Total shareholders' (deficit) equity	(48,428)	169,229	105,984
Total liabilities and shareholders' (deficit) equity	$ 386,134	$ 223,384	$ 130,059

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VERTRUE INCORPORATED
ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands)

	Three months ended March 31, 2006				
	Parent	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminations	Consolidate Total
Revenues	$ 96,123	$ 39,305	$ 34,509	$ (6,096)	$ 163,841
Expenses:					
Marketing	56,496	18,037	13,118	(6,025)	81,626
Operating	16,658	8,375	13,076	(71)	38,038
General and administrative	20,320	6,402	4,615	-	31,337
Amortization of intangibles	9	1,491	378	-	1,878
Operating income	2,640	5,000	3,322	-	10,962
Equity in income of subsidiaries	5,152	-	-	(5,152)	-
Interest (expense) income, net	(4,614)	201	273	-	(4,140
Other (expense) income, net	(21)	92	(58)	-	13
Income before income taxes	3,157	5,293	3,537	(5,152)	6,835
Provision for income taxes	(984)	2,145	1,533	-	2,694
Net income	$ 4,141	$ 3,148	$ 2,004	$ (5,152)	$ 4,141

CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands)

	Three months ended March 31, 2005				
	Parent	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminations	Consolidate Total
Revenues	$ 91,512	$ 37,016	$ 26,286	$ (5,819)	$ 148,995
Expenses:					
Marketing	52,273	17,435	11,380	(5,120)	75,968
Operating	15,563	7,476	8,767	(699)	31,107
General and administrative	15,186	8,571	4,157	-	27,914
Amortization of intangibles	76	1,522	869	-	2,467
Operating income	8,414	2,012	1,113	-	11,539
Equity in income of subsidiaries	2,065	-	-	(2,065)	-
Interest (expense) income, net	(5,031)	22	16	-	(4,993
Other (expense) income, net	42	(14)	(15)	-	13
Income before income taxes	5,490	2,020	1,114	(2,065)	6,559
Provision for income taxes	1,137	560	509	-	2,206
Net income	$ 4,353	$ 1,460	$ 605	$ (2,065)	$ 4,353

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ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands)

	Nine months ended March 31, 2006				
	Parent	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminations	Consolidat Total
Revenues	$ 289,896	$ 118,479	$ 88,934	$ (15,810)	$ 481,49
Expenses:					
Marketing	160,277	52,872	33,749	(15,103)	231,79
Operating	50,713	26,090	32,283	(707)	108,37
General and administrative	54,603	21,427	13,288	-	89,31
Amortization of intangibles	94	4,494	1,923	-	6,51
Operating income	24,209	13,596	7,691	-	45,49
Equity in income of subsidiaries	13,699	-	-	(13,699)	
Interest (expense) income, net	(14,120)	500	636	-	(12,98
Other income (expense), net	(8)	(143)	3	-	(14
Income before income taxes	23,780	13,953	8,330	(13,699)	32,36
Provision for income taxes	3,334	5,273	3,311	-	11,91
Net income	$ 20,446	$ 8,680	$ 5,019	$ (13,699)	$ 20,44

CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands)

	Nine months ended March 31, 2005				
	Parent	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminations	Consolidat Total
Revenues	$ 280,148	$ 106,838	$ 41,632	$ (7,521)	$ 421,09
Expenses:					
Marketing	152,145	50,839	15,832	(5,627)	213,18
Operating	46,311	21,956	14,896	(1,894)	81,26
General and administrative	46,364	25,340	7,117	-	78,82
Amortization of intangibles	152	4,593	1,019	-	5,76
Operating income	35,176	4,110	2,768	-	42,05
Equity in income of subsidiaries	4,652	-	-	(4,652)	
Interest (expense) income, net	(14,380)	113	20	-	(14,24
Other (expense) income, net	(56)	341	21	-	30

Income before income taxes	25,392	4,564	2,809	(4,652)	28,11
Provision for income taxes	7,560	1,402	1,319	-	10,28
Net income	$ 17,832	$ 3,162	$ 1,490	$ (4,652)	$ 17,83

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ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)
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CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Nine months ended March 3			
	Parent	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Elimi
Net cash provided by (used in) operating activities	$ 58,302	$ (6,162)	$ (878)	$ (
Investing activities				
Acquisition of fixed assets	(10,196)	(1,438)	(3,228)	
Purchases of short-term investments	(121,875)	-	-	
Sales of short-term investments	105,764	619	-	
Acquisitions of businesses, net of cash acquired	(14,717)	(224)	(1)	
Investment in subsidiaries	(13,699)	-	-	
Net cash (used in) provided by investing activities	(54,723)	(1,043)	(3,229)	
Financing activities				
Net proceeds from issuance of stock	7,400	-	-	
Excess tax benefit from stock-based compensation	1,457	-	-	
Treasury stock purchases	(10,663)	-	-	
Debt issuance costs	(125)	-	-	
Payments of long-term obligations	(293)	-	(226)	
Net cash used in financing activities	(2,224)	-	(226)	
Effect of exchange rate changes on cash and cash equivalents	-	217	314	
Net increase (decrease) in cash and cash equivalents	1,355	(6,988)	(4,019)	
Cash and cash equivalents at beginning of year	24,366	29,821	10,169	
Cash and cash equivalents at end of period	$ 25,721	$ 22,833	$ 6,150	$

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ITEM 1. CONDENSED FINANCIAL STATEMENTS (UNAUDITED)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Nine months ended March 3			
	Parent	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Elimi
Net cash provided by (used in) operating activities	$ 112,759	$ (89,116)	$ 5,565	$
Investing activities				
Acquisition of fixed assets	(5,043)	(1,208)	(1,156)	
Purchases of short-term investments	(397,218)	(244)	-	
Sales of short-term investments	490,735	813	-	
Acquisitions of businesses, net of cash acquired	(160,994)	93,937	1,370	
Investment in subsidiaries	(4,652)	-	-	
Net cash (used in) provided by investing activities	(77,172)	93,298	214	
Financing activities				
Net proceeds from issuance of stock	9,795	-	-	
Treasury stock purchases	(33,817)	-	-	
Debt issuance costs	(803)	-	-	
Payments of long-term obligations	(242)	(14)	(117)	
Net cash used in financing activities	(25,067)	(14)	(117)	
Effect of exchange rate changes on cash and cash equivalents	-	(272)	484	
Net increase in cash and cash equivalents	10,520	3,896	6,146	
Cash and cash equivalents at beginning of year	18,251	26,657	2,258	
Cash and cash equivalents at end of period	$ 28,771	$ 30,553	$ 8,404	$

NOTE 13 - NEW ACCOUNTING PRONOUNCEMENTS

In May 2005, the Financial Accounting Standards Board ("FASB") issued Statement No. 154, "Accounting Changes and Error Corrections - A replacement of APB Opinion No. 20 and FASB Statement No. 3" ("SFAS 154"). This statement requires retrospective application to prior periods' financial statements of changes in accounting principles unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. This statement applies to all voluntary changes in accounting principles and changes required by an accounting pronouncement that does not include specific transition provisions. SFAS 154 is effective beginning in the Company's first quarter of fiscal 2007. The Company does not expect the adoption of SFAS 154 to have a material effect on its consolidated financial position, results of operations or cash flows.

VERTRUE INCORPORATED
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

The following discussion should be read in conjunction with Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report on Form 10-K for the year ended June 30, 2005, which describes, among other things, the Company's basic business model and critical accounting policies.

The Company has three reportable business segments: Marketing Services, Personals and Management Services. During the quarter ended December 31, 2005, the Management Services business segment became reportable due to the increase in its assets. The Management Services business segment provides management services to healthcare professionals throughout the United States. For additional information about these reportable business segments, see Note 11 to the condensed consolidated financial statements in this Quarterly Report on Form 10-Q.

The results of My Choice Medical Holdings, Inc. ("MCM") and Bargain Network, Inc. ("Bargain") (collectively the "Acquired Companies") have been included in the consolidated results since their acquisitions on January 1, 2005 and November 30, 2004, respectively.

Adjusted EBITDA and EBITDA are used by the Company's management to evaluate the performance of its business. A discussion of Adjusted EBITDA can be found in "Liquidity and Capital Resources" in this Quarterly Report on Form 10-Q. A description and reconciliation of net income to EBITDA and Adjusted EBITDA are disclosed in "Reconciliation of Non-GAAP Measures" in this Quarterly Report on Form 10-Q.

	Three months ended March 31,		Increase/ (Decrease)	Nine months ended March 31,		Incre (Decre
(Dollars in millions)	2006	2005	'06 vs.'05	2006	2005	'06 vs
Revenues	$ 163.8	$ 149.0	10%	$ 481.5	$ 421.1	14
Marketing expenses	81.6	76.0	7%	231.8	213.2	9
Operating expenses	38.0	31.1	22%	108.4	81.3	33
General and administrative expenses	31.3	27.9	12%	89.3	78.8	13
Amortization of intangibles	1.9	2.5	(24)%	6.5	5.8	12
Operating income	11.0	11.5	(4)%	45.5	42.0	8
Interest expense, net	(4.2)	(4.9)	(14)%	(13.0)	(14.2)	(8
Other (expense) income, net	-	-	0%	(0.2)	0.3	(167
Income before income taxes	6.8	6.6	3%	32.3	28.1	15
Provision for income taxes	2.7	2.2	23%	11.9	10.3	16
Net income	$ 4.1	$ 4.4	(7)%	$ 20.4	$ 17.8	15
EBITDA	$ 17.4	$ 17.6	(1)%	$ 64.4	$ 57.7	12

VERTRUE INCORPORATED
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following table sets forth revenue by payment plan and by segment (in millions):

	Three months ended March 31,		Increase/ (Decrease)	Nine months ended March 31,		Increase/ (Decrease)
Revenues	2006	2005	'06 vs.'05	2006	2005	'06 vs.'05
Monthly payment plans	$ 89.0	$ 67.4	32%	$ 258.7	$ 172.9	50%
Annual payment plans:						
Initial year	7.6	11.7	(35)%	25.5	45.7	(44)%
Renewal year	26.8	36.8	(27)%	87.6	118.7	(26)%
Other	9.1	8.1	12%	27.0	22.7	19%
Total Marketing Services	132.5	124.0	7%	398.8	360.0	11%
Personals	18.3	17.9	2%	55.4	54.0	3%
Management Services	13.0	7.1	83%	27.3	7.1	285%
Total	$ 163.8	$ 149.0	10%	$ 481.5	$ 421.1	14%

For the Three Months Ended March 31, 2006 and 2005

Revenues increased $14.8 million, or 10%, in 2006 primarily due to growth in the Marketing Services Segment and the Management Services Segment, as discussed below. Net active retail members and customers increased 3% to 6.5 million at March 31, 2006 from 6.3 million at March 31, 2005.

Marketing Services revenues increased $8.5 million, or 7%, in the 2006 fiscal third quarter due to a 32% increase in revenues from members enrolled in monthly payment plans partially offset by a 29% decrease in revenue from members enrolled in annual payment plans. The increase in revenues from monthly payment plans was due to a 23% increase in average monthly members billed and a 6% increase in the monthly member price point. Revenues from members enrolled in annual payment plans continue to decrease for both initial year members and renewal members due to the continued shift to enrolling new members in monthly payment programs as well as the attrition of the annual renewal base.

Personals revenues increased $0.4 million, or 2%, in the 2006 fiscal third quarter primarily due to the incremental revenue generated from Lavalife's growing mobile service. Management Services revenues increased $5.9 million, or 83%, in the 2006 fiscal third quarter primarily due to an increase in the number of transactions managed and the mix of transactions performed.

Marketing expenses increased $5.6 million, or 7%, in the 2006 fiscal third quarter and as a percent of revenues, were 50% this year versus 51% last year. Operating expenses increased $6.9 million, or 22%, in the 2006 fiscal third quarter and as a percent of revenues, were 23% this year versus 21% last year. The Acquired Companies have a higher proportion of their cost structure included

as operating expenses offset by a lower proportion included as marketing expenses. On a combined basis Marketing and Operating expenses increased 12% in the 2006 fiscal third quarter and as a percent of revenues were 73% this year versus 72% last year. The 12% increase was primarily due to the inclusion of the costs incurred by the Acquired Companies. The overall increase as a percent of revenue is due to the increased cost of servicing the higher member and customer base. Marketing expenses as a percentage of revenues, excluding the impact of the Acquired Companies, would have been 54% this year versus 53% last year despite a decrease in marketing cost before deferral as a percent of revenue before deferral, excluding the impact of the Acquired Companies.

General and administrative expenses increased $3.4 million, or 12%, in the 2006 fiscal third quarter and included a $1.1 million charge related to the adoption of Financial Accounting Standards Board Statement No. 123(R), "Share-Based Payment" ("SFAS 123R") offset by a one time $1.6 million benefit realized on the recovery of certain expenses related to litigation settled during the current quarter. The remaining increase in general and administrative expenses was due to increased employee related and occupancy related expenses.

Amortization of intangible assets decreased $0.6 million, or 24%, in the 2006 fiscal third quarter due to certain intangibles reaching the end of their estimated useful lives.

Operating income decreased $0.5 million, or 4%, in the 2006 fiscal third quarter and as a percent of revenues, was 7% this year and 8% last year. The decrease in operating income is primarily due to the increase in operating and marketing expenses as a percent of revenue discussed above.

Interest expense, net decreased $0.7 million, or 14%, in the 2006 fiscal third quarter and included $3.6 million of interest expense related to the 9.25% Senior Notes and $1.2 million of interest expense related to the 5.5% Convertible Notes. Interest expense, net decreased due to increased interest income earned on increased short-term investment balances and rates of return.

The provision for income taxes increased $0.5 million, or 23%, in the 2006 fiscal third quarter and was based on an effective tax rate of 39.4% this year versus 33.6% last year. For the nine months ended March 31, 2006, the effective tax rate was 36.8% versus 36.6% for the nine months ended March 31, 2005.

EBITDA decreased 1% to $17.4 million in the 2006 fiscal third quarter from $17.6 million in the 2005 fiscal third quarter and as a percent of revenues, EBITDA was 11% this year versus 12% last year due to the decrease in operating income discussed above. Marketing Services EBITDA decreased 6% to $19.4 million in the 2006 fiscal third quarter from $20.7 million in the 2005 fiscal third quarter due to an increase in employee related expenses. Personals EBITDA increased 311% to $3.7 million in the 2006 fiscal third quarter from $0.9 million in the 2005 fiscal third quarter due in part to the one time $1.6 million benefit realized on the recovery of certain expenses related to litigation settled during the current quarter. The remaining increase is due to more efficient marketing and cost containment measures. Management Services EBITDA increased 200% to $2.1 million in the 2006 fiscal third quarter from $0.7 million in the 2005 fiscal third quarter due to the increase in the volume and mix of the transactions managed. Corporate EBITDA decreased 66% to $(7.8) million in the 2006 fiscal

third quarter from $(4.7) million in the 2005 fiscal third quarter due to the adoption of SFAS 123R and an increase in employee related and occupancy related expenses.

For the Nine Months Ended March 31, 2006 and 2005

Revenues increased $60.4 million, or 14%, in the nine months ended March 31, 2006 primarily due to the inclusion of revenues from the Acquired Companies. Excluding revenues from the Acquired Companies, revenues would have increased 6% due to an increase in Marketing Services' revenues, as discussed below. Net active retail members and customers increased 3% to 6.5 million at March 31, 2006 from 6.3 million at March 31, 2005.

Marketing Services revenues increased $38.8 million, or 11%, in the nine months ended March 31, 2006. Excluding revenues from Bargain, total marketing services revenues would have increased 7%. Revenues from members enrolled in monthly payment plans increased 50% and were partially offset by a 31% decrease in revenues from members enrolled in annual payment plans. The increase in revenues from monthly payment plans was due to a 33% increase in the average monthly members billed and an 11% increase in the monthly weighted average member price point. Revenues from members enrolled in annual payment plans continue to decrease for both initial year members and renewal members due to the continued shift to enrolling new members in monthly payment programs as well as the attrition of the annual renewal base.

Personals revenues increased $1.4 million, or 3%, in the nine months ended March 31, 2006 primarily due to the incremental revenue generated from Lavalife's growing mobile service. Management Services revenues increased $20.2 million, or 285%, primarily due to inclusion of revenues from MCM for the full nine month period ended March 31, 2006.

Marketing expenses increased $18.6 million, or 9%, in the nine months ended March 31, 2006 and as a percent of revenues, were 48% this year versus 51% last year. The increase in marketing expenses was due to the inclusion of costs incurred by the Acquired Companies as well as an increase in online marketing efforts which resulted in increased revenues, as discussed above. The decrease in marketing expenses as a percent of revenues was primarily due to increased price points and synergies realized from our Acquired Companies.

Operating expenses increased $27.1 million, or 33%, in the nine months ended March 31, 2006 and as a percent of revenues, were 23% this year versus 19% last year. Approximately half of the increase in both the level of operating expenses and the operating expense ratio was due to the inclusion of expenses incurred by the Acquired Companies with the remaining increase due to increased costs of servicing the higher member and customer base.

General and administrative expenses increased $10.5 million, or 13%, in the nine months ended March 31, 2006 and included a $3.4 million charge related to the adoption of SFAS 123R partially offset by the one-time $1.0 million benefit realized on the recovery of certain expenses related to litigation settled during the current quarter. Excluding the impact of these two items from both periods, general and administrative expenses would have increased $8.7 million and as a percent of revenues, would have been 18% this year versus 19% in the

prior year. Approximately half of the increase in general and administrative expenses was due to the inclusion of expenses incurred by the Acquired Companies. The remaining increase was due to increased employee related expenses and occupancy related expenses. General and administrative expenses decreased as a percent of revenue due to leveraging expenses with the increased revenue.

Amortization of intangible assets increased $0.7 million, or 12%, in the nine months ended March 31, 2006 due to amortization expense related to the Acquired Companies.

Operating income increased $3.5 million, or 8%, in the nine months ended March 31, 2006. Excluding the expenses associated with the adoption of SFAS 123R and the one-time benefit realized related to the settlement of litigation from 2006 and the expenses associated with that same litigation in the nine months ended March 2005, operating income would have increased 12% to $47.9 million from $42.6 million due to the 14% increase in revenue.

Interest expense, net decreased $1.2 million, or 8%, to $13.0 million, in the nine months ended March 31, 2006 and included $10.7 million interest expense related to the 9.25% Senior Notes and $3.7 million of interest expense related to the 5.5% Convertible Notes. Interest expense, net decreased due to an increase in interest income earned on increased short-term investment balances and rates of return.

The provision for income taxes increased $1.6 million, or 16%, in the nine months ended March 31, 2006 and was based on an effective tax rate of 36.8% this year versus 36.6% last year.

EBITDA increased 12% to $64.4 million in the nine months ended March 31, 2006 from $57.7 million in the nine months ended March 31, 2005. Excluding the expenses associated with the adoption of SFAS 123R and the one-time benefit realized related to the settlement of litigation from 2006 and the expenses associated with that same litigation in the nine months ended March 2005 EBITDA, would have increased 15% to $66.8 million from $58.3 million due to the 14% increase in revenue generated. Marketing Services EBITDA increased 9% to $73.5 million in the nine months ended March 31, 2006 from $67.7 million in the nine months ended March 31, 2005 due to increased price points and synergies realized from our Acquired Companies. Personals EBITDA increased 79% to $7.7 million in the nine months ended March 31, 2006 from $4.3 million in the nine months ended March 31, 2005. Approximately half of the increase was related to the benefit realized in 2006 and the related expenses recognized in 2005 in connection with the litigation settled in the March 2006 quarter. The remaining increase was due to Lavalife's growing mobile service business and cost containment efforts. Management Services EBITDA increased to $3.4 million in the nine months ended March 31, 2006 from $0.7 million in the nine months ended March 31, 2005. Corporate EBITDA decreased to $(20.2) million in the nine months ended March 31, 2006 from $(15.0) million in the nine months ended March 31, 2005 primarily due to the adoption of SFAS 123R and increased employee related and occupancy related expenses.

LIQUIDITY AND CAPITAL RESOURCES

Net cash flow provided by operating activities is an important measure used to understand the Company's liquidity. Net cash provided by operating activities increased to $37.6 million in the nine months ended March 31, 2006 from $24.6 million in the nine months ended March 31, 2005. The $13.0 million increase in operating cash flow was primarily due to a $16.6 million increase in Adjusted EBITDA offset by a $3.0 million decrease in operating cash flow due to the change in the classification of excess tax benefit from stock-based compensation from operating activities to financing activities, as required by SFAS 123R. The increase in Adjusted EBITDA is discussed in more detail below. Management believes it is useful to analyze the components of net cash provided by

operating activities as follows: Revenue before deferral, marketing costs before deferral, Adjusted EBITDA and changes in assets and liabilities. For definitions and reconciliations of revenue before deferral, marketing costs before deferral and Adjusted EBITDA, refer to the discussion in "Reconciliation of Non-GAAP Measures" in this Quarterly Report on Form 10-Q.

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The table below summarizes the components of revenues before deferral (in millions):

	Nine months ended March 31,		Increase/ (Decrease)
Revenues before deferral	2006	2005	'06 vs. '05
Monthly payment plans	$ 262.8	$ 177.4	48%
Annual payment plans:			
Initial year	22.9	31.0	(26)%
Renewal year	73.2	103.2	(29)%
Other	26.8	22.6	19%
Total Marketing Services	385.7	334.2	15%
Personals	55.4	54.1	2%
Management Services	27.8	8.5	227%
Total	$ 468.9	$ 396.8	18%

Revenues before deferral increased 18% to $468.9 million in the nine months ended March 31, 2006 and excluding revenues before deferral from the Acquired Companies, revenue before deferral would have increased 10% in 2006. Revenues before deferral from monthly payment plans increased 48% due to a 33% increase in the average monthly members billed to 2.1 million in the nine months ended March 31, 2006 and an 11% increase in the monthly weighted average program price point which increased to $13.67 for the nine months ended March 31, 2006. The average monthly members billed increased due to the increase in the mix of new members enrolled in monthly payment plan programs, which was 89% during the nine months ended March 31, 2006 and 83% during the nine months ended March 31, 2005. Revenues before deferral from annual payment plans declined due to the continued shift to enrolling new members in monthly payment programs as well as the attrition of the annual renewal base. The new annual weighted average program price points were $107 and $104 for the nine months ended March 31, 2006 and 2005, respectively. Personals revenues before deferral increased 2% from the prior year due to increased revenues before deferral generated from Lavalife's growing mobile services. Management Services revenues before deferral represent the revenues from MCM which was acquired on January 1, 2005.

Marketing costs before deferral were $222.8 million and $202.4 million for the nine months ended March 31, 2006 and 2005, respectively. As a percent of revenue before deferral, marketing costs before deferral were 48% and 51% in the fiscal 2006 and 2005 year to date periods, respectively. The improved ratio is due to

increased price points, more efficient marketing spending and better retention in certain sectors of our business. Marketing costs before deferral increased 10% in the nine months ended March 31, 2006 primarily due to the inclusion of marketing costs before deferral from the Acquired Companies. The effect of the increase in marketing margin before deferral in the fiscal 2006 year to date period contributed to a $16.6 million increase in Adjusted EBITDA to $60.8 million for the nine months ended March 31, 2006 from $44.2 million for the nine months ended March 31, 2005. The table below presents Adjusted EBITDA by segment (in millions).

	Nine months ended March 31,		Increase/ Decrease
Adjusted EBITDA	2006	2005	'06 vs. '05
Marketing Services	$ 69.4	$ 52.7	32%
Personals	7.7	4.4	75%
Management Services	3.9	2.1	86%
Corporate	(20.2)	(15.0)	(35)%
Total	$ 60.8	$ 44.2	38%

Changes in assets and liabilities used $0.1 million of cash in the nine months ended March 31, 2006 compared to $1.9 million in the nine months ended March 31, 2005. The use of cash in fiscal 2006 primarily related to the timing of trade and tax payments during the period and the $5.5 million arbitration award payment made during the December 2005 quarter.

Capital expenditures increased to $14.9 million in 2006 from $7.5 million in 2005 due to the costs associated with the relocation of the Company's corporate headquarters. As a result, free cash flow, defined as operating cash flow less capital expenditures, was $22.7 million for the nine months ended March 31, 2006 compared to $17.1 million for the prior year period.

Net cash (used in) provided by investing activities was $(45.3) million and $21.0 million in the nine months ended March 31, 2006 and 2005, respectively. Net cash used in investing activities in the nine months ended March 31, 2006 primarily reflected $15.5 million net purchases of short-term investments and $14.9 million used in connection with the Company's recent acquisitions. Net cash provided by investing activities in the nine months ended March 31, 2005 primarily reflected $94.1 million of net proceeds from sales of short-term investments and $(65.7) million invested in acquiring businesses.

Net cash used in financing activities was $2.5 million in the nine months ended March 31, 2006 and $25.2 million in the nine months ended March 31, 2005. Net cash used in financing activities in 2006 principally reflected the use of $10.7 million to repurchase the Company's stock, which was partially offset by $7.4 million of proceeds from the exercise of stock options and $1.5 million of excess tax benefit from stock-based compensation. Net cash used in financing

activities in 2005 principally reflected the use of $33.8 million to repurchase the Company's stock, which was partially offset by proceeds from the exercise of stock options of $9.8 million.

Credit Facility

The Company has an amended and restated senior secured credit facility dated as of March 17, 2006, which allows borrowings of up to $50.0 million. Borrowings under this senior secured credit facility accrue interest at the Eurodollar rate plus an applicable margin or the Prime rate plus an applicable margin. As of March 31, 2006, the base interest rate for borrowings under this credit facility was 8.00%. There were no borrowings outstanding under this credit facility as of March 31, 2006. The senior secured credit facility has certain financial covenants, including a maximum debt coverage ratio, potential restrictions on borrowings and potential restrictions on additional stock repurchases. As of March 31, 2006, the Company was in compliance with all such debt covenants. The senior secured credit facility matures on March 31, 2009.

Stock Repurchase Program

The Company purchased 275,500 shares of its common stock for $10.7 million at an average price of $38.70 per share during 2006 compared to 972,000 shares for $33.8 million at an average price of $34.43 per share in 2005. The Company utilized cash from operations, stock issuances and the issuance of the Convertible Notes and Senior Notes to repurchase shares in fiscal 2006 and 2005.

As of March 31, 2006, the Company had 550,000 shares available for repurchase under its stock repurchase program.

Other

As of March 31, 2006, the Company had cash, cash equivalents and short-term investments of $90.9 million in addition to its senior secured credit facility. The Company believes that existing cash and short-term investment balances and funds available under its senior secured credit facility together with cash generated from operations will be sufficient to meet its funding requirements for the foreseeable future.

The Company expects to incur capital expenditures of $17.5 million in fiscal 2006. In addition, contingent payments related to the acquisition of MCM of up to $56.0 million may be paid if certain performance targets, including increasing levels of revenues and earnings, are achieved during the three calendar years ending December 31, 2007. During the quarter ended June 30, 2006, the Company paid $10.7 million related to these contingent payments. The Company intends to utilize cash on hand, short-term investments and cash generated from operations to fulfill payment obligations during 2006.

RECONCILIATION OF NON-GAAP MEASURES

Management believes that revenues before deferral and marketing costs before deferral are important measures of liquidity and are significant factors in understanding the Company's operating cash flow trends. These non-GAAP measures are used by management and the Company's investors to understand the liquidity trends of the Company's marketing margins related to current period operations which are reflected within the operating cash flow section of the cash flow statement. GAAP revenues and marketing expenses are important measures used to understand the marketing margins earned during the period in the income statement. However, in order to understand the Company's operating cash flow, it is important to understand the primary current period drivers of that cash flow. Two of the primary indicators of operating liquidity for the period are revenues before deferral and marketing costs before deferral. Revenues before deferral are revenues before the application of SAB 104 and represent the revenues billed during the current reporting period less an allowance for membership cancellations. That is, revenues before deferral for a reporting period include membership fees received in the current reporting period that will be recorded

as GAAP revenues in future reporting periods and exclude membership fees received in prior reporting periods that are recorded as GAAP revenues in the current reporting period. Marketing costs before deferral are marketing costs before the application of SAB 104 and SOP 93-7 and represent marketing costs paid or accrued during the current reporting period. That is, marketing costs before deferral for a reporting period include costs paid or accrued in the current reporting period that will be recorded as GAAP marketing expenses in future reporting periods and exclude marketing expenses paid or accrued in prior reporting periods that are recorded as GAAP marketing expenses in the current reporting period. Neither revenues before deferral nor marketing costs before deferral exclude charges or liabilities that will require future cash settlement. Additionally, these measures are not a substitute for or superior to revenues and marketing expenses determined in accordance with generally accepted accounting principles.

Revenues before deferral are calculated as follows (in millions):

	Nine months ended March 31,	
	2006	2005
Revenues	$ 481.5	$ 421.1
Change in deferred revenues	(12.6)	(24.3)
Revenues before deferral	$ 468.9	$ 396.8

Marketing costs before deferral are calculated as follows (in millions):

	Nine months ended March 31,	
	2006	2005
Marketing expenses	$ 231.8	$ 213.2
Change in deferred marketing costs	(9.0)	(10.8)
Marketing costs before deferral	$ 222.8	$ 202.4

EBITDA is calculated as net income excluding interest and other expense, taxes, depreciation and amortization. Adjusted EBITDA is calculated as EBITDA before the deferral of revenues and the deferral of marketing costs.

EBITDA and Adjusted EBITDA are used by the Company's management to evaluate the overall performance of its business and to measure that performance compared with internal budgets. Additionally, Adjusted EBITDA is the primary measure used by management to allocate capital and other resources to its operating segments and assess the operating performance of those segments (See Note 11 to the condensed consolidated financial statements in this Quarterly Report on Form 10-Q). Adjusted EBITDA is also one of the measures used to determine compensation under the Company's management incentive plans.

Adjusted EBITDA is useful to management and investors because it provides insight into the current period cash operating results. Adjusted EBITDA is reconciled to net cash provided by operating activities because the Company believes that it is the most directly comparable GAAP liquidity measure. Adjusted EBITDA is also used by the Company's management as the primary performance measure of the business both on an overall company basis as well as for its operating segments. Adjusted EBITDA is reconciled to net income because the Company believes it is the most directly comparable GAAP performance measure.

EBITDA is useful to management and investors because it eliminates the effects of interest and other expense, income taxes, non-cash depreciation of tangible assets and non-cash amortization of intangible assets and is calculated using revenues and marketing expenses. EBITDA is reconciled to net income because the Company believes that it is the most directly comparable GAAP measure.

The usefulness of Adjusted EBITDA and EBITDA is limited as compared to net cash provided by operating activities or net income in that Adjusted EBITDA and EBITDA do not reflect the periodic amortization of certain capitalized tangible and intangible assets used in generating revenues in the Company's businesses, they do not reflect net income earned for GAAP reporting purposes and they exclude the effects of interest and taxes.

Adjusted EBITDA and EBITDA should not be considered a substitute for or superior to, operating income, net income, net cash from operating activities or other measures of financial performance and liquidity determined in accordance with generally accepted accounting principles.

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The following table reconciles net cash provided by operating activities to Adjusted EBITDA (in millions):

	Nine months ended March 31,	
	2006	2005
Net cash provided by operating activities	$ 37.6	$ 24.6
Changes in assets and liabilities (use of cash)	0.1	1.9
Interest and other expense, net (to be paid in cash)	12.3	12.7
Taxes	13.6	5.2
Stock compensation expense	(3.4)	-
Other	0.6	(0.2)
Adjusted EBITDA	$ 60.8	$ 44.2

The following tables reconcile net income to EBITDA and Adjusted EBITDA (in millions):

	Three months ended March 31, 2006	
	Marketing	Management

	Services	Personals	Services	Corporate	Total
Net income					$ 4.1
Interest and other expense, net (1)					4.2
Provision for income taxes (1)					2.7
Operating income (expense)	$ 16.5	$ 0.8	$ 1.7	$ (8.0)	$ 11.0
Depreciation and amortization	2.9	2.9	0.4	0.2	6.4
EBITDA	$ 19.4	$ 3.7	$ 2.1	$ (7.8)	$ 17.4

	Three months ended March 31, 2005				
	Marketing Services	Personals	Management Services	Corporate	Total
Net income					$ 4.4
Interest and other expense, net (1)					4.9
Provision for income taxes (1)					2.2
Operating income (expense)	$ 17.5	$ (1.5)	$ 0.3	$ (4.8)	$ 11.5
Depreciation and amortization	3.2	2.4	0.4	0.1	6.1
EBITDA	$ 20.7	$ 0.9	$ 0.7	$ (4.7)	$ 17.6

	Nine months ended March 31, 2006				
	Marketing Services	Personals	Management Services	Corporate	Total
Net income					$ 20.4
Interest and other expense, net (1)					13.2
Provision for income taxes (1)					11.9
Operating income (expense)	$ 64.3	$ 0.1	$ 2.2	$ (21.1)	$ 45.5
Depreciation and amortization	9.2	7.6	1.2	0.9	18.9
EBITDA	73.5	7.7	3.4	(20.2)	64.4
Change in deferred revenues	(13.1)	-	0.5	-	(12.6)
Change in deferred marketing	9.0	-	-	-	9.0
Adjusted EBITDA	$ 69.4	$ 7.7	$ 3.9	$ (20.2)	$ 60.8

	Nine months ended March 31, 2005				
	Marketing Services	Personals	Management Services	Corporate	Total

Net income					$ 17.8
Interest and other expense, net (1)					13.9
Provision for income taxes (1)					10.3
Operating income (expense)	$ 59.8	$ (2.7)	$ 0.2	$ (15.3)	$ 42.0
Depreciation and amortization	7.9	7.0	0.5	0.3	15.7
EBITDA	67.7	4.3	0.7	(15.0)	57.7
Change in deferred revenues	(25.8)	0.1	1.4	-	(24.3)
Change in deferred marketing	10.8	-	-	-	10.8
Adjusted EBITDA	$ 52.7	$ 4.4	$ 2.1	$ (15.0)	$ 44.2

1) Management does not allocate interest and other expense, net nor does it allocate provision for income taxes to the individual segments.

Free cash flow represents net cash provided by operating activities less capital expenditures. Free cash flow is important because it represents the cash that is available to a company to pursue opportunities that enhance shareholder value, such as make acquisitions, reduce debt and develop new products. The following table reconciles operating cash flow to free cash flow (in millions):

	Nine months ended March 31,	
	2006	2005
Net cash provided by operating activities	$ 37.6	$ 24.6
Capital expenditures	(14.9)	(7.5)
Free cash flow	$ 22.7	$ 17.1

COMMITMENTS

The Company is not aware of any factors that are reasonably likely to adversely affect liquidity trends, other than the risk factors presented in the Forward Looking Statements in this Quarterly Report on Form 10-Q. The Company does not have off-balance sheet arrangements, non-exchange traded contracts or material related party transactions.

Future minimum payments of contractual obligations as of March 31, 2006 are as follows (in millions):

	Payments Due by Period				
	Total	Less than 1 year	1 - 3 years	3 - 5 years	After 5 years
Operating leases	$ 57.4	$ 9.1	$ 17.3	$ 13.9	$ 17.1
Capital leases	1.5	0.8	0.7	-	-
Long-term debt	240.0	-	-	90.0	150.0
Purchase obligations	11.8	10.5	1.3	-	-
Other (1)	158.3	29.8	37.7	38.1	52.7
Total payments due	$ 469.0	$ 50.2	$ 57.0	$ 142.0	$ 219.8

(1) Includes interest payments on long-term debt, pension obligations, line of

credit termination fee and expected contingent payments related to the MCM acquisition.

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FORWARD LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward looking statements that are based on current expectations, estimates, forecasts and projections about the industry in which the Company operates and management's beliefs and assumptions. These forward looking statements include statements that do not relate solely to historical or current facts and can be identified by the use of words such as "believe," "expect," "estimate," "project," "continue" or "anticipate." These forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, are intended to qualify for the safe harbor provisions from liability provided by the Private Securities Litigation Reform Act of 1995.

Forward looking statements are not guarantees of future performance and are based on many assumptions and estimates that are inherently subject to significant risks and uncertainties, many of which are beyond our control, cannot be foreseen and reflect future business decisions that may change. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward looking statements. Among the many factors that could cause actual results to differ materially from the forward looking statements are:

- higher than expected membership cancellations or lower than expected membership renewal rates;
- changes in the marketing techniques of credit card issuers;
- increases in the level of commission rates and other compensation required by marketing partners to actively market with the Company;
- potential reserve requirements by business partners, such as the Company's credit card processors;
- unanticipated termination of marketing agreements;
- the extent to which the Company can continue to successfully develop and market new products and services and introduce them in a timely manner;
- the Company's ability to integrate acquired businesses into the Company's management and operations and operate successfully;
- unanticipated changes in or termination of the Company's ability to process revenues through third parties, including credit card processors and bank card associations;
- the Company's ability to develop and implement operational and financial systems to manage growing operations;
- the Company's ability to recover from a complete or partial system failure or impairment, other hardware or software related malfunctions or programming errors;
- the degree to which the Company is leveraged;
- the Company's ability to obtain financing on acceptable terms to finance the Company's growth strategy and to operate within the limitations imposed by financing arrangements;
- the Company's ability to obtain new financing or re-finance existing debt;
- further changes in the already competitive environment for the Company's products or competitors' responses to the Company's

strategies;
- changes in the growth rate of the overall U.S. economy or the international economy where the Company does business such that credit availability, interest rates, consumer spending, related consumer financing and related consumer debt are affected;
- additional government regulations and changes to existing government regulations of the Company's industry;
- the Company's ability to compete with other companies that have financial or other advantages;
- adverse movements of foreign exchange rates;
- the Company's ability to attract and retain active members and users;
- adverse results of litigation or regulatory matters; and
- new accounting pronouncements.

Many of these factors are beyond the Company's control and therefore its business, financial condition, results of operations and cash flows may be adversely affected by these factors.

The Company cautions that these factors are not exclusive. All forward looking statements made in this Quarterly Report on Form 10-Q are qualified by these cautionary statements and readers are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. Except as otherwise required by federal securities law, the Company has no obligation and does not intend to publicly update or revise any forward looking statements to reflect subsequent events or circumstances.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate

The Company has an amended and restated senior secured credit facility which allows borrowings of up to $50.0 million. Borrowings under this senior secured credit facility accrue interest at the Eurodollar rate plus an applicable margin or the Prime rate plus an applicable margin. There were no borrowings outstanding under this credit facility as of March 31, 2006. As of March 31, 2006, the effective interest rate for borrowings under this credit facility was 8.00%. Management believes that an increase in the Eurodollar rate or the Prime rate would not be material to the Company's financial position or its results of operations. This credit facility matures on March 31, 2009.

In addition, the Company has $90.0 million aggregate principal amount of 5.5% Convertible Notes due 2010 and $150.0 million aggregate principal amount of 9.25% Senior Notes due 2014. The Convertible Notes and the Senior Notes pay interest in cash semi-annually in arrears on April 1 and October 1. The fair value of the fixed interest instruments is affected by changes in interest rates and, with respect to the Convertible Notes, by changes in the Company's stock price and volatility. The Company does not currently hedge interest rates with respect to its outstanding debt. As of March 31, 2006, the carrying value of the Convertible Notes and the Senior Notes was $90.0 million and $147.9 million, respectively, and the fair value of the notes was $105.3 million and $156.0 million, respectively. Cash paid in connection with interest on the Convertible Notes and the Senior Notes in each of the next five years is expected to be $18.8 million assuming none of the Convertible Notes is converted into equity.

Foreign Currency

The Company conducts business in certain foreign markets, primarily Canada. The Company's primary exposure to foreign currency risk relates to investments in foreign subsidiaries that transact business in functional currencies other than the U.S. dollar, primarily the Canadian dollar. The Company's recent acquisitions, which are based in the United States, have reduced the proportion of its operations exposed to potentially volatile movements in currency exchange rates. The economic impact of currency exchange rate movements on the Company is often linked to variability in real growth, inflation, interest rates, governmental actions and other factors. These changes, if material, could cause the Company to adjust its financing and operating strategies. As currency exchange rates change, translation of the income statements of the Company's international businesses into U.S. dollars affects year-to-year comparisons of operating results.

The Company uses purchase option contracts and forward contracts to minimize its exposure to certain changes in future cash flows caused by movements in foreign currency exchange rates between the U.S. dollar and the Canadian dollar. However, there can be no assurance that the Company's foreign currency hedging activities will substantially offset the impact of all fluctuations in currency exchange rates on its results of operations, cash flows and financial position. The Company does not use derivatives for speculative purposes. Derivatives used to hedge forecasted transactions and specific cash flows associated with Canadian dollar denominated financial assets and liabilities that meet the criteria for hedge accounting are designated as cash flow hedges. The effective portion of gains and losses is deferred as a component of accumulated other comprehensive income and is recognized in earnings in the same line item as the underlying hedged item at the time the hedged item affects earnings.

Fair Value of Investments
The Company does not have material exposure to market risk with respect to investments since the Company's investments are short-term in nature (original maturities of less than one year).

Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures
The Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) of the Securities and Exchange Act of 1934) as of the end of the period covered by this report and have concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level. The Company's disclosure controls and procedures are designed to ensure that material information relating to the Company and its consolidated subsidiaries that is required to be disclosed in its reports under the Exchange Act is accumulated, communicated to the Chief Executive Officer and Chief Financial Officer and disclosed appropriately and timely in its reports under the Exchange Act.

Because a cost-effective control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met, misstatements due to error or fraud may occur and not be detected. In addition, 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.

Changes in internal control over financial reporting

During the third quarter of 2006, 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.

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PART II. OTHER INFORMATION

Item 1. Legal proceedings

Except as set forth below, in management's opinion, there are no significant legal proceedings to which the Company or any of its subsidiaries is a party or to which any of their properties is subject. The Company or its subsidiaries are involved in other lawsuits and claims generally incidental to their respective businesses including, but not limited to, various suits, including previously disclosed suits, brought by individual consumers seeking monetary and/or injunctive relief relating to the marketing of the Company's services. In addition, from time to time in the regular course of its business, the Company or a subsidiary may receive inquiries from various federal and/or state regulatory authorities.

On October 17, 2005, the U.S. Supreme Court declined to review the Connecticut Supreme Court's May 10, 2005 decision to uphold an arbitration panel's award of $5.5 million in punitive damages and costs to MedValUSA Health Programs, Inc. Accordingly, the full amount of the award was paid in the quarter ending December 31, 2005. The Company recorded a one-time $5.5 million charge in the quarter ended June 30, 2005 related to this award. For additional information about the MedValUSA Health Programs, Inc. arbitration, refer to Item 3 - "Legal Proceedings" in the Company's Annual Report on Form 10-K for the year ended June 30, 2005.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table summarizes the shares of the Company's equity securities purchased by or on behalf of the Company:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
January 1, 2006 to January 31, 2006	11,600	$ 35.38	11,600	648,830
February 1, 2006 to February 28, 2006	58,500	42.69	58,500	590,330
March 1, 2006 to March 31, 2006	40,600	43.36	40,600	549,730
Total	110,700	42.17	110,700	549,730

(1) In October 2004, the Board of Directors authorized an additional 1,000,000 shares, no expiration date, to be purchased under the Company's stock repurchase program originally authorized during fiscal 1997.

Item 5. Other Information

(a) The Company entered into a Second Amended and Restated Credit Agreement dated March 17, 2006 with the Lenders and LaSalle Bank National Association, as Agent. The senior secured credit facility allows borrowings of up to $50.0 million for working capital and general corporate purposes. Borrowings under the senior secured credit facility accrue interest at the Eurodollar rate plus an applicable margin or the Prime rate plus an applicable margin. The senior secured credit facility matures on March 31, 2009.

Item 6. Exhibits

10.1 Second Amended and Restated Credit Agreement dated March 17, 2006 among the Registrant, the Lenders Parties Hereto, and LaSalle Bank National Association, as Agent
31.1 Rule 13a-14(a) CEO Certification.
31.2 Rule 13a-14(a) CFO Certification.
32.1 CEO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2 CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

VERTRUE INCORPORATED
SIGNATURES

Pursuant to the requirements 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.

VERTRUE INCORPORATED
(Registrant)

Date: May 10, 2006 By: /s/ Gary A. Johnson

Gary A. Johnson, President, Chief Executive Officer and Director

Date: May 10, 2006 By: /s/ James B. Duffy

James B. Duffy, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)