

MOVE INC  
Form 10-Q/A  
February 28, 2008

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 10-Q/A**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2007**

**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 Number 000-26659**

**Move, Inc.**

*(Exact Name of Registrant as Specified in its Charter)*

**Delaware**

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

**95-4438337**

*(I.R.S. Employer  
Identification No.)*

**30700 Russell Ranch Road  
Westlake Village, California**

*(Address of Principal Executive Offices)*

**91362**

*(Zip Code)*

**(805) 557-2300**

*(Registrant's Telephone Number, including Area Code:)*

*(Former Name, Former Address and Former Fiscal Year, If Changed Since Last Report)*

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

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

At July 31, 2007, the registrant had 155,339,941 shares of its common stock outstanding.

**Table of Contents**

**EXPLANATORY NOTE**

The Company is restating its financial statements for the three and six month periods ended June 30, 2007 by amending its 2007 Quarterly Report on Form 10-Q for the period ended June 30, 2007.

All amendments and restatements to the financial statements affected are non-cash in nature.

See Note 2 to the financial statements included elsewhere herein for a complete description of the restatement. The following is a brief summary of the impact of the restatement:

In the second quarter of 2007, the Company modified the terms for granting its restricted stock unit awards, which created a new measurement date. The modification was entered into because the 2006 grants required a three-year projection of financial performance in a highly competitive and rapidly changing market and the Management Development and Compensation Committee of the Board of Directors wanted to better reflect the current strategy of the Company while adhering to the original goals of increased and sustained performance. As a result, management should have assessed the likelihood of achieving the original targets and awarding the restricted stock as improbable. As such, SFAS 123R required that any previously recognized expense related to the restricted stock units be reversed and that the Company remeasure the fair value of the grants and defer any future compensation expense until it was probable that the awards would ultimately vest. Instead, the awards continued to be accounted for under the assumption that 100% would be vested. The reported results for the three and six months ended June 30, 2007 have been revised to reverse all previously recognized compensation expense related to the restricted stock units.

An explanation of the errors and their impact on the Company's financial statements is contained in Note 2 to the financial statements contained in Item 1 of this report.

For the convenience of the reader, this Form 10-Q/A sets forth the Original Filing in its entirety, as amended by, and to reflect, the restatement. The following sections of this Form 10-Q/A have been amended to reflect the restatement:

Part I Item 1 Condensed Consolidated Financial Statements

Part I Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations, as to matters related to the restatement

Other than as stated above, this Form 10-Q/A continues to reflect the results as of, and for the three and six month periods ended June 30, 2007, or (where applicable) as of the date of the Original Filing, and the information in this Form 10-Q/A does not modify or update any other item or disclosure in the Original Filing or reflect any other events occurring after the Original Filing.

This amended Form 10-Q/A should be read in conjunction with any current reports that have been filed on Form 8-K subsequent to the date of the Original Filing.

## INDEX

	<b>Page</b>
<b><u>PART I FINANCIAL INFORMATION</u></b>	
<u>Item 1. Condensed Consolidated Financial Statements</u>	4
<u>Condensed Consolidated Balance Sheets</u>	4
<u>Condensed Consolidated Statements of Operations</u>	5
<u>Condensed Consolidated Statements of Cash Flows</u>	6
<u>Notes to Unaudited Condensed Consolidated Financial Statements</u>	7
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	14
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	22
<u>Item 4. Controls and Procedures</u>	23
<b><u>PART II OTHER INFORMATION</u></b>	
<u>Item 1. Legal Proceedings</u>	23
<u>Item 1A. Risk Factors</u>	23
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	24
<u>Item 3. Defaults Upon Senior Securities</u>	24
<u>Item 4. Submission of Matters to a Vote of Security Holders</u>	24
<u>Item 5. Other Information</u>	24
<u>Item 6. Exhibits</u>	25
<b><u>SIGNATURES</u></b>	26
<u>EXHIBIT 31.1</u>	
<u>EXHIBIT 31.2</u>	
<u>EXHIBIT 32.1</u>	
<u>EXHIBIT 32.2</u>	

Move®, REALTOR.com®, HomeBuilder.com®, RENTNET.com™, Top Producer®, Welcome Wagon®, and Moving.com™ are our trademarks or are exclusively licensed to us. This quarterly report on Form 10-Q/A may contain trademarks of other companies and organizations. REALTOR® is a registered collective membership mark that may be used only by real estate professionals who are members of the National Association of REALTORS® and subscribe to its code of ethics.

**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Condensed Consolidated Financial Statements****MOVE, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>June 30, 2007 (Restated) (Unaudited)</b>	<b>December 31, 2006</b>
	<b>(In thousands)</b>	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 37,245	\$ 14,873
Short-term investments	150,100	142,975
Accounts receivable, net	15,984	18,279
Other current assets	16,214	34,468
Total current assets	219,543	210,595
Property and equipment, net	36,739	29,245
Goodwill, net	23,877	23,877
Intangible assets, net	16,130	16,715
Restricted cash	3,286	4,279
Other assets	1,413	1,238
Total assets	\$ 300,988	\$ 285,949
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 5,963	\$ 4,904
Accrued expenses	28,086	26,738
Obligation under capital leases	1,971	1,904
Deferred revenue	48,659	50,075
Total current liabilities	84,679	83,621
Obligation under capital leases	1,165	2,167
Other liabilities	2,403	2,497
Total liabilities	88,247	88,285
Commitments and contingencies (see note 11)		
Series B convertible preferred stock	98,685	96,212

Stockholders' equity:		
Series A convertible preferred stock		
Common stock	155	154
Additional paid-in capital	2,077,208	2,069,399
Accumulated other comprehensive income	533	326
Accumulated deficit	(1,963,840)	(1,968,427)
Total stockholders' equity	114,056	101,452
Total liabilities and stockholders' equity	\$ 300,988	\$ 285,949

The accompanying notes are an integral part of these unaudited  
Condensed Consolidated Financial Statements.

Table of Contents

**MOVE, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>(Restated)</b>		<b>(Restated)</b>	
	<b>(In thousands, except per share amounts)</b>			
	<b>(Unaudited)</b>			
Revenue	\$ 73,626	\$ 73,891	\$ 144,656	\$ 142,870
Cost of revenue	15,299	16,447	29,997	32,853
 Gross profit	 58,327	 57,444	 114,659	 110,017
 Operating expenses:				
Sales and marketing	27,478	28,312	55,372	53,653
Product and web site development	9,269	8,793	18,091	17,148
General and administrative	17,374	19,378	38,081	40,354
Amortization of intangible assets	505	589	1,003	1,336
 Total operating expenses	 54,626	 57,072	 112,547	 112,491
 Income (loss) from operations	 3,701	 372	 2,112	 (2,474)
Interest income, net	2,503	1,794	4,816	3,409
Other income (expense), net	(371)	431	384	503
 Net income before income taxes	 5,833	 2,597	 7,312	 1,438
Provision for income taxes	169		253	
 Net income	 5,664	 2,597	 7,059	 1,438
 Convertible preferred stock dividend and related accretion	 (1,241)	 (1,181)	 (2,473)	 (2,355)
 Net income (loss) applicable to common stockholders	 \$ 4,423	 \$ 1,416	 \$ 4,586	 \$ (917)
 Unrealized loss on marketable securities			(1)	
Foreign currency translation	173	53	208	51

Edgar Filing: MOVE INC - Form 10-Q/A

Comprehensive income (loss)	\$ 4,596	\$ 1,469	\$ 4,793	\$ (866)
Net income (loss) per common share: (see note 8)				
Basic net income (loss) applicable to common stockholders	\$ 0.03	\$ 0.01	\$ 0.03	\$ (0.01)
Diluted net income (loss) applicable to common stockholders	\$ 0.03	\$ 0.01	\$ 0.03	\$ (0.01)
Shares used to calculate basic and diluted net income (loss) per share applicable to common stockholders: (see note 8)				
Basic	154,885	150,769	154,614	149,865
Diluted	165,499	165,127	166,657	149,865

The accompanying notes are an integral part of these unaudited  
Condensed Consolidated Financial Statements.



**Table of Contents**

**MOVE, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Six months ended June 30,	
	2007	2006
	(Restated)	
	(In thousands)	
	(Unaudited)	
<b>Cash flows from operating activities:</b>		
Net income	\$ 7,059	\$ 1,438
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	5,328	5,015
Amortization of intangible assets	1,003	1,336
Provision for doubtful accounts	556	540
Gain on sales of property and equipment	(336)	
Stock-based compensation and charges	5,597	5,886
Change in market value of embedded derivative liability	(98)	
Other non-cash items	(14)	(315)
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable	1,739	(1,842)
Other assets	(3,002)	(2,380)
Accounts payable and accrued expenses	2,096	(16,995)
Deferred revenue	(1,457)	11,941
Net cash provided by operating activities	18,471	4,624
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(12,601)	(6,854)
Proceeds from the surrender of life insurance policy	5,200	
Proceeds from sales of marketable equity securities	15,743	
Proceeds from sales of property and equipment	336	
Purchases of intangible assets	(418)	
Maturities of short-term investments	36,350	16,950
Purchases of short-term investments	(43,475)	(10,050)
Acquisitions, net		(9,572)
Net cash provided by (used in) investing activities	1,135	(9,526)
<b>Cash flows from financing activities:</b>		
Proceeds from exercise of stock options and warrants	2,708	4,816
Restricted cash	993	855
Payments on capital lease obligations	(935)	(1,374)

Net cash provided by financing activities	2,766	4,297
Change in cash and cash equivalents	22,372	(605)
Cash and cash equivalents, beginning of period	14,873	13,272
Cash and cash equivalents, end of period	\$ 37,245	\$ 12,667

The accompanying notes are an integral part of these unaudited  
Condensed Consolidated Financial Statements.

**Table of Contents****MOVE, INC.****NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****1. Business**

Move, Inc. (the Company) has created an online service that enables consumers to find real estate listings and other content related to residential real estate, moving and relocation. The Company's web sites collectively have become the leading consumer destination on the Internet for home and real estate-related information based on the number of visitors, time spent on its web sites and number of property listings. The Company generates most of its revenue from selling advertising and marketing solutions to real estate industry participants, including real estate agents, homebuilders and rental property owners, and other local and national advertisers interested in reaching the Company's consumer audience (before, during or after a move). The Company also provides software solutions to real estate agents to assist them in managing their client interactions and architects' home plans to consumers considering building a new home. The Company derives all of its revenue from its North American operations.

The Company's primary consumer web sites are Move.com® and REALTOR.com®, the official site of the National Association of REALTORS® (NAR), which provide new and existing homes, apartments, corporate housing, and self-storage listings and are home information resource sites with an emphasis on content related to mortgage financing, moving and storage, and home and garden activities. The Company's web sites also include SeniorHousingNet®.com, a comprehensive resource for seniors and Moving.com™ which connects consumers with moving companies, van lines, truck rental providers and self storage facilities.

**2. Restatement of Financial Statements**

The Company is restating its financial statements for the three and six month periods ended June 30, 2007 in this amended Quarterly Report on Form 10-Q/A for the quarterly period ended June 30, 2007.

In the second quarter of 2007, the Company modified the terms for granting its restricted stock unit awards, which created a new measurement date. The modification was entered into because the 2006 grants required a three-year projection of financial performance in a highly competitive and rapidly changing market and the Management Development and Compensation Committee of the Board of Directors wanted to better reflect the current strategy of the Company while adhering to the original goals of increased and sustained performance. As a result, management should have assessed the likelihood of achieving the original targets and awarding the restricted stock as improbable. As such, SFAS 123R required that any previously recognized expense related to the restricted stock units be reversed and that the Company remeasure the fair value of the grants and defer any future compensation expense until it was probable that the awards would ultimately vest. Instead, the awards continued to be accounted for under the assumption that 100% would be vested. The reported results for the three and six months ended June 30, 2007 have been revised to reverse all previously recognized compensation expense related to the restricted stock units.

In the Balance Sheets, the effect on the adjustment on Additional paid-in capital and Accumulated deficit as of June 30, 2007 was as follows:

		<b>June 30, 2007</b>	
	<b>(As Reported)</b>	<b>(Adjustment)</b>	<b>(As Restated)</b>
Additional paid in capital	\$ 2,085,134	\$ (7,926)	\$ 2,077,208
Accumulated deficit	\$(1,971,766)	\$ 7,926	\$(1,963,840)

**Table of Contents**

In the Statements of Operations, the effect of the adjustment on Operating expenses, Income (loss) from operations, Net income (loss) before income taxes, Net income (loss) and Net income (loss) applicable to common stockholders for the three and six months ended June 30, 2007 was as follows:

	For the three months ended June 30, 2007			For the six months ended June 30, 2007		
	(As Reported)	(Adjustment)	(As Restated)	(As Reported)	(Adjustment)	(As Restated)
Revenue	\$ 73,626	\$	\$ 73,626	\$ 144,656	\$	\$ 144,656
Cost of revenue	15,299		15,299	29,997		29,997
Gross profit	58,327		58,327	114,659		114,659
Operating expenses:						
Sales and marketing	27,626	(148)	27,478	55,520	(148)	55,372
Product and web site development	9,324	(55)	9,269	18,146	(55)	18,091
General and administrative	25,097	(7,723)	17,374	45,804	(7,723)	38,081
Amortization of intangible assets	505		505	1,003		1,003
Total operating expenses	62,552	(7,926)	54,626	120,473	(7,926)	112,547
Income (loss) from operations	(4,225)	7,926	3,701	(5,814)	7,926	2,112
Interest income, net	2,503		2,503	4,816		4,816
Other income (expense), net	(371)		(371)	384		384
Net income (loss) before income taxes	(2,093)	7,926	5,833	(614)	7,926	7,312
Provision for income taxes	169		169	253		253
Net income (loss)	(2,262)	7,926	5,664	(867)	7,926	7,059
Convertible preferred stock dividend and related accretion	(1,241)		(1,241)	(2,473)		(2,473)
	\$ (3,503)	\$ 7,926	\$ 4,423	\$ (3,340)	\$ 7,926	\$ 4,586

Net income  
(loss) applicable to  
common stockholders

Unrealized loss on marketable securities				(1)		(1)
Foreign currency translation	173		173	208		208

Comprehensive income (loss)	\$ (3,330)	\$ 7,926	\$ 4,596	\$ (3,133)	\$ 7,926	\$ 4,793
--------------------------------	------------	----------	----------	------------	----------	----------

Net income (loss) per  
common share:

Basic	\$ (0.02)	\$ 0.05	\$ 0.03	\$ (0.02)	\$ 0.05	\$ 0.03
-------	-----------	---------	---------	-----------	---------	---------

Diluted	\$ (0.02)	\$ 0.05	\$ 0.03	\$ (0.02)	\$ 0.05	\$ 0.03
---------	-----------	---------	---------	-----------	---------	---------

In the Statement of Cash Flows, the effect of the adjustment on Net income (loss) and Stock-based compensation and charges for the six months ended June 30, 2007 was as follows:

	<b>June 30, 2007</b>		
	<b>(As Reported)</b>	<b>(Adjustment)</b>	<b>(As Restated)</b>
Net income (loss)	\$ (867)	\$ 7,926	\$ 7,059
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Stock based compensation and charges	\$ 13,523	\$ (7,926)	\$ 5,597
There was no effect on Net cash provided by operating activities.			

8

**Table of Contents****3. Basis of Presentation**

The Company's unaudited Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ) including those for interim financial information and with the instructions for Form 10-Q and Article 10 of Regulation S-X issued by the Securities and Exchange Commission ( SEC ). Accordingly, they do not include all of the information and note disclosures required by GAAP for complete financial statements. These statements are unaudited and, in the opinion of management, all adjustments (which include only normal recurring adjustments) considered necessary for a fair presentation have been included. These unaudited Condensed Consolidated Financial Statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's Form 10-K for the year ended December 31, 2006 which was filed with the SEC on March 5, 2007. The results of operations for these interim periods are not necessarily indicative of the operating results for a full year.

**4. Significant Accounting Policy**

On January 1, 2007, the Company adopted the provisions of Emerging Issues Task Force ( EITF ) Issue No. 06-03 How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross Versus Net Presentation) ( EITF No. 06-03 ). Under EITF No. 06-03, a company must disclose its accounting policy regarding the gross or net presentation of certain taxes. If taxes included in gross revenues are significant, a company must disclose the amount of such taxes for each period for which an income statement is presented (i.e., both interim and annual periods). Taxes within the scope of EITF No. 06-03 are those that are imposed on and concurrent with a specific revenue-producing transaction. Taxes assessed on an entity's activities over a period of time, such as gross receipts taxes, are not within the scope of EITF No. 06-03. The Company continues to report taxes collected from customers on a net presentation basis after the adoption of EITF No. 06-03.

**5. Recent Accounting Development**

In February 2007, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115 ( SFAS 159 ). This standard permits an entity to choose to measure many financial instruments and certain other items at fair value. Most of the provisions in SFAS 159 are elective; however, the amendment to FASB Statement No. 115, Accounting for Certain Investments in Debt and Equity Securities, applies to all entities with available-for-sale and trading securities. The fair value option established by SFAS 159 permits all entities to choose to measure eligible items at fair value at specified election dates. A business entity will report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. The fair value option: (a) may be applied instrument by instrument, with a few exceptions, such as investments otherwise accounted for by the equity method; (b) is irrevocable (unless a new election date occurs); and (c) is applied only to entire instruments and not to portions of instruments. SFAS 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to apply the provisions of SFAS No. 157, Fair Value Measurements. The Company is currently evaluating whether the adoption of this statement will have a material effect on its financial conditions, its results of operations or its liquidity.

**6. Goodwill and Other Intangible Assets**

Goodwill, net, by segment, is as follows (in thousands):

	<b>June 30, 2007</b>	<b>December 31, 2006</b>
Real Estate Services	\$ 12,988	\$ 12,988
Consumer Media	10,889	10,889
Total	\$ 23,877	\$ 23,877

The Company has both indefinite and definite lived intangibles. Indefinite-lived intangibles consist of trade names and trademarks acquired during the year ended December 31, 2006. Definite-lived intangible assets consist of certain trade names, trademarks, brand names, domain names, purchased technology, and other miscellaneous agreements entered into in connection with business combinations and are amortized over expected periods of benefits. There are no expected residual values related to these intangible assets (in thousands):

**Table of Contents**

	<b>June 30, 2007</b>		<b>December 31, 2006</b>	
	<b>Gross Amount</b>	<b>Accumulated Amortization</b>	<b>Gross Amount</b>	<b>Accumulated Amortization</b>
Trade names, trademarks, brand names, and domain names	\$ 22,064	\$ 8,816	\$ 22,046	\$ 8,184
Purchased technology	10,499	9,365	10,499	9,265
NAR operating agreement	1,578	827	1,578	751
Customer lists and relationships	1,041	912	1,041	865
Other	6,740	5,872	6,340	5,724
<b>Total</b>	<b>\$ 41,922</b>	<b>\$ 25,792</b>	<b>\$ 41,504</b>	<b>\$ 24,789</b>

Amortization expense for intangible assets was \$0.5 million and \$1.0 million, respectively, for the three and six months ended June 30, 2007 and \$0.6 million and \$1.3 million, respectively, for the three and six months ended June 30, 2006. Amortization expense for the next five years is estimated to be as follows (in thousands):

<b>Years Ended December 31,</b>	<b>Amount</b>
2007 (remaining 6 months)	\$ 1,020
2008	2,012
2009	1,737
2010	1,669
2011	1,666

**7. Stock-Based Compensation and Charges**

The Company accounts for stock issued to non-employees in accordance with the provisions of Statement of Financial Accounting Standards ( SFAS ) No. 123 Accounting for Stock-based Compensation ( SFAS No. 123 ) and EITF No. 96-18 Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods and Services.

The Company has granted restricted stock awards to members of its Board of Directors as compensation during the past four years. These shares will vest on the third anniversary of their issuance. There were 314,950 and 292,200 unvested shares of restricted stock issued to members of the Company s Board of Directors as of June 30, 2007 and 2006, respectively.

The Company has granted restricted stock awards to its Chief Executive Officer in consideration for his service in 2003 and 2004. These shares have vested or will vest on the third anniversary of their issuance. There were 115,740 and 186,662 unvested shares of restricted stock issued to the Company s Chief Executive Officer as of June 30, 2007 and 2006, respectively. The intrinsic value of these restricted stock awards was included in the results of operations in the period in which they were granted. During the three months ended June 30, 2007, the Company granted 232,018 shares of restricted stock to one of its officers as a sign-on bonus. These shares have a fair value of \$1.0 million and vest fifty percent immediately with the balance vesting one year from the grant date subject to continued employment with the Company. The fair value of the first fifty percent vesting was recognized as stock based compensation immediately with the remaining fifty percent being amortized over one year. The total costs recognized during the three and six months ended June 30, 2007 was \$547,000 which is included in the stock based compensation and charges detailed below.

The Board of Directors awarded performance-based restricted stock units to certain of the Company s executive officers. The following summarizes the restricted stock unit activity (in thousands):

**Number of**



	<b>Restricted Stock Units</b>
Initial units granted	5,145
Units forfeited	(505)
Non-vested units at December 31, 2006	4,640
Units granted	2,325
Units forfeited	(605)
Non-vested units at June 30, 2007	6,360

Based on the original terms of the awards, the officers were to earn shares of the Company's stock, based on attaining certain performance goals relating to the Company's revenues and operating income (as defined by the Management

**Table of Contents**

Development and Compensation Committee of the Board of Directors) for the fiscal year ending December 31, 2008. During the three months ended June 30, 2007, the Management Development and Compensation Committee of the Board of Directors approved modifications of the performance targets and vesting periods from the original awards, reducing the original restricted stock units available for vesting at the conclusion of 2008 by 50% for each of the executives, and revising the target financial performance for 2008 based on current market conditions and the Company's expected performance. The committee also established financial performance targets for 2009, which provided the potential for executives to earn the remaining 50% of the restricted stock units previously granted by attainment of those performance goals.

As a result of the modification, pursuant to SFAS 123R, a new measurement date was established. The modification was entered into because the 2006 grants required a three-year projection of financial performance in a highly competitive and rapidly changing market and the Management Development and Compensation Committee of the Board of Directors wanted to better reflect the current strategy of the Company while adhering to the original goals of increased and sustained performance. As a result, the likelihood of achieving the original targets was improbable and previously recognized compensation under the award has been reversed to reflect this assumption. Recognition of compensation for these units will be deferred until management determines that it is probable that it will achieve the new performance targets. As a result, \$6.5 million of stock-based compensation expense previously recognized was reversed for the three and six months ended June 30, 2007. As of June 30, 2007, the fair value of the remaining restricted stock units granted was \$29.0 million.

The Company adopted the fair value recognition provisions of SFAS No. 123 (revised 2004) Share Based Payment ( SFAS 123R ) using the modified-prospective transition method. Under that transition method, compensation cost recognized includes: (a) compensation cost for all share-based payments granted prior to January 1, 2006, but not yet vested, based on the grant-date fair value estimated in accordance with the original provisions of SFAS 123; and (b) compensation cost for all share-based payments granted subsequent to December 31, 2005, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123R. Compensation costs are recognized using a straight-line amortization method over the vesting period. Results for prior periods have not been restated.

The fair value of each option award is estimated on the date of grant using a Black-Scholes option valuation model that uses the ranges of assumptions in the following table. Our computation of expected volatility is based on a combination of historical and market-based implied volatility. Due to the unusual volatility of the Company's stock price around the time of the restatement of its financial statements in 2002 and several historical acquisitions that changed the Company's risk profile, historical data was more heavily weighted toward the most recent four years of stock activity. The expected term of options granted was derived by averaging the vesting term with the contractual term. The risk-free interest rates are based on U.S. Treasury zero-coupon bonds for the periods in which the options were granted.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
Risk-free interest rates	4.51-5.16%	4.85 5.18%	4.51-5.16%	4.35 5.18%
Expected term (in years)	6.06	6.06	6.06	6.06
Dividend yield	0%	0%	0%	0%
Expected volatility	70%	80%	70%	80%

The following chart summarizes the stock-based compensation and charges that have been included in the following captions for each of the periods presented (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007 (Restated)	2006	2007 (Restated)	2006
Cost of revenue	\$ 33	\$ 29	\$ 77	\$ 158

Edgar Filing: MOVE INC - Form 10-Q/A

Sales and marketing	268	371	822	928
Product and web site development	237	340	512	839
General and administrative	(508)	1,635	4,186	3,961
Total	\$ 30	\$ 2,375	\$ 5,597	\$ 5,886

In addition to costs related to stock options, stock-based compensation and charges in sales and marketing includes costs related to vendor agreements and general and administrative includes costs related to the amortization of restricted stock grants.

**Table of Contents****8. Net Income (Loss) Per Share**

The following table sets forth the computation of basic and diluted net income (loss) per share applicable to common stockholders for the periods indicated (in thousands, except per share amounts):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2007	2006	2007	2006
	(Restated)		(Restated)	
Numerator:				
Net income	\$ 5,664	\$ 2,597	\$ 7,059	\$ 1,438
Convertible preferred stock dividend and related accretion	(1,241)	(1,181)	(2,473)	(2,355)
Net income (loss) applicable to common stockholders	\$ 4,423	\$ 1,416	\$ 4,586	\$ (917)
Denominator:				
Basic weighted average shares outstanding	154,885	150,769	154,614	149,865
Add: dilutive effect of options, warrants and restricted stock	10,614	14,358	12,043	
Diluted weighted average shares outstanding	165,499	165,127	166,657	149,865
Net income (loss) per common share:				
Basic net income (loss) per share applicable to common stockholders	\$ 0.03	\$ 0.01	\$ 0.03	\$ (0.01)
Diluted net income (loss) per share applicable to common stockholders	\$ 0.03	\$ 0.01	\$ 0.03	\$ (0.01)

Because their effects would be anti-dilutive for the periods presented, the above computation of diluted income (loss) per share excludes preferred stock, stock options and warrants of 31,496,142 and 27,607,510 the three and six months ended June 30, 2007, respectively, and 25,757,684 and 55,900,271 for the three and six months ended June 30, 2006, respectively.

In the second quarter of 2006, the amounts reported as Dividends on convertible preferred stock in the Company's Form 10-Q omitted the related accretion of the discount that was derived from the issuance of the convertible preferred stock. The reported results for that quarter have been revised to reflect both the accretion and the dividends in arriving at Net income (loss) applicable to common stockholders. As a result of the revision, additional expense of \$296,000 and \$592,000 for the three and six months ended June 30, 2006, respectively, is reflected in the line

Convertible preferred stock dividends and related accretion. As a result of this change, basic and diluted loss per share attributable to common stockholders for the six months ended June 30, 2006 decreased by \$0.01 from \$(0.00) to \$(0.01).

**9. Segment Information**

Segment information is presented in accordance with SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information. This standard is based on a management approach, which requires segmentation based upon the Company's internal organization and disclosure of revenue and operating expenses based upon internal accounting methods. The Company's management evaluates performance and allocates resources based on two segments

consisting of Real Estate Services for those products and services offered to industry professionals trying to reach new movers and manage their relationships with them and Consumer Media for those products and services offered to other advertisers who are trying to reach those consumers in the process of a move. This is consistent with the data that is made available to our management to assess performance and make decisions. In June 2007, the Company changed the name of its former Move-Related Services segment to Consumer Media.

The expenses presented below for each of the business segments include an allocation of certain corporate expenses that are identifiable and benefit those segments and are allocated for internal management reporting purposes. The unallocated expenses are those corporate overhead expenses that are not directly attributable to a segment and include: corporate expenses, such as finance, legal, internal business systems, and human resources; amortization of intangible assets and stock-based charges. There is no inter-segment revenue. Assets and liabilities are not fully allocated to segments for internal reporting purposes.

**Table of Contents**

Summarized information, by segment, as excerpted from internal management reports is as follows (in thousands):

	<b>Three Months Ended</b>							
	<b>June 30, 2007 (Restated)</b>				<b>June 30, 2006</b>			
	<b>Real Estate Services</b>	<b>Consumer Media</b>	<b>Unallocated</b>	<b>Total</b>	<b>Real Estate Services</b>	<b>Consumer Media</b>	<b>Unallocated</b>	<b>Total</b>
Revenue	\$ 54,750	\$ 18,876	\$	\$ 73,626	\$ 52,099	\$ 21,792	\$	\$ 73,891
Cost of revenue	8,480	6,183	636	15,299	8,463	7,072	912	16,447
Gross profit (loss)	46,270	12,693	(636)	58,327	43,636	14,720	(912)	57,444
Sales and marketing	17,106	8,845	1,527	27,428	18,075	9,358	879	28,312
Product and web site development	7,149	1,884	236	9,269	6,508	1,269	1,016	8,793
General and administrative	5,738	3,631	8,005	17,374	7,674	3,770	7,934	19,378
Amortization of intangible assets			505	505			589	589
Total operating expenses	29,993	14,360	10,273	54,626	32,257	14,397	10,418	57,072
Income (loss) from operations	\$ 16,277	\$ (1,667)	\$ (10,909)	\$ 3,701	\$ 11,379	\$ 323	\$ (11,330)	\$ 372

	<b>Six Months Ended</b>							
	<b>June 30, 2007 (Restated)</b>				<b>June 30, 2006</b>			
	<b>Real Estate Services</b>	<b>Consumer Media</b>	<b>Unallocated</b>	<b>Total</b>	<b>Real Estate Services</b>	<b>Consumer Media</b>	<b>Unallocated</b>	<b>Total</b>
Revenue	\$ 108,273	\$ 36,383	\$	\$ 144,656	\$ 101,348	\$ 41,522	\$	\$ 142,870
Cost of revenue	16,739	12,059	1,199	29,997	16,129	14,824	1,900	32,853
Gross profit (loss)	91,534	24,324	(1,199)	114,659	85,219	26,698	(1,900)	110,017
Sales and marketing	35,227	17,614	2,531	55,372	34,400	17,870	1,383	53,653
Product and web site development	13,876	3,466	749	18,091	12,442	2,299	2,407	17,148
	12,925	7,690	17,466	38,081	15,401	7,783	17,170	40,354

General and administrative Amortization of intangible assets			1,003	1,003			1,336	1,336
Total operating expenses	62,028	28,770	21,749	112,547	62,243	27,952	22,296	112,491
Income (loss) from operations	\$ 29,506	\$ (4,446)	\$ (22,948)	\$ 2,112	\$ 22,976	\$ (1,254)	\$ (24,196)	\$ (2,474)

### 10. Income Taxes

As a result of historical net operating losses, we have generally not recorded a provision for income taxes. However, during the year ended December 31, 2006, we recorded certain indefinite lived intangible assets as a result of the purchase of Moving.com which creates a permanent difference as the amortization can be recorded for tax purposes but not for book purposes. A tax provision of \$40,000 and \$80,000 was recorded in the three and six months ended June 30, 2007, respectively, as a result of this permanent difference which cannot be offset against net operating loss carryforwards due to its indefinite life and an additional \$129,000 and \$173,000 tax provision was recorded in the three and six months ended June 30, 2007, respectively, as a result of federal alternative minimum taxes incurred in the utilization of net operating losses against our taxable income for the respective period.

The Company adopted the FASB's Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109 (FIN 48), effective January 1, 2007. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in financial statements and requires the impact of a tax position to be recognized in the financial statements if that position is more likely than not to be sustained by the taxing authority. The adoption of FIN 48 did not have a material effect on the Company's consolidated financial position or results of operations.

As of June 30, 2007, we do not have any accrued interest or penalties related to uncertain tax positions. The Company's policy is to recognize interest and penalties related to uncertain tax positions in income tax expense. We do not have any interest or penalties related to uncertain tax positions in income tax expense for the three and six months ended June 30, 2007 and 2006. The tax years 1993-2006 remain open to examination by the major taxing jurisdictions to which we are subject.

### 11. Commitments and Contingencies

We are currently involved in certain legal proceedings, as discussed in Note 21, Commitments and Contingencies Legal Proceedings, to our Consolidated Financial Statements contained in Item 8 in our Annual Report on Form 10-K for the year ended December 31, 2006. As of the date of this Form 10-Q, and except as disclosed in Note 21 in our Annual Report on Form 10-K for the year ended December 31, 2006, the Company is not a party to any other litigation or administrative

**Table of Contents**

proceedings that management believes will have a material adverse effect on the Company's business, results of operations, financial condition or cash flows, and except as provided in the following paragraph, there have been no material developments in the litigation or administrative proceedings described in Note 21.

On May 18, 2007, the Company entered into an agreement resolving the patent infringement claims brought against it by InternetAd Systems, LLC ( InternetAd ) in a lawsuit described in Note 21, Commitments and Contingencies -Legal Proceedings, to our Consolidated Financial Statements contained in Item 8 in our Annual Report on Form 10-K for the year ended December 31, 2006. Pursuant to the agreement, the Company paid cash and received a fully paid up worldwide license to the patents at issue in the case, and the claims against the Company were dismissed by InternetAd with prejudice.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

This Form 10-Q and the following Management's Discussion and Analysis of Financial Condition and Results of Operations include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. This Act provides a safe harbor for forward-looking statements to encourage companies to provide prospective information about themselves so long as they identify these statements as forward-looking and provide meaningful cautionary statements identifying important factors that could cause actual results to differ from the projected results. All statements other than statements of historical fact that we make in this Form 10-Q are forward-looking. In particular, the statements herein regarding industry prospects and our future consolidated results of operations or financial position are forward-looking statements. Forward-looking statements reflect our current expectations and are inherently uncertain. Our actual results may differ significantly from our expectations. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this Form 10-Q, as well as those discussed in our Annual Report on Form 10-K for the year ended December 31, 2006, and in other documents we file with the Securities and Exchange Commission, or SEC. This Form 10-Q should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2006.

**Our Business**

We have created an online service that enables consumers to find real estate listings and other content related to residential real estate, moving and relocation. Our web sites collectively have become the leading consumer destination on the Internet for home and real estate-related information based on the number of visitors, time spent on our web sites and number of property listings. We generate most of our revenue from selling advertising and marketing solutions to both real estate industry participants, including real estate agents, homebuilders, and rental property owners, and other local and national advertisers interested in reaching our consumer audience before, during or after a move. We also provide software solutions to real estate agents to assist them in managing their client interactions and architects' home plans to consumers considering building a new home. We derive all of our revenues from our North American operations.

Our primary consumer web sites are Move.com<sup>TM</sup> and REALTOR.com®, the official site of the National Association of REALTORS® ( NAR ), which provide new and existing homes, apartments, corporate housing, and self-storage listings and are home information resource sites with an emphasis on content related to mortgage financing, moving and storage, and home and garden activities. Our web sites also include SeniorHousingNet<sup>TM</sup>.com, a comprehensive resource for seniors and Moving.com<sup>TM</sup> which connects consumers with moving companies, van lines, truck rental providers and self storage facilities.

**Basis of Presentation**

Our unaudited Condensed Consolidated Financial Statements reflect the historical results of Move, Inc. and its subsidiaries. All significant intercompany accounts and transactions have been eliminated.

**Business Trends and Conditions**

In recent years, our business has been, and we expect will continue to be, influenced by a number of macroeconomic, industry-wide and product-specific trends and conditions:

*Market and economic conditions.* In recent years, the U.S. economy has experienced low interest rates, and volatility in the equities markets. Through 2005, housing starts remained strong, while the supply of apartment housing generally exceeded demand. For a number of years prior to 2006, owning a home became much more attainable for the average consumer due to the availability of flexible mortgage options, which required



minimal down payments and provided low interest rates. During this period, home builders spent less on advertising, given the strong demand for new houses and homeowners who were looking to sell a home, only had to list it at a reasonable price in most areas of the U.S. to sell in 60 days or less. Conversely, demand for rental units declined and apartment owners did not spend as much money on advertising, as they have sought to achieve cost savings during the difficult market for rentals. These trends had an impact on our ability to grow our business.

**Table of Contents**

Beginning in the second half of 2005, the market dynamics seemed to reverse. Interest rates rose and mortgage options began to decline. The housing market became saturated with new home inventory in many large metropolitan markets and the available inventory of resale homes began to climb as demand softened. The impact of the rise in interest rates caused demand for homes to decline into 2006 and the rental market improved. The change in economic factors created uncertainty on job creation and made it difficult to gauge whether these trends would continue. While interest rates appeared to stabilize as we entered 2007, housing starts and sales of existing homes slowed considerably in 2006 and have continued to slow into 2007.

During the difficult period for rentals prior to 2006, we saw many rental owners reduce their overall advertising spending and shift their dollars from conventional offline channels, such as newspapers and real estate guides, to the Internet. Because of this trend, we believe a slowdown in the sale of new and existing homes could lead to increased spending on the Internet by home builders, real estate agents and brokers. This trend was confirmed in the first half of 2006. We saw many brokers move their spending online and many home builders increased their marketing spend to move existing inventory, even as they slowed their production and our business grew as a result. However, as the slow market continues into 2007, it is possible that a continued slowdown could cause our rate of growth to decline. While the advertising spend by many of the large home builders, agents and brokers appears strong, some of the medium and smaller businesses may have to reduce expenses to remain in business and this could cause our growth rate to decline.

*Investment Strategy:* We have made substantial investments in our business in recent years in order to improve our ability to bring consumers and advertisers together. As a result of our greater understanding of both consumer and customer needs, we have concluded that we need to demonstrate strong capabilities in four core areas: size and quality of consumer audience; depth and breadth of content; enduring industry relationships; and scaleable business models. We recently announced significant changes to our branding, product and pricing strategies to better align our solutions with these core competencies and we plan to focus on performance and execution in the future.

**Critical Accounting Policies**

Our discussion and analysis of our financial condition and results of operations is based upon our unaudited Condensed Consolidated Financial Statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these unaudited Condensed Consolidated Financial Statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, uncollectible receivables, intangible and other long-lived assets and contingencies. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. There were no significant changes to our critical accounting policies during the six months ended June 30, 2007, as compared to those policies disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006.

In June 2006, the Financial Accounting Standards Board ( FASB ) issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109 ( FIN 48 ), which became effective for us beginning January 1, 2007. FIN 48 addresses the determination of how tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under FIN 48, we must recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The impact of our reassessment of our tax positions in accordance with FIN 48 did not have a material impact on our results of operations, financial condition or liquidity. For additional information regarding the adoption of FIN 48, see Note 9 of Notes to Consolidated Financial Statements in Part I, Item 1 of this Form 10-Q.

**Recent Accounting Developments**

In February 2007, the FASB issued Statement of Financial Accounting Standards ( SFAS ) No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115 ( SFAS 159 ). This standard permits an entity to choose to measure many financial instruments and certain other items at fair value. Most of the provisions in SFAS 159 are elective; however, the amendment to FASB Statement No. 115,

Accounting for Certain Investments in Debt and Equity Securities, applies to all entities with available-for-sale and trading securities. The fair value option established by SFAS 159 permits all entities to choose to measure eligible items at fair value at specified election dates. A business entity will report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. The fair value option:

(a) may be applied instrument by instrument, with a few exceptions, such as investments otherwise accounted for by the equity method; (b) is irrevocable (unless a new election date occurs); and

**Table of Contents**

(c) is applied only to entire instruments and not to portions of instruments. SFAS 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to apply the provisions of SFAS No. 157, Fair Value Measurements. The Company is currently evaluating whether the adoption of this statement will have a material effect on its financial conditions, its results of operations or its liquidity.

**Legal Contingencies**

We are currently involved in certain legal proceedings, as discussed in Note 21, Commitments and Contingencies Legal Proceedings, to our Consolidated Financial Statements contained in Item 8 in our Annual Report on Form 10-K for the year ended December 31, 2006. Because of the uncertainties related to both the amount and range of loss in connection with legal proceedings, on the remaining pending litigation, we are unable to make a reasonable estimate of the liability that could result from an unfavorable outcome. As additional information becomes available, we will assess the potential liability related to our pending litigation and determine whether reasonable estimates of the liability can be made. Unfavorable outcomes or significant estimates of our potential liability could materially impact our results of operations and financial position.

**Results of Operations*****Three Months Ended June 30, 2007 and 2006******Revenue***

Revenue decreased approximately \$0.3 million, or less than 1%, to \$73.6 million for the three months ended June 30, 2007 from \$73.9 million for the three months ended June 30, 2006. The decrease in revenue was due to a decline of \$2.9 million in the Consumer Media segment partially offset by an increase of \$2.6 million in the Real Estate Services segment. These changes by segment are explained in the segment information below.

***Cost of Revenue***

Cost of revenue decreased approximately \$1.1 million, or 7%, to \$15.3 million for the three months ended June 30, 2007 from \$16.4 million for the three months ended June 30, 2006. The decrease was primarily due to decreases in material and shipping costs of \$1.1 million related to the elimination of magazines in our New Homes business and lower distribution in our Welcome Wagon business.

Gross margin percentage increased to 79% for the three months ended June 30, 2007 compared to 78% for the three months ended June 30, 2006. The increase is primarily due to an increase in margins in the Real Estate Services segment resulting from increased revenues in the segment.

***Operating Expenses***

***Sales and marketing.*** Sales and marketing expenses decreased approximately \$0.8 million, or 3%, to \$27.5 million for the three months ended June 30, 2007 from \$28.3 million for the three months ended June 30, 2006. The decrease was primarily due to a decrease in personnel related costs of \$1.0 million, partially offset by other cost increases of \$0.2 million.

***Product and web site development.*** Product and web site development expenses increased approximately \$0.5 million, or 6%, to \$9.3 million for the three months ended June 30, 2007 from \$8.8 million for the three months ended June 30, 2006 primarily due to increased efforts to improve our product offerings in our REALTOR.com®, Top Producer®, and Welcome Wagon® businesses.

***General and administrative.*** General and administrative expenses decreased approximately \$2.0 million, or 10%, to \$17.4 million for the three months ended June 30, 2007 from \$19.4 million for the three months ended June 30, 2006. The decrease was primarily due to a \$2.5 million decrease in non-cash stock-based compensation due to a \$6.5 million reversal of previously recognized expense associated with restricted stock units, partially offset by one-time charges for stock options and restricted stock issued to a new executive officer that were immediately vested as well as additional stock option grants. There was a reduction in consulting expenses of \$1.6 million, \$0.8 million of which resulted from the completion of the relocation of our data center in fiscal 2006, partially offset by an increase in insurance costs as a result of a one-time refund of \$1.2 million received in the three months ending June 30, 2006, and an increase in personnel related costs of \$0.9 million.

*Amortization of intangible assets.* Amortization of intangible assets was \$0.5 million for the three months ended June 30, 2007 and \$0.6 million for the three months ended June 30, 2006. The decrease in amortization was primarily due to certain intangible assets becoming fully amortized.

**Table of Contents**

*Stock-based compensation and charges.* The following chart summarizes the stock-based compensation and charges that have been included in the following captions for each of the periods presented (in thousands):

	<b>Three Months Ended June 30,</b>	
	<b>2007 (Restated)</b>	<b>2006</b>
Cost of revenue	\$ 33	\$ 29
Sales and marketing	268	371
Product and web site development	237	340
General and administrative	(508)	1,635
	<b>\$ 30</b>	<b>\$ 2,375</b>

Stock-based compensation and charges decreased for the three months ended June 30, 2007 compared to the three months ended June 30, 2006 primarily due to the reversal of previously recognized expense associated with restricted stock units, partially offset by one-time charges for stock options and restricted stock issued to a new executive officer that were immediately vested as well as additional stock option grants.

*Interest Income, Net*

Interest income, net, increased \$0.7 million to \$2.5 million for the three months ended June 30, 2007 compared to \$1.8 million for the three months ended June 30, 2006, primarily due to increases in short-term investment balances and higher interest yields on those balances.

*Other Income, Net*

Other income, net, decreased \$800,000 for the three months ended June 30, 2007 compared to the three months ended June 30, 2006, primarily due to \$375,000 in expense resulting from the revaluation of an embedded derivative liability resulting from the sale of convertible preferred stock in December 2005. The remaining decrease was due to other income recognized in the three months ended June 30, 2006 from the receipt of shares of the Company's common stock from an escrow related to the original iPlace acquisition.

*Income Taxes*

As a result of historical net operating losses, we have generally not recorded a provision for income taxes. However, during the year ended December 31, 2006, we recorded certain indefinite lived intangible assets as a result of the purchase of Moving.com which creates a permanent difference as the amortization can be recorded for tax purposes but not for book purposes. A tax provision of \$40,000 was recorded in the three months ended June 30, 2007 as a result of this permanent difference which cannot be offset against net operating loss carryforwards due to the indefinite life and an additional \$129,000 tax provision was recorded as a result of federal alternative minimum taxes incurred in the utilization of net operating losses against our taxable income for the period.

As of December 31, 2006, we had \$942.0 million of net operating loss carryforwards for federal and foreign income tax purposes, which begin to expire in 2008. We have provided a full valuation allowance on our deferred tax assets, consisting primarily of net operating loss carryforwards, due to the likelihood that we may not generate sufficient taxable income during the carry-forward period to utilize the net operating loss carryforwards. A deferred tax liability has been established for the difference between tax amortization for financial statement purposes and for tax purposes.

*Segment Information*

Segment information is presented in accordance with SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information. This standard is based on a management approach, which requires segmentation based upon the Company's internal organization and disclosure of revenue and operating expenses based upon internal accounting methods. The Company's management evaluates performance and allocates resources based on two segments consisting of Real Estate Services for those products and services offered to industry professionals trying to reach new

movers and manage their relationships with them and Consumer Media for those products and services offered to other advertisers who are trying to reach those consumers in the process of a move. This is consistent with the data that is made available to our management to assess performance and make decisions. In June 2007, we changed the name of our former Move-Related Services segment to Consumer Media.

The expenses presented below for each of the business segments include an allocation of certain corporate expenses that are identifiable and benefit those segments and are allocated for internal management reporting purposes. The unallocated

**Table of Contents**

expenses are those corporate overhead expenses that are not directly attributable to a segment and include: corporate expenses, such as finance, legal, internal business systems, and human resources; amortization of intangible assets and stock-based charges. There is no inter-segment revenue. Assets and liabilities are not fully allocated to segments for internal reporting purposes.

Summarized information by segment, as excerpted from internal management reports, is as follows (in thousands):

	Three Months Ended							
	June 30, 2007 (Restated)				June 30, 2006			
	Real Estate Services	Consumer Media	Unallocated	Total	Real Estate Services	Consumer Media	Unallocated	Total
Revenue	\$ 54,750	\$ 18,876	\$	\$ 73,626	\$ 52,099	\$ 21,792	\$	\$ 73,891
Cost of revenue	8,480	6,183	636	15,299	8,463	7,072	912	16,447
Gross profit (loss)	46,270	12,693	(636)	58,327	43,636	14,720	(912)	57,444
Sales and marketing	17,106	8,845	1,527	27,478	18,075	9,358	879	28,312
Product and web site development	7,149	1,884	236	9,269	6,508	1,269	1,016	8,793
General and administrative	5,738	3,631	8,005	17,374	7,674	3,770	7,934	19,378
Amortization of intangible assets			505	505			589	589
Total operating expenses	29,993	14,360	10,273	54,626	32,257	14,397	10,418	57,072
Income (loss) from operations	\$ 16,277	\$ (1,667)	\$ (10,909)	\$ 3,701	\$ 11,379	\$ 323	\$ (11,330)	\$ 372

*Real Estate Services*

Real Estate Services consists of products and services that promote and connect real estate professionals to consumers through our REALTOR.com®, New Homes and Rentals on Move.com™ and SeniorHousingNet™.com web sites, in addition to our customer relationship management applications for REALTORS® offered through our Top Producer® business. During the second quarter of 2006, we launched Move.com™ as a real estate listing and move-related search site. Shortly after its launch, Move.com™ replaced HomeBuilder.com® and RENTNET®.com and we began promoting those under the Move™ brand. Our revenue is derived from a variety of advertising and software services, including enhanced listings, company and property display advertising, customer relationship management applications and web site sales which we sell to those businesses interested in reaching our targeted audience or those professionals interested in being more effective in managing their contact with consumers.

Real Estate Services revenue increased \$2.6 million, or 5%, to \$54.7 million for the three months ended June 30, 2007, compared to \$52.1 million for the three months ended June 30, 2006. The revenue increase was primarily generated by an increase in our REALTOR.com® business driven by increased customer count and higher average spending per customer on our Enhanced Listing Product. Additionally, there was an increase in our Top Producer®



product offerings as we launched the Top Website product as well as continued growth in our subscriber base for our online software. These increases were partially offset by decreased revenue from our Rentals business. Real Estate Services revenue represented approximately 74% of total revenue for the three months ended June 30, 2007 compared to 71% of total revenue for the three months ended June 30, 2006.

Real Estate Services expenses decreased \$2.2 million, or 5%, to \$38.5 million for the three months ended June 30, 2007, compared to \$40.7 million for the three months ended June 30, 2006. The decrease was primarily due to a \$2.2 million decrease in personnel related costs, a \$1.5 million decrease in non-cash stock-based compensation due to a \$1.9 million reversal of previously recognized expense associated with restricted stock units partially offset by additional stock option grants. These decreases were partially offset by a \$1.4 million increase in consulting costs resulting from increased product development efforts and other cost increases of \$0.1 million.

Real Estate Services generated operating income of \$16.3 million for the three months ended June 30, 2007, compared to operating income of \$11.4 million for the three months ended June 30, 2006, primarily due to the increased revenue discussed above. We will continue to seek increased revenue through new product offerings and new market opportunities.

*Consumer Media*

Consumer Media, formerly Move-Related Services, consists of advertising products and lead generation tools including display, test-link and rich advertising positions, directory products, price quote tools and content sponsorships on Move.com<sup>TM</sup>, Moving.com<sup>TM</sup>, and other related sites which we sell to those businesses interested in reaching our targeted audience. In addition, it includes our Welcome Wagon<sup>®</sup> new-mover direct mail advertising products and the sale of new home plans and related magazines through our Homeplans business.

**Table of Contents**

Consumer Media revenue decreased \$2.9 million, or 13%, to \$18.9 million for the three months ended June 30, 2007, compared to \$21.8 million for the three months ended June 30, 2006. The decrease was primarily generated by a decline in revenues from our Homeplans business, a decrease in the Welcome Wagon® business primarily due to lower book distribution, and a decline in our online advertising revenue. Consumer Media revenue represented 26% of total revenue for the three months ended June 30, 2007 compared to 29% of total revenue for the three months ended June 30, 2006.

Consumer Media expenses decreased \$1.0 million, or 5%, to \$20.5 million for the three months ended June 30, 2007, compared to \$21.5 million for the three months ended June 30, 2006. The decrease was primarily due to a \$1.0 million decrease in material and shipping costs.

Consumer Media generated an operating loss of \$1.7 million for the three months ended June 30, 2007, compared to operating income of \$0.3 million for the three months ended June 30, 2006 primarily due to factors outlined above. We have announced plans for continued investments in our Welcome Wagon® business that could negatively impact our operating results in this segment for the remainder of 2007.

*Unallocated*

Unallocated expenses decreased \$0.4 million, or 4%, to \$10.9 million for the three months ended June 30, 2007, compared to \$11.3 million for the three months ended June 30, 2006. The decrease was primarily due to a \$1.6 million decrease in consulting costs, \$0.8 million of which resulted from the completion of the relocation of our data center in fiscal 2006. There was an additional decrease due to a \$0.8 million reduction in non-cash stock-based compensation due to a \$4.1 million reversal of previously recognized expense associated with restricted stock units, partially offset by an increase due to one-time charges for stock options and restricted stock issued to a new executive officer that were immediately vested as well as additional stock option grants. These decreases were partially offset by an increase in insurance costs as a result of a one-time refund of \$1.2 million in the six months ending June 30, 2006, increases in personnel related costs of \$0.4 million and other cost increases of \$0.4 million.

***Six Months Ended June 30, 2007 and 2006****Revenue*

Revenue increased approximately \$1.8 million, or 1%, to \$144.7 million for the six months ended June 30, 2007 from \$142.9 million for the six months ended June 30, 2006. The increase in revenue was due to increases of \$6.9 million in the Real Estate Services segment partially offset by a \$5.1 million decline in the Consumer Media segment. These changes by segment are explained in the segment information below.

*Cost of Revenue*

Cost of revenue decreased approximately \$2.8 million, or 9%, to \$30.0 million for the six months ended June 30, 2007 from \$32.8 million for the six months ended June 30, 2006. The decrease was primarily due to decreases in material and shipping costs of \$2.7 million related to the elimination of magazines in our New Homes business and lower distribution in our Welcome Wagon business and other cost decreases of \$0.1 million.

Gross margin percentage increased to 79% for the six months ended June 30, 2007 compared to 77% for the six months ended June 30, 2006. The increase is primarily due to an increase in margin resulting from increased revenues and the reduced costs noted above.

*Operating Expenses*

*Sales and marketing.* Sales and marketing expenses increased approximately \$1.7 million, or 3%, to \$55.4 million for the six months ended June 30, 2007 from \$53.7 million for the six months ended June 30, 2006. The increase was primarily due to an increase in distribution and online marketing costs of \$0.7 million, increased consulting costs of \$0.4 million and other increases of \$0.6 million.

*Product and web site development.* Product and web site development expenses increased approximately \$1.0 million, or 6%, to \$18.1 million for the six months ended June 30, 2007 from \$17.1 million for the six months ended June 30, 2006 primarily due to an increase of \$1.5 million in consulting costs to improve our product offerings in our REALTOR.com®, Top Producer®, and Welcome Wagon® businesses and other increases of \$0.2 million, partially offset by a \$0.7 million decrease in personnel related costs.

*General and administrative.* General and administrative expenses decreased approximately \$2.3 million, or 6%, to \$38.1 million for the six months ended June 30, 2007 from \$40.4 million for the six months ended June 30, 2006.

The

**Table of Contents**

decrease was primarily due to a \$3.4 million reduction in consulting costs, \$1.6 million of which resulted from the completion of the relocation of our data center in fiscal 2006. There was also a \$0.1 million decrease in non-cash stock-based compensation during the six months ended June 30, 2007 primarily due to a \$4.0 million reversal of previously recognized expense associated with restricted stock units partially offset by one-time charges for stock options and restricted stock issued to a new executive officer that were immediately vested as well as additional stock option grants. These decreases were partially offset by an increase in insurance costs as a result of a one-time refund of \$1.2 million received in the three months ending June 30, 2006.

*Amortization of intangible assets.* Amortization of intangible assets decreased approximately \$0.3 million to \$1.0 million for the six months ended June 30, 2007 from \$1.3 million for the six months ended June 30, 2006. The decrease in amortization was primarily due to certain intangible assets becoming fully amortized.

*Stock-based compensation and charges.* The following chart summarizes the stock-based compensation and charges that have been included in the following captions for each of the periods presented (in thousands):

	<b>Six Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(Restated)</b>	
Cost of revenue	\$ 77	\$ 158
Sales and marketing	822	928
Product and web site development	512	839
General and administrative	4,186	3,961
	<b>\$ 5,597</b>	<b>\$ 5,886</b>

Stock-based compensation and charges decreased for the six months ended June 30, 2007, compared to the six months ended June 30, 2006 primarily due to the reversal of previously recognized expense associated with restricted stock units partially offset by one-time charges for stock options and restricted stock issued to a new executive officer that were immediately vested as well as additional stock option grants.

*Interest Income, Net*

Interest income, net, increased \$1.4 million to \$4.8 million for the six months ended June 30, 2007, compared to \$3.4 million for the six months ended June 30, 2006, primarily due to increases in short-term investment balances and higher interest yields on those balances.

*Other Income, Net*

Other income, net, decreased \$0.1 million for the six months ended June 30, 2007, compared to the six months ended June 30, 2006, primarily due to gains on sales of property and equipment in the six months ended June 30, 2007 and other income from the receipt of shares of the Company's common stock from an escrow related to the original iPlace acquisition in the six months ended June 30, 2006.

*Income Taxes*

As a result of historical net operating losses, we have generally not recorded a provision for income taxes. However, during the year ended December 31, 2006, we recorded certain indefinite lived intangible assets as a result of the purchase of Moving.com which creates a permanent difference as the amortization can be recorded for tax purposes but not for book purposes. A tax provision of \$80,000 was recorded in the six months ended June 30, 2007 as a result of this permanent difference which cannot be offset against net operating loss carryforwards due to the indefinite life and an additional \$173,000 tax provision was recorded as a result of federal alternative minimum taxes incurred in the utilization of net operating losses against our taxable income for the period.

As of December 31, 2006, we had \$942.0 million of net operating loss carryforwards for federal and foreign income tax purposes, which begin to expire in 2008. We have provided a full valuation allowance on our deferred tax assets, consisting primarily of net operating loss carryforwards, due to the likelihood that we may not generate

sufficient taxable income during the carry-forward period to utilize the net operating loss carryforwards. A deferred tax liability has been established for the difference between tax amortization for financial statement purposes and for tax purposes.

**Table of Contents***Segment Information*

Summarized information by segment, as excerpted from internal management reports, is as follows (in thousands):

	Six Months Ended				Six Months Ended			
	June 30, 2007 (Restated)			Total	June 30, 2006			Total
	Real Estate Services	Consumer Media	Unallocated		Real Estate Services	Consumer Media	Unallocated	
Revenue	\$ 108,273	\$ 36,383	\$	\$ 144,656	\$ 101,348	\$ 41,522	\$	\$ 142,870
Cost of revenue	16,739	12,059	1,199	29,997	16,129	14,824	1,900	32,853
Gross profit (loss)	91,534	24,324	(1,199)	114,659	85,219	26,698	(1,900)	110,017
Sales and marketing	35,227	17,614	2,531	55,372	34,400	17,870	1,383	53,653
Product and web site development	13,876	3,466	749	18,091	12,442	2,299	2,407	17,148
General and administrative	12,925	7,690	17,466	38,081	15,401	7,783	17,170	40,354
Amortization of intangible assets			1,003	1,003			1,336	1,336
Total operating expenses	62,028	28,770	21,749	112,547	62,243	27,952	22,296	112,491
Income (loss) from operations	\$ 29,506	\$ (4,446)	\$ (22,948)	\$ 2,112	\$ 22,976	\$ (1,254)	\$ (24,196)	\$ (2,474)

*Real Estate Services*

Real Estate Services revenue increased \$6.9 million, or 7%, to \$108.2 million for the six months ended June 30, 2007, compared to \$101.3 million for the six months ended June 30, 2006. The revenue increase was primarily generated by an increase in our REALTOR.com® business driven by increased customer count and higher average spending per customer on our Enhanced Listing Product, increased featured CMA revenue and increased Featured Home revenue. Additionally, there was an increase in our Top Producer® product offerings as we launched the Top Website product as well as continued growth in our subscriber base for our online software. These increases were partially offset by decreases in our New Homes and Rentals businesses. Real Estate Services revenue represented approximately 75% of total revenue for the six months ended June 30, 2007 compared to 71% for the six months ended June 30, 2006.

Real Estate Services expenses increased \$0.4 million, or 1%, to \$78.8 million for the six months ended June 30, 2007, compared to \$78.4 million for the six months ended June 30, 2006. The increase was due to a \$2.3 million increase in consulting costs related primarily to increased product development efforts and other cost increases of \$0.5 million, partially offset by decreased personnel related costs of \$1.7 million and a \$0.7 million decrease in non-cash stock-based compensation primarily due to a \$1.3 million reversal of previously recognized expense associated with restricted stock units partially offset by additional stock option grants.

Real Estate Services generated operating income of \$29.5 million for the six months ended June 30, 2007, compared to operating income of \$23.0 million for the six months ended June 30, 2006, primarily due to the increased revenue discussed above. We will continue to seek increased revenue through new product offerings and new market opportunities.

*Consumer Media*

Consumer Media revenue decreased \$5.1 million, or 12%, to \$36.4 million for the six months ended June 30, 2007, compared to \$41.5 million for the six months ended June 30, 2006. The decrease was partially generated by a decrease in the Welcome Wagon® business primarily due to lower book distribution, a decline in revenues from our Homeplans business, and a decline in our online advertising revenue. Consumer Media revenue represented approximately 25% of total revenue for the six months ended June 30, 2007 compared to 29% for the six months ended June 30, 2006.

Consumer Media expenses decreased \$2.0 million, or 5%, to \$40.8 million for the six months ended June 30, 2007, compared to \$42.8 million for the six months ended June 30, 2006. The decrease was primarily due to a \$2.4 million decrease in material and shipping costs and other cost decreases of \$0.8 million, partially offset by a \$1.2 million increase in product development costs.

Consumer Media generated an operating loss of \$4.4 million for the six months ended June 30, 2007 compared to operating loss of \$1.3 million for the six months ended June 30, 2006 primarily due to factors outlined above. We have announced plans for continued investments in our Welcome Wagon® business that could negatively impact our operating results in this segment for the remainder of 2007.

**Table of Contents***Unallocated*

Unallocated expenses decreased \$1.3 million, or 5%, to \$22.9 million for the six months ended June 30, 2007, compared to \$24.2 million for the six months ended June 30, 2006. The decrease was primarily due to a \$4.3 million reduction in consulting costs, \$1.6 million of which resulted from the completion of the relocation of our data center in fiscal 2006. This decrease was partially offset by an increase in insurance costs as a result of a one-time refund of \$1.2 million in the three months ending June 30, 2006, along with a \$1.3 million increase in personnel related expenses and other cost increases of \$0.2 million. There was also a \$0.3 million increase in expense for non-cash stock-based compensation during the six months ended June 30, 2007 due to one-time charges for stock options and restricted stock issued to a new executive officer that were immediately vested as well as additional stock option grants partially offset by a \$2.5 million reversal of previously recognized expense associated with restricted stock units.

*Liquidity and Capital Resources*

Net cash provided by operating activities of \$18.5 million for the six months ended June 30, 2007 was attributable to the net income from operations of \$7.1 million, plus non-cash expenses including depreciation, amortization of intangible assets, provision for doubtful accounts, gains on sales of fixed assets, stock-based compensation and charges, change in market value of embedded derivative liability and other non-cash items, aggregating to \$12.0 million offset by changes in operating assets and liabilities of \$0.6 million.

Net cash provided by operating activities of \$4.6 million for the six months ended June 30, 2006 was attributable to the net income from operations of \$1.4 million, plus non-cash expenses including depreciation, amortization of intangible assets, provision for doubtful accounts, stock-based compensation and charges and other non-cash items, aggregating to \$12.5 million offset by changes in operating assets and liabilities of \$9.3 million. This was negatively impacted in the six month period ended June 30, 2006 by the \$9.4 million in payments for the settlement of litigation and former officers' legal expenses.

Net cash provided by investing activities of \$1.1 million for the six months ended June 30, 2007 was primarily attributable to proceeds from the sale of marketable equity securities of \$15.7 million, proceeds from the surrender of a life insurance policy of \$5.2 million, proceed from sales of property and equipment of \$0.3 million, partially offset by \$7.1 million in net purchases of short-term investments, capital expenditures of \$12.6 million and purchases of intangible assets of \$0.4 million. Net cash used in investing activities of \$9.5 million for the six months ended June 30, 2006 was primarily attributable to \$6.9 million in net maturities of short-term investments, offset by the acquisition of Moving.com of \$9.6 million and capital expenditures of \$6.8 million.

Net cash provided by financing activities of \$2.8 million for the six months ended June 30, 2007 was attributable to proceeds from the exercise of stock options of \$2.7 million and reductions in restricted cash of \$1.0 million offset by payments on capital lease obligations of \$0.9 million. Net cash provided by financing activities of \$4.3 million for the six months ended June 30, 2006 was attributable to proceeds from the exercise of stock options of \$4.8 million and reductions in restricted cash of \$0.9 million offset by payments on capital lease obligations of \$1.4 million.

We have generated positive operating cash flows in each of the last two years. We have stated our intention to invest in our products, our infrastructure, and in branding Move.com<sup>TM</sup> although we have not determined the actual amount of those future expenditures. We have no material financial commitments other than those under capital and operating lease agreements and distribution and marketing agreements and our operating agreement with the NAR. Our existing cash and short-term investments, and any cash generated from operations will be sufficient to fund our working capital requirements, capital expenditures and other obligations for the foreseeable future.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk****Interest Rate Risk**

Our exposure to market rate risk for changes in interest rates relates primarily to our investment portfolio. We have not used derivative financial instruments in our investment portfolio. We invest our excess cash in money-market funds, auction rate securities, debt instruments of high quality corporate issuers and debt instruments of the U.S. Government and its agencies, and, by policy, this limits the amount of credit exposure to any one issuer.

Investments in both fixed rate and floating rate interest earning instruments carries a degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted due to a rise in interest rates, while floating



rate securities may produce less income than expected if interest rates fall.

**Table of Contents****Item 4. Controls and Procedures**

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 of the Securities Exchange Act of 1934 (the Exchange Act). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

There were no changes in our internal control over financial reporting during the period covered by this report that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

We are currently involved in certain legal proceedings, as discussed in Note 21, Commitments and Contingencies-Legal Proceedings, to our Consolidated Financial Statements contained in Item 8 in our Annual Report on Form 10-K for the year ended December 31, 2006 (Annual Report). As of the date of this Form 10-Q and except as disclosed in Note 21 in our Annual Report, the Company is not a party to any other litigation or administrative proceedings that management believes will have a material adverse effect on the Company's business, results of operations, financial condition or cash flows, and except as provided in Note 11, Commitments and Contingencies, to the Unaudited Condensed Consolidated Financial Statements contained in Item 1 of Part I of this Form 10-Q, there have been no material developments in the litigation or administrative proceedings described in Note 21 to the Consolidated Financial Statements contained in our Annual Report.

**Item 1A. Risk Factors**

You should consider carefully the risk factors below, and those presented in our Annual Report on Form 10-K for the year ended December 31, 2006, and other information included or incorporated by reference in this Form 10-Q. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we deem to be currently immaterial also may impair our business operations. If any of the stated risks actually occur, our business, financial condition and operating results could be materially adversely affected.

**Risks Related to our Business*****The emergence of competitors for our services may adversely impact our business***

Our existing and potential competitors include web sites offering real estate related content and services as well as general purpose online services, and traditional media such as newspapers, magazines and television that may compete for advertising dollars. The real estate search services market in which our Real Estate Services division operates is becoming increasingly competitive. A number of competitors have emerged, including RealEstate.com (a division of InterActive Corp), HouseValues.com, AgentConnect.com (a division of Next Phase Media, Inc.), HomeGain (a division of Classified Ventures, LLC), ApartmentGuide.com, Rent.com, ForRent.com, Apartments.com, NewHomeGuide.com, NewHomeSource.com and more recently Google, Zillow, Trulia and PropSmart as well as general interest consumer web sites that offer home, moving and finance content, including ServiceMagic, Inc. (a division of InterActive Corp) and Gigamoves (a division of eBay).

The barriers to entry for web-based services and businesses are low. In addition, parties with whom we have listing and marketing agreements could choose to develop their own Internet strategies or competing real estate sites. Many of our existing and potential competitors have longer operating histories in the Internet market, greater name recognition, larger consumer bases and significantly greater financial, technical and marketing resources than we do. The rapid pace of technological change constantly creates new opportunities for existing and new competitors and it can quickly render our existing technologies less valuable. Developments in the real estate search services market may also encourage additional competitors to enter that market. See *We may not be able to continue to obtain more listings from Multiple Listing Services and real estate brokers than other web site operators* below.

We cannot predict how, if at all, our competitors may respond to our initiatives. We also cannot provide assurance that our new offerings will be able to compete successfully against these competitors or new competitors that enter our

markets.

**Table of Contents*****We may not be able to continue to obtain more listings from Multiple Listing Services and real estate brokers than other web site operators.***

We believe that the success of REALTOR.com® depends in large part on displaying a larger and more current listing of existing homes for sale than other web sites. We obtain these listings through agreements with MLSs that have fixed terms, typically 12 to 36 months. At the end of the term of each agreement, the MLS could choose not to renew their agreement with us. There are no assurances the MLSs will continue to renew their agreements to provide listing data to us. If they choose not to renew their relationship with us, then REALTOR.com® could become less attractive to consumers and thus, less attractive to our advertising customers. Internet Data Exchange ( IDX ) technology makes it possible for other real estate web site operators to display MLS or cooperating broker s listings on their web sites. NAR has adopted guidelines for MLSs that allow a broker to prevent MLSs from providing such broker s listing data to other brokers web sites. These guidelines do not apply to REALTOR.com®. In a civil antitrust lawsuit brought against NAR in 2005, the United States Department of Justice ( DOJ ) challenged this policy by alleging that it is in violation of federal antitrust laws. It is possible that the ultimate resolution of this antitrust case, or independent initiatives by large brokers or others, could make it easier for other web sites to aggregate listing data for display over the Internet in a manner comparable to REALTOR.com®. This could impact how consumers and customers value our content and product offerings on the REALTOR.com® web site.

In the first quarter of 2007, Realogy Corporation, the owner of the largest brokerage in the country, NRT Incorporated, and franchisor of Coldwell Banker™, Century 21™, ERA™ and Sotheby s International™ announced marketing agreements to have all of their real estate listings uploaded to Google and Trulia search engines. In addition, a small number of MLSs have also agreed to put their listings on Google and other prominent websites. We would expect this trend will continue and that more of our competitors will be able to obtain real estate listings that were previously only available to us. This trend could make our web sites less attractive and less unique than they have been in the past.

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

None.

**Item 3. *Defaults Upon Senior Securities***

None.

**Item 4. *Submission of Matters to a Vote of Security Holders***

The 2007 Annual Meeting of Stockholders of the Company was convened on June 14, 2007 at 9:30 a.m. The proposal to elect three Class II directors to hold office for a term through the annual meeting in 2008 and until each of their successors has been duly elected and qualified received the following votes:

<b>Geraldine B. Laybourne</b>	votes for	149,771,247
	votes withheld	10,200,661
<b>William E. Kelvie</b>	votes for	82,842,908
	votes withheld	77,128,999
<b>Kenneth K. Klein</b>	votes for	144,468,847
	votes withheld	15,503,061

As previously reported, (i) following the resignation of Alan Yassky, Thomas M. Stevens was elected by NAR on June 14, 2007 as a Class I director in accordance with NAR s right, by virtue of its ownership of the Company s sole outstanding share of Series A Preferred Stock, to elect one of the Company s directors and to fill any vacancy in the office of such director, and (ii) Fred D. Anderson was re-elected by Elevation Partners, L.P. and Elevation Employee Side Fund, LLC (together, Elevation ) on June 14, 2007 as a Class II director in accordance with Elevation s right, by virtue of its ownership of the Company s outstanding shares of Series B Convertible Participating Preferred Stock to elect two of the Company s directors. In addition to the directors elected on June 14, 2007, our Board of Directors consists of Roger B. McNamee, V. Paul Unruh and Bruce G. Willison, our Class I directors whose terms expire in 2008, and Joe F. Hanauer, L. John Doerr, and W. Michael Long, our Class III directors whose terms expire in 2008.

**Item 5. *Other Information***

On April 26, 2007, the Company and Lorna Borenstein, President, entered into an Executive Retention and Severance Agreement as previously described in a Current Report on Form 8-K filed by the Company on May 2, 2007.

**Table of Contents**

**Item 6. Exhibits**

*Exhibits*

- 10.1 W. Michael Long 2007 Executive Bonus Plan (Incorporated by reference to Exhibit 10.1 to our quarterly report on Form 10-Q for the quarter ended June 30, 2007 filed August 3, 2007)
- 10.2 Jack Dennison 2007 Executive Bonus Plan (Incorporated by reference to Exhibit 10.2 to our quarterly report on Form 10-Q for the quarter ended June 30, 2007 filed August 3, 2007)
- 10.3 Lewis R. Belote, III 2007 Executive Bonus Plan (Incorporated by reference to Exhibit 10.3 to our quarterly report on Form 10-Q for the quarter ended June 30, 2007 filed August 3, 2007)
- 10.4 Lorna Borenstein 2007 Executive Bonus Plan (Incorporated by reference to Exhibit 10.4 to our quarterly report on Form 10-Q for the quarter ended June 30, 2007 filed August 3, 2007)
- 10.5 Offer letter to Lorna Borenstein dated April 26, 2007 with form of Executive Retention and Severance Agreement attached as exhibit (Incorporated by reference to Exhibit 99.3 to our Current Report on Form 8-K filed May 2, 2007)
- 10.6 Letter between Move, Inc. and Allan Dalton dated April 30, 2007 (Incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 filed May 3, 2007)
- 10.7 Letter Agreement with Jack Dennison dated June 26, 2007 with form of Services Agreement as Attachment A (Incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K filed July 2, 2007)
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(1)
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(1)
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(1)
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(1)

(1) Filed herewith

**Table of Contents**

**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.

MOVE, INC.

By: /s/ W. MICHAEL LONG  
W. Michael Long  
*Chief Executive Officer*

By: /s/ LEWIS R. BELOTE, III  
Lewis R. Belote, III  
*Chief Financial Officer*

Date: February 28, 2008

**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.1	W. Michael Long 2007 Executive Bonus Plan (Incorporated by reference to Exhibit 10.1 to our quarterly report on Form 10-Q for the quarter ended June 30, 2007 filed August 3, 2007)
10.2	Jack Dennison 2007 Executive Bonus Plan (Incorporated by reference to Exhibit 10.2 to our quarterly report on Form 10-Q for the quarter ended June 30, 2007 filed August 3, 2007)
10.3	Lewis R. Belote, III 2007 Executive Bonus Plan (Incorporated by reference to Exhibit 10.3 to our quarterly report on Form 10-Q for the quarter ended June 30, 2007 filed August 3, 2007)
10.4	Lorna Borenstein 2007 Executive Bonus Plan (Incorporated by reference to Exhibit 10.4 to our quarterly report on Form 10-Q for the quarter ended June 30, 2007 filed August 3, 2007)
10.5	Offer letter to Lorna Borenstein dated April 26, 2007 with form of Executive Retention and Severance Agreement attached as exhibit (Incorporated by reference to Exhibit 99.3 to our Current Report on Form 8-K filed May 2, 2007)
10.6	Letter between Move, Inc. and Allan Dalton dated April 30, 2007 (Incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 filed May 3, 2007)
10.7	Letter Agreement with Jack Dennison dated June 26, 2007 with form of Services Agreement as Attachment A (Incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K filed July 2, 2007)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(1)
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(1)
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(1)
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(1)

(1) Filed herewith