INFOUSA INC
Form 10-Q
November 09, 2005

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

þ **Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended September 30, 2005 or

o **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 0-19598
infoUSA INC.

(Exact name of registrant as specified in its charter)

DELAWARE	47-0751545
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
5711 SOUTH 86TH CIRCLE, OMAHA, NEBRASKA	68127
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code (402) 593-4500
N/A

(Former name, former address and former fiscal year, if changed since last report)
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for at least the past 90 days.
Yes þ **No** o
Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes þ No o
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No þ
APPLICABLE ONLY TO CORPORATE ISSUERS:
Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.
53,898,532 shares of Common Stock at November 4, 2005

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FORM 10-Q
FOR THE QUARTER ENDED
September 30, 2005
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ITEM 1. FINANCIAL STATEMENTS

infoUSA INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

	September 30, 2005 (UNAUDITED)	December 31, 2004
ASSETS		
Current assets:		
Cash and cash equivalents	$ 7,203	$ 10,404
Marketable securities	2,314	3,049
Trade accounts receivable, net of allowances of $1,686 and $1,394, respectively	40,236	51,707
List brokerage trade accounts receivable	25,028	19,635
Deferred income taxes	2,461	
Prepaid expenses	5,146	6,544
Deferred marketing costs	2,780	2,632
Total current assets	85,168	93,971
Property and equipment, net	46,370	42,537
Goodwill, net	303,221	298,708
Intangible assets, net	55,445	66,578
Other assets	13,147	7,642
	$ 503,351	$ 509,436
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 30,130	$ 34,134
Accounts payable	13,354	21,268
List brokerage trade accounts payable	19,383	15,427
Accrued payroll expenses	18,637	15,917
Accrued expenses	6,874	7,028
Income taxes payable	4,639	3,730
Deferred income taxes		170
Deferred revenue	51,510	53,034
Total current liabilities	144,527	150,708
Long-term debt, net of current portion	148,149	162,092
Deferred income taxes	19,534	23,460
Other liabilities	1,701	1,701
Stockholders equity:		
	135	134

Common stock, $.0025 par value. Authorized 295,000,000 shares; 53,898,532 shares issued and 53,648,767 outstanding at September 30, 2005 and 53,555,331 shares issued and 53,177,737 outstanding at December 31, 2004				
Paid-in capital		110,009		106,669
Retained earnings		82,629		69,770
Treasury stock, at cost, 249,765 shares held at September 30, 2005 and 377,594 held at December 31, 2004		(1,536)		(2,311)
Notes receivable from officers		(341)		(334)
Accumulated other comprehensive loss		(1,456)		(2,453)
Total stockholders equity		189,440		171,475
	$	503,351	$	509,436

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

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infoUSA INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	THREE MONTHS ENDED September 30,		NINE MONTHS ENDED September 30,	
	2005	2004	2005	2004
	(UNAUDITED)		(UNAUDITED)	
Net sales	$ 95,536	$ 90,172	$ 284,367	$ 254,777
Costs and expenses:				
Database and production costs	26,381	27,634	79,354	76,318
Selling, general and administrative (excluding non-cash stock option compensation expense of $0 and $(45) for the three months and $(289) and $595 for the nine months ended September 30, 2005 and 2004, respectively)	45,094	43,046	135,615	123,246
Depreciation and amortization of operating assets	2,717	3,523	9,991	10,397
Amortization of intangible assets	4,596	4,409	13,469	11,471
Non-cash stock option compensation expense (benefit)		(45)	(289)	595
Litigation settlement charges	605		731	
Restructuring charges	929	766	2,549	2,388
Acquisition costs		79	354	321
Total operating costs and expenses	80,322	79,412	241,774	224,736
Operating income	15,214	10,760	42,593	30,041
Other income (expense):				
Investment income (loss)	400	(177)	2,794	(219)
Other income (charges)	56		56	(2,223)
Interest expense	(3,003)	(2,447)	(8,721)	(6,422)
Income before income taxes	12,667	8,136	36,722	21,177
Income taxes	4,578	3,091	13,219	8,047
Net income	$ 8,089	$ 5,045	$ 23,503	$ 13,130
Basic earnings per share:				
Basic earnings per share:	$ 0.15	$ 0.10	$ 0.44	$ 0.25
Weighted average shares outstanding:	54,132	53,005	53,878	52,630
Diluted earnings per share:				
Diluted earnings per share:	$ 0.15	$ 0.10	$ 0.44	$ 0.25
Weighted average shares outstanding:	54,169	53,317	54,029	53,123

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

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infoUSA INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	NINE MONTHS ENDED September 30, 2005	NINE MONTHS ENDED September 30, 2004
	(UNAUDITED)	(UNAUDITED)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 23,503	$ 13,130
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of operating assets	9,991	10,397
Amortization of intangible assets	13,469	11,471
Amortization of deferred financing costs	432	203
Deferred income taxes	(1,976)	723
Tax benefit related to employee stock options		762
Non-cash stock option compensation expense (benefit)	(289)	595
Non-cash 401(k) contribution in common stock	1,427	1,146
(Gain) loss on sale of assets and marketable securities	(2,626)	275
Non-cash other charges		796
Changes in assets and liabilities, net of effect of acquisitions:		
Trade accounts receivable	13,478	3,846
List brokerage trade accounts receivable	(5,410)	1,268
Prepaid expenses and other assets	(1,093)	(960)
Deferred marketing costs	(148)	2,836
Accounts payable	(8,031)	(4,311)
List brokerage trade accounts payable	3,965	(880)
Income taxes receivable and payable, net	(1,552)	261
Accrued expenses and other liabilities	1,038	4,233
Net cash provided by operating activities	46,178	45,791
CASH FLOWS FROM INVESTING ACTIVITIES:		
Sale of marketable securities	8,161	2,508
Purchase of marketable securities	(4,244)	(3,948)
Purchases of property and equipment	(4,110)	(3,721)
Acquisitions of businesses, net of cash acquired	(8,778)	(109,766)
Software and database development costs	(4,131)	(1,894)
Net cash used in investing activities	(13,102)	(116,821)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of long-term debt	(54,293)	(195,613)
Proceeds of long-term debt	26,278	272,833
Deferred financing costs paid	(7)	(2,902)
Dividends paid	(10,646)	

Proceeds from exercise of stock options		2,391		4,127
Net cash provided by (used in) financing activities		(36,277)		78,445
Net increase (decrease) in cash and cash equivalents		(3,201)		7,415
Cash and cash equivalents, beginning of period		10,404		2,686
Cash and cash equivalents, end of period	$	7,203	$	10,101
Supplemental cash flow information:				
Interest paid	$	8,670	$	6,208
Income taxes paid	$	16,030	$	6,053

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

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infoUSA INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL

The accompanying unaudited consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and, in the opinion of management, contain all adjustments, consisting of normal recurring adjustments, necessary to fairly present the financial information included therein. The consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements.

The Company suggests that this financial data be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2004 included in the Company s 2004 Annual Report on Form 10-K, filed with the Securities and Exchange Commission. Results for the interim period presented are not necessarily indicative of results to be expected for the entire year.

2. EARNINGS PER SHARE INFORMATION

The following table shows the amounts used in computing earnings per share and the effect on the weighted average number of shares of dilutive common stock.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	(In thousands)			
	2005	2004	2005	2004
Weighted average number of shares used in basic EPS	54,132	53,005	53,878	52,630
Net additional common stock equivalent shares outstanding after assumed exercise of stock options	37	312	151	493
Weighted average number of shares outstanding used in diluted EPS	54,169	53,317	54,029	53,123

3. SEGMENT INFORMATION

The Company currently reports financial information on two business segments.

The *info*USA Group (formerly known as the Small Business segment) uses the internet as the primary vehicle to license its sales leads, mailing lists, databases, and other database marketing services to small and medium size businesses, entrepreneurs, professionals, and sales executives.

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

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

The Corporate Activities Group includes the compilation and constant updating of our proprietary databases, such as 15 million businesses, 183 million consumers, 3.1 million new homeowners, 14 million new movers, 2.6 million new business formations and other databases. They also include the cost for database verification, administrative functions of the Company and other identified gains and losses.

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

Goodwill, net of accumulated amortization for the Donnelley Group segment increased from $258.3 million at September 30, 2004 to $262.1 million at September 30, 2005. The increase in goodwill is primarily due to the acquisition of @Once in January 2005.

The Company has changed the structure of its internal organization. Due to acquisition and realignment within the Company, one division has been moved from the Donnelley Group into the infoUSA Group in January, 2005. In accordance with SFAS 131, disclosures about

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segments of an enterprise, the Company has restated the results by segment for the quarter and year to date ended September 30, 2004 according to the current internal structure.

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

	For The Three Months Ended September 30, 2005			
	infoUSA Group	Donnelley Group	Corporate Activities	Consolidated Total
	(In thousands)			
Net sales	$35,312	$ 60,224	$	$ 95,536
Litigation settlement			(605)	(605)
Restructuring charges			(929)	(929)
Operating income (loss)	12,920	26,585	(24,291)	15,214
Investment income			400	400
Other income			56	56
Interest expense			(3,003)	(3,003)
Income (loss) before income taxes	12,920	26,585	(26,838)	12,667
Goodwill, net of amortization	41,155	262,066		303,221

	For The Three Months Ended September 30, 2004			
	infoUSA Group	Donnelley Group	Corporate Activities	Consolidated Total
	(In thousands)			
Net sales	$34,174	$ 55,998	$	$ 90,172
Non-cash stock compensation benefit			45	45
Restructuring charges			(766)	(766)
Acquisition costs			(79)	(79)
Operating income (loss)	9,933	21,791	(20,964)	10,760
Investment (loss)			(177)	(177)
Interest expense			(2,447)	(2,447)
Income (loss) before income taxes	9,933	21,791	(23,588)	8,136
Goodwill, net of amortization	41,153	258,328		299,481

	For The Nine Months Ended September 30, 2005			
	infoUSA Group	Donnelley Group	Corporate Activities	Consolidated Total
	(In thousands)			
Net sales	$107,879	$176,488	$	$284,367
Non-cash stock compensation benefit			289	289
Litigation settlement			(731)	(731)
Restructuring charges			(2,549)	(2,549)
Acquisition costs			(354)	(354)
Operating income (loss)	35,333	74,274	(67,014)	42,593
Investment income			2,794	2,794
Other income			56	56
Interest expense			(8,721)	(8,721)
Income (loss) before income taxes	35,333	74,274	(72,885)	36,722
Goodwill, net of amortization	41,155	262,066		303,221

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	For The Nine Months Ended September 30, 2004			
	infoUSA Group	Donnelley Group	Corporate Activities	Consolidated Total
	(In thousands)			
Net sales	$114,282	$140,495	$	$254,777
Non-cash stock compensation expense			(595)	(595)
Restructuring charges			(2,388)	(2,388)
Acquisition costs			(321)	(321)
Operating income (loss)	36,164	61,076	(67,199)	30,041
Investment (loss)			(219)	(219)
Other charges			(2,223)	(2,223)
Interest expense			(6,422)	(6,422)
Income (loss) before income taxes	36,164	61,076	(76,063)	21,177
Goodwill, net of amortization	41,153	258,328		299,481

4. COMPREHENSIVE INCOME (LOSS)

Comprehensive income (loss), including the components of other comprehensive income (loss), are as follows:

	For The Three Months Ended		For The Nine Months Ended	
	September 30, 2005	September 30, 2004	September 30, 2005	September 30, 2004
	(In thousands)		(In thousands)	
Net income	$ 8,089	$ 5,045	$ 23,503	$ 13,130
Other comprehensive income:				
Unrealized gain (loss) from investments:				
Unrealized gains (losses)	(594)	(655)	531	(845)
Related tax benefit (expense)	214	249	(191)	321
Net	(380)	(406)	340	(524)
Foreign currency translation adjustments:				
Unrealized gains (losses)	22	(36)	528	(36)
Related tax expense	(8)	-	(190)	-
Net	14	(36)	338	(36)
Total other comprehensive income (loss)	(366)	(442)	678	(560)
Comprehensive income	$ 7,723	$ 4,603	$ 24,181	$ 12,570

The components of accumulated other comprehensive loss are as follows:

	Unrealized Losses	Foreign Currency Translation Adjustments	Unrealized Gains (Losses)	Accumulated Other Comprehensive Loss

	Pension plan				On Securities			
			(in thousands)					
Balance at September 30, 2005	$	(1,055)	$	(228)	$	(173)	$	(1,456)
Balance at December 31, 2004	$	(1,055)	$	(885)	$	(513)	$	(2,453)

5. ACQUISITIONS

On January 31, 2005, the Company acquired @Once, a retention based email technology company. The total purchase price was $8.1 million, of which $7 million was paid at closing and $1.1 million was paid on March 29, 2005 after final calculation for working capital. The purchase price for the acquisition has been primarily allocated to current assets of $1.5 million, property and equipment of $0.7 million, current liabilities of $0.5 million, and goodwill of $6.4 million. The acquisition has been accounted for under the purchase method of accounting, and accordingly, the operating results of @Once have been included in the Company s financial statements since the date of acquisition.

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

The total purchase price was $109.4 million, comprised of cash paid for the outstanding common stock of OneSource of $104.6 million, a merger agreement termination fee associated with the acquisition of $3.0 million and acquisition-related costs of $1.8 million. Additionally, the Company paid $2.2 million for bank financing fees associated with the transaction recorded as deferred financing costs. The purchase price for the acquisition has been allocated to current assets of $28.2 million, property and equipment of $5.6 million, other assets of $1.6 million, current liabilities of $17.6 million (including $13.7 million of deferred revenue), other liabilities of $15.8 million and goodwill and other intangibles of $105.7 million. Goodwill and other identified intangibles include: developed technology of $9.0 million (life of 5 years), Corptech database of $2.6 million (life of 3 years), customer lists of $16.3 million (life of 6 years), tradenames and trademarks of $3.5 million (life of 20 years) and goodwill of $74.3 million. The acquisition has been accounted for under the purchase method of accounting, and accordingly, the operating results of OneSource have been included in the Company s financial statements since the date of acquisition.

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

On June 4, 2004, the Company acquired all the issued and outstanding common stock of Edith Roman Associates, Inc., Database Direct, Inc. and E-Post Direct, Inc. (collectively Edith Roman), a provider of list brokerage and list management services, data processing services and email marketing services. The total purchase price was $13.9 million including acquisition costs of $0.3 million, of which, $6.6 million was payable in cash at closing, $0.3 million was paid April 14, 2005 for Edith Roman s increased tax liability that was incurred for making section 338 (h)(10) election, and the remaining $6.7 million represented a note payable paid on June 30, 2005 for an adjustment for finalized working capital, net sales and other contingent items specified within the purchase agreement. The purchase price for the acquisition has been allocated to current assets of $11.1 million, property and equipment of $0.5 million, current liabilities of $9.6 million, other liabilities of $0.5 million and goodwill of $12.1 million. The acquisition has been accounted for under the purchase method of accounting, and accordingly, the operating results of Edith Roman have been included in the Company s financial statements since the date of acquisition.

On February 2, 2004, the Company acquired all the issued and outstanding common stock of Triplex Direct Marketing Corp. (Triplex), a provider of direct marketing and database marketing services to nonprofit and catalog customers. The total purchase price was $7.6 million including acquisition costs of $0.3 million, of which $6.1 million was payable in cash at closing and the remaining $1.2 million was paid on February 2, 2005. The purchase price for the acquisition has been allocated to current assets of $2.4 million, property and equipment of $0.7 million, current liabilities of $1.0 million, and goodwill of $5.2 million. The acquisition has been accounted for under the purchase method of accounting, and accordingly, the operating results of Triplex have been included in the Company s financial statements since the date of acquisition.

Assuming Triplex, OneSource, Edith Roman and @Once had been acquired on January 1, 2004 and included in the accompanying consolidated statements of operations, unaudited pro forma consolidated net sales, net income and net income per share would have been as follows:

	For The Three Months Ended		**For The Nine Months Ended**	
	September 30, 2005	**September 30, 2004**	**September 30, 2005**	**September 30, 2004**
	(In thousands, except per share amounts) (unaudited)			

Net sales	$95,536	$92,066	$284,943	$290,669
Net income	$ 8,089	$ 4,861	$ 23,216	$ 5,831
Basic earnings per share	$ 0.15	$ 0.09	$ 0.43	$ 0.11
Diluted earnings per share	$ 0.15	$ 0.09	$ 0.43	$ 0.11

6. NON-CASH STOCK COMPENSATION EXPENSE

At September 30, 2005, the Company has a nonqualified stock option plan. The Company applies the intrinsic value-based method of Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations in accounting for its stock option plan. No stock-based employee compensation cost is reflected in net income, as all options granted

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under the plan had an exercise price equal to the market value of the underlying common stock on the date of grant. The Company s pro forma net income and earnings per share would have been as indicated below had the fair value of all option grants been charged to salaries, wages, and benefits expense in accordance with SFAS No. 123, *Accounting for Stock-Based Compensation*:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
	(in thousands, except per share amounts)		(in thousands, except per share amounts)	
Net income, as reported	$ 8,089	$ 5,045	$ 23,503	$ 13,130
Less: Total stock-based employee compensation expense determined under fair value based method, net of taxes	96	584	392	1,869
Net income, pro forma	$ 7,993	$ 4,461	$ 23,111	$ 11,261
Earnings per share:				
Basic as reported	$ 0.15	$ 0.10	$ 0.44	$ 0.25
Basic pro forma	$ 0.15	$ 0.08	$ 0.43	$ 0.21
Diluted as reported	$ 0.15	$ 0.10	$ 0.44	$ 0.25
Diluted pro forma	$ 0.15	$ 0.08	$ 0.43	$ 0.21

The above pro forma results are not likely to be representative of the effects on reported net income for future years since options vest over several years and additional awards generally are made each year.

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

During 2002, the Company granted non-qualified stock options to non-employee consultants of the Company in connection with consulting agreements executed by the Company. The options vested evenly over four years and have a five-year life. The fair value of the option was estimated, as of the grant date, using the Black-Scholes option pricing model and was updated at each balance sheet date. As of April 2005, the options have fully vested, and as such, there was no non-cash compensation expense during the three months ended September 30, 2005.

7. RESTRUCTURING CHARGES

During the three months ended September 30, 2005, the Company recorded restructuring charges of $929 thousand. The charges included $927 thousand for involuntary employee separation costs (severance) due to workforce reductions for 41 employees in administration, order production and sales. As of September 30, 2005, an accrual of $1.2 million was included in the accompanying consolidated balance sheet for severance costs remaining to be paid and an accrual of $229 thousand was included for the restructuring of the Hill-Donnelly printing facilities. During the nine months ended September 30, 2005, the Company recorded restructuring costs totaling $2.5 million which includes $2.2 million for severance due to workforce reductions for 143 employees and $333 thousand for the restructuring of the Hill-Donnelly printing facilities for office space, equipment leases and raw material inventory.

During the three months ended September 30, 2004, the Company recorded restructuring charges due to workforce reductions of $766 thousand. The charges included involuntary employee separation costs for 69 employees in administration, order production and sales. During the nine months ended September 30, 2004, the Company recorded restructuring charges totaling $2.4 million for severance for 356 employees. During the nine months ended September 30, 2004, the Company recorded $1.3 million of severance liabilities in conjunction with the acquisition of OneSource and Edith Roman in June 2004 that was included in the determination of purchase price for each of these acquisitions.

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

	Beginning Accrual	Amounts Expensed	Amounts From Acquisition	Amounts Paid	Ending Accrual
			(In thousands)		
Restructuring accrual	$ 629	$ 2,549	$ 91	$ 1,795	$ 1,474

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8. GOODWILL AND INTANGIBLE ASSETS

Intangible assets consist of the following:

	September 30, 2005	December 31, 2004
	(In thousands)	
Goodwill	$ 362,233	$ 357,720
Less accumulated amortization	59,012	59,012
Goodwill, net	$ 303,221	$ 298,708
Intangible assets:		
Non-compete agreements	13,534	13,534
Core technology	13,753	13,753
Customer base	24,663	24,663
Trade names	19,259	19,259
Purchased data processing software	73,478	73,478
Acquired database costs	21,591	21,591
Perpetual software license agreement, net	1,533	2,133
Software development costs, net	7,191	5,983
Database development costs, net	1,758	461
Deferred financing costs	11,130	11,123
	187,890	185,978
Less accumulated amortization	132,445	119,400
Intangible assets, net	$ 55,445	$ 66,578

9. PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	September 30, 2005	December 31, 2004
	(In thousands)	
Property and equipment	$ 147,803	$ 135,789
Less accumulated depreciation	101,433	93,252
	$ 46,370	$ 42,537

10. RELATED PARTY TRANSACTIONS

During 2005, the Company paid Annapurna Corporation a total of $297 thousand, primarily for business aircraft usage. As of February, 2005, the Company purchased from Net Jets the fractional interest ownership of one airplane at a total cost of $2.6 million. The fractional interest in the airplane was previously owned by Annapurna and was subsequently purchased by the Company. Annapurna is 100% owned by Mr. Gupta, the Company s Chairman and Chief Executive Officer.

In June 2005, the Company entered into a long-term lease with a lender for ownership of a boat for a total seven year commitment of $2.2 million. The boat was previously leased by Annapurna. The Company reimbursed

Annapurna for the business usage of the boat.

11. SUBSEQUENT EVENT

On October 31, 2005, the Company acquired all the issued and outstanding common stock of Millard Group, Inc. a provider of list brokerage and list management services, insert media and market research and consulting services. The total purchase price was $12.4 million. The acquisition will be accounted for under the purchase method of accounting, and accordingly, the operating results of Millard Group, Inc. will be included in the Company s financial statements going forward from the date of acquisition.

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ITEM 2.

infoUSA INC. AND SUBSIDIARIES
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS

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

GENERAL

Recent Significant Development

On June 13, 2005, *info*USA Inc. announced that it had received a proposal from an affiliate of Vinod Gupta, *info*USA s Chairman and CEO, to acquire all of the shares of common stock of *info*USA not owned by Mr. Gupta at a cash purchase price of $11.75 per share. As of June 13, 2005, Mr. Gupta held approximately 38% of the outstanding common stock of the Company. The Company s Board of Directors subsequently formed a special committee of independent directors to review Mr. Gupta s proposal and potential alternatives. The special committee engaged Fried, Frank, Harris, Shriver & Jacobson LLP as its legal advisor and Lazard Frères & Co. LLC as its financial advisor to assist it in its review.

On August 24, 2005, the special committee informed Mr. Gupta that, based upon the preliminary information reviewed by the committee, it did not intend to move forward with his proposal to take the Company private. Mr. Gupta then withdrew his proposal to purchase all of the outstanding publicly held shares of the Company.

On August 26, 2005, in view of Mr. Gupta s withdrawal of his proposal, the Company s Board of Directors dissolved the special committee.

Company Profile

*info*USA Inc. (the Company or *info*USA or we) uses the internet as its primary vehicle to be the leading provider of sales leads and databases to millions of businesses in order for them to find new prospects and grow their sales. *info*USA compiles and updates over 12 databases under one roof in Omaha, Nebraska. Our customers include salespeople, small office/home office (SOHO) entrepreneurs, small and medium businesses, and Fortune 2000 corporations. Our database is also part of major directory assistance search firms like Yahoo!, Google, AOL, and in-car navigation companies. Most cars with GPS devices today use *info*USA databases because of the high accuracy of our business database. Databases compiled and continually updated are as follows:

Business Databases	**Consumer Databases**
15 Million U.S. and Canadian Businesses	183 Million Consumers
12.5 Million Executives and Professionals	115 Million Households
5.6 Million Small Business Owners	68 Million Homeowners
5 Million Business Addresses with Color Photos	14 Million New Movers Per Year

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Business Databases	Consumer Databases
2.6 Million Brand New Businesses	3.1 Million New Homeowners Per Year
3.6 Million Yellow page Advertisers	
1.7 Million Bankruptcy Filers	
900,000 Global Businesses and 2 Million Executives	
600,000 Manufacturers	
410,000 Big Businesses	

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

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

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

New initiatives in 2004 and 2005 include:

Migration of one time customers to Subscription based service called Sales Genie.com . See the following page for more description.

Unlimited access to 12 million credit reports on Credit.net . See the following page for more description.

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

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

Sales & Marketing Strategy

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

For our large clients, we distribute our databases and services through the Donnelley Group. Donnelley Marketing, the flagship company within the Donnelley Group, was acquired by *info*USA in 1999, and has been a leader in this space since 1917. The Donnelley Group has a sales force of over 200 account executives that contact Fortune 2000 companies. These clients have a sophisticated need for databases, database marketing, and e-mail marketing. Under the Donnelley Group, we have nine different companies that specialize in their own respective markets. These companies are Donnelley Marketing, Walter Karl, Edith Roman, Catalog Vision, Triplex, Yesmail, @Once, Value Added Reseller Group and OneSource. OneSource is the only company which has a true global database of 1.2 million businesses and 12.5 million executives by title. This database is used by multinational companies for market research, prospect development, and other modeling and research applications.

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

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

Sales Genie.com, Credit.net, SalesLeadsUSA . . . Subscription Model

In the past, *info*USA sold sales leads and mailing lists on an as needed basis. We realized that our customers needed this information every day so we developed an Internet based service called Sales Genie.com for the small business & SOHO market. This is an Internet based database delivery service. All of our databases can be accessed on an unlimited basis for a flat price of $250 per month. Sales Genie.com has a built-in contact management software and mapping ability. Currently, a small business can get all the sales leads and mailing lists for only $250 per month per user. For additional users the charge is based on a tiered-pricing structure. This subscription product is designed for approximately 3.5 million small businesses.

We have also developed SalesLeadsUSA for single-owner businesses, contractors, and sales executives. There are 10 million plus prospects in this group. Currently, this service offers 4 databases with limited search criteria but still offers customers unlimited sales leads and mailing lists for $100 per month per user, i.e., $1,200 per year. This service also has contact management software.

The Company also launched an unlimited business credit report service called Credit.net in the first quarter of 2004. Currently, a customer can obtain unlimited business credit reports for only $100 per month.

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

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

Our Growth Strategy

There are approximately 15 million businesses in the United States and Canada. All of these businesses are looking for cost effective solutions to find new customers and increase their sales. Our databases and applications enable these businesses to prospect for new customers and increase their sales.

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

Delivery of information via the Internet is the preferred method by our customers. We are investing in Internet technology to develop subscription-based new customer development services for businesses. The Internet has opened up brand new markets for our database products that are increasingly used by our customers for multiple applications. We will continue to use the internet as the primary vehicle to provide new solutions to our existing customers and prospects. Starting in 2006 the Company will enhance its business database by increasing its data content for items such as credit cards accepted, web site URLs and Email addresses. These additions will provide the customer with enhanced convenient internet search and lookup tools.

We have grown through more than 20 strategic acquisitions in the last ten years. These acquisitions have enabled us to acquire the requisite critical mass to compete over the long term in the direct marketing industry. During 2004, we acquired three companies that opened up brand new distribution channels for our products and applications. Triplex increased our presence in the non-profit sector by providing data processing services and our proprietary content to their fast growing customer base. Edith Roman gave us the premier access to the publishing industry for their list brokerage and list management needs. OneSource brought a compelling application to our business that is increasingly embedded in customer relationship management systems of Global 2000 corporations. These corporations use the OneSource application to access deep information on executives of the world s 1.2 million largest companies. During 2005, we acquired @Once, which allowed the company to increase its presence in the retention based email marketing space. We will continue to use synergistic acquisitions to grow in the future. Most recently, we acquired the Millard Group, a leader in the list brokerage industry.

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

Our International Growth Strategy

The Company is now upgrading its international business databases by expanding its own compilation efforts. The Company has also partnered with hundreds of content providers around the world. Comprehensive database includes information on 1.1 million large public and private non-U.S. companies in approximately 170 countries. Not only is there more comprehensive coverage representing every country in the world, but there is also more depth to each company record. For example, there are over 2.2 million executives represented in its non-U.S. global database, which is constantly updated using 2,500 daily news sources to track changes like executive changes, mergers and acquisitions, and late breaking company news. The Company is also putting great emphasis on more comprehensive financial information and regulatory filings. Examples include SEC filings, annual reports, analyst and industry reports, and detailed corporate family structure.

As the Company has enhanced its international databases, we are now aggressively going after high growth, emerging markets in Asia-Pacific, Western Europe, Australia, and South American regions. Using London as its international headquarters, the Company recently opened sales offices in Hong Kong, New Delhi, Sydney, and Singapore. The Company plans to open more sales locations in France, Germany, Italy, Scandinavia, China, Japan, South Korea, and South America. OneSource is currently the primary database application that will be offered in these international markets.

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, selected financial information and other data. The amounts and related percentages may not be fully comparable due to acquisitions.

	THREE MONTHS ENDED September 30, 2005	THREE MONTHS ENDED September 30, 2004	NINE MONTHS ENDED September 30, 2005	NINE MONTHS ENDED September 30, 2004
CONSOLIDATED STATEMENT OF OPERATIONS DATA:				
Net sales	100%	100%	100%	100%
Costs and expenses:				
Database and production costs	27	31	27	30
Selling, general and administrative	47	48	48	48
Depreciation	3	4	4	4
Amortization	5	5	5	5
Non-cash stock compensation expense				
Litigation settlement charge	1			
Restructuring charges	1	1	1	1
Acquisition costs				
Total costs and expenses	84	88	85	88
Operating income	16	12	15	12
Other expense, net	(3)	(3)	(2)	(3)
Income before income taxes	13	9	13	9
Income taxes	5	3	5	3

Net income	8%	6%	8%	6%

OTHER DATA:

	THREE MONTHS ENDED September 30, 2005	THREE MONTHS ENDED September 30, 2004	NINE MONTHS ENDED September 30, 2005	NINE MONTHS ENDED September 30, 2004
	(dollars in thousands)		(dollars in thousands)	
SALES BY SEGMENT:				
infoUSA Group	$ 35,312	$ 34,174	$ 107,879	$ 114,282
Donnelley Group	60,224	55,998	176,488	140,495
Total	$ 95,536	$ 90,172	$ 284,367	$ 254,777
SALES BY SEGMENT AS A PERCENTAGE OF NET SALES:				
infoUSA Group	37%	38%	38%	45%
Donnelley Group	63	62	62	55
Total	100%	100%	100%	100%

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Net sales

Net sales for the quarter ended September 30, 2005 were $95.5 million, an increase of 6% from $90.2 million for the same period in 2004. Net sales for the nine months ended September 30, 2005 were $284.4 million, an increase of 12% from $254.8 for the same period in 2004.

Net sales of the *info*USA Group segment for the quarter ended September 30, 2005 were $35.3 million, a 3% increase from $34.2 million for the same period in 2004. The increase in net sales is principally due to the growth of the segment s subscription revenues, as well as increased penetration into the state and local governments. Net sales of the *info*USA Group segment for the nine months ended September 30, 2005 were $107.9 million, a 6% decrease from $114.3 million for the same period in 2004. The decrease in sales is primarily due to change in the pricing structure for one of our divisions. The infoUSA Group segment principally engages in the selling of sales lead generation and consumer DVD products to small to medium sized companies, small office and home office businesses and individual consumers. This segment also includes the sale of content via the Internet. Customers purchase our information as custom lists or on a subscription basis primarily from the internet.

Net sales of the Donnelley Group segment for the quarter ended September 30, 2005 were $60.2 million, an 8% increase from $56.0 million for the same period in 2004. The increase was principally due to the acquisition of @Once in January 2005, as well as increased sales reported for OneSource as compared to the same quarter in 2004 because of non-recognizable deferred revenue for that time period as a result of acquisition accounting. Net sales of the Donnelley Group segment for the nine months ended September 30, 2005 were $176.5 million, a 26% increase from $140.5 for the same period in 2004. The increase was principally due to the acquisition of Edith Roman and OneSource in June 2004, and @Once in January 2005. The Donnelley Group segment principally engages in the selling of data processing services, licensed databases, database marketing solutions, e-mail marketing solutions and list brokerage and list management services to large companies. This segment includes the licensing of databases for Internet directory assistance services.

Database and production costs

Database and production costs for the quarter ended September 30, 2005 were $26.4 million, or 27% of net sales, compared to $27.6 million, or 31% of net sales for the same period in 2004. The decrease in database and production costs principally relates to the efficient implementation of cost cutting initiatives including the insourcing of directory printing and binding operations as well as renegotiating the remaining printing and binding service contracts. Database and production costs for the nine months ended September 30, 2005 were $79.4 million, or 27% of net sales, compared to $76.3 million, or 30% of net sales for the same period in 2004. The increase in database and production costs principally relates to the acquisitions of Edith Roman and OneSource in June 2004, and @Once in January 2005. The reduction of the cost as a percentage of revenue is due to successful integration of the previously mentioned acquisitions into the Company.

Selling, general and administrative expenses

Selling, general and administrative expenses for the quarter ended September 30, 2005 were $45.1 million, or 47% of net sales, compared to $43.0 million, or 48% of net sales for the same period in 2004. The increase in selling, general and administrative expenses principally relates to increased spending for our subscription product advertisements, as well as expenses associated with the going-private proposal by the Company s CEO. Selling, general and administrative expenses for the nine months ended September 30, 2005 were $135.6 million, or 48% of net sales, compared to $123.2, or 48% of net sales for the same period in 2004. The increase in selling, general and administrative expenses principally relates to the acquisitions of Edith Roman, OneSource, and @Once.

Depreciation expense

Depreciation expense for the quarter ended September 30, 2005 totaled $2.7 million, or 3% of net sales, compared to $3.5 million, or 4% of net sales for the same period in 2004. Depreciation expense for the nine months ended September 30, 2005 was $10.0 million, or 4% of net sales, compared to $10.4 million, or 4% of net sales for the same period in 2004.

Amortization expense

Amortization expense for the quarter ended September 30, 2005 totaled $4.6 million, or 5% of net sales, compared to $4.4 million, or 5% of net sales for the same period in 2004. Amortization expense for the nine months ended

September 30, 2005 was $13.5 million, or 5% of net sales, compared to $11.5 million, or 5% of net sales for the same period in 2004. Amortization expense increased as a result of additional intangibles recorded as part of the acquisition of OneSource.

Non-cash stock compensation expense

Non-cash stock compensation expense was $0 during the quarter ended September 30, 2005, compared to a benefit of $45 thousand for the same period in 2004. During the nine months ended September 30, 2005, the Company recorded a non-cash benefit of $289 thousand, compared to non-cash charges of $595 thousand for the same period in 2004. The non-cash stock compensation expense is related to non-employee consulting agreements executed in previous years. As of April 2005, the Company ceased to incur additional non-cash compensation expense for the consultant options as the vesting periods and/or service periods had expired.

Litigation settlement charges

The Company recorded litigation settlement charges during the quarters ended September 30, 2005 and 2004 of $605 thousand and $0, respectively. During the nine months ended September 30, 2005, the Company recorded litigation settlement charges of $731 thousand, compared to $0 for the same period in 2004. The litigation settlement charges pertained to a dispute with an advertisement agency over the Video Yellow Pages.com advertising campaign and a wage dispute with a former employee.

Restructuring costs

The Company recorded restructuring charges during the quarters ended September 30, 2005 and 2004 of $0.9 million and $0.8 million, respectively, related to workforce reductions as a part of the Company s continuing strategy to reduce unnecessary costs and focus on core operations and the restructuring of the Hill-Donnelly print operations. The workforce reduction charges included involuntary employee separation costs during the quarters ended September 30, 2005 and 2004 for approximately 41 and 69 employees, respectively. Restructuring charges recorded during the nine months ended September 30, 2005 and 2004 were $2.5 million and $2.4 million, respectively. The workforce reduction charges included involuntary employee separation costs during the nine months ended September 30, 2005 and 2004 for approximately 143 and 356 employees, respectively.

Acquisition costs

The Company did not have integration-related costs during the quarter ended September 30, 2005 compared to costs of $79 thousand during the same period in 2004. Acquisition costs recorded during the nine months ended September 30, 2005 and 2004 were $354 thousand and $321 thousand, respectively. The acquisition costs include costs related to unsuccessful acquisition efforts and integration related costs including general and administrative costs, information system conversion costs and other direct integration-related charges. These costs were not directly related to the acquisition of various companies and therefore could not be capitalized.

Operating income

Including the factors previously described, the Company had operating income of $15.2 million, or 16% of net sales during the quarter ended September 30, 2005, compared to operating income of $10.8 million, or 12% of net sales for the same period in 2004. The Company had operating income of $42.6 million, or 15% of net sales during the nine months ended September 30, 2005, compared to operating income of $30.0 million, or 12% of net sales for the same period in 2004. The increase in operating income as a percentage of net sales is a result of the following items: 1) the Company s diligent approach to being more efficient in its operations and 2) the successful integration of Triplex, Edith Roman, OneSource and @Once into the Company s structure.

Operating income for the infoUSA Group segment for the quarter ended September 30, 2005 was $12.9 million, or 37% of net sales, as compared to $9.9 million, or 29% of net sales for the same period in 2004. The increase in operating income is principally due to increased efficiencies in the segment s operations. Operating income for the infoUSA Group segment for the nine months ended September 30, 2005 was $35.3 million, or 33% of net sales, as compared to $36.2 million, or 32% of net sales for the same period in 2004.

Operating income for the Donnelley Group segment for the quarter ended September 30, 2005 was $26.6 million, or 44% of net sales, as compared to $21.8 million, or 39% of net sales for the same period in 2004. Operating income for the Donnelley Group segment for the nine months ended September 30, 2005 was $74.3 million, or 42% of net sales, as compared to $61.1 million, or 43% of net sales for the same period in 2004. The increase is primarily due to the successful integration of Triplex, Edith Roman, OneSource and @Once.

Other income (expense), net

Other expense, net was $(2.6) million, or 3% of net sales, and $(2.6) million, or 3% of net sales, for the quarters ended September 30, 2005 and 2004, respectively. Other expense, net was $(5.9) million, or 2% of net sales, and $(8.9) million, or 3% of net sales, for the nine months ended September 30, 2005 and 2004 respectively. Other income (expense), net is comprised of interest expense, investment income and other income or expense items, which do not represent components of operating expense of the Company.

Interest expense was $3.0 million and $2.4 million for the quarters ended September 30, 2005 and 2004, respectively. Interest expense was $8.7 million and $6.4 million for the nine months ended September 30, 2005 and 2004 respectively. The increase is principally due to an increase in interest rates (which are tied to fluctuating LIBOR rates) on the Company s debt facilities. Investment income (loss) was $0.4 million and $(0.2) million, for the quarters ended September 30, 2005 and 2004, respectively. Investment income (loss) was $2.8 million and $(0.2) million for the nine months ended September 30, 2005 and 2004 respectively. The increase is due to gains recorded as a result of the selling of marketable securities on the open market during 2005.

Income taxes

A provision for income taxes of $4.6 million and $3.1 million was recorded during the quarters ended September 30, 2005 and 2004, respectively and $13.2 million and $8.0 million for the nine months ended September 30, 2005 and 2004, respectively. The effective income tax rate decreased from 38% to 36% for the nine months ended September 30, 2005, due to the following factors: state income tax planning, Section 199 related to manufacturing deduction and dividends paid to the ESOP plans.

Liquidity and Capital Resources

Overview

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

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

The Credit Facility provides for grid-based interest pricing based upon the Company s consolidated total leverage ratio and ranges from base rate plus 1.00% to 1.75% for base rate loans and LIBOR plus 2.00% to 2.75% for use of the revolving credit facility. The term loans interest rates range from base rate plus 1.50% to 2.00% or LIBOR plus 2.50% to 3.00%. Substantially all of the assets of the Company are pledged as security under the terms of the Credit Facility. At September 30, 2005, the Term A loan had a balance of $87.5 million, bearing an interest rate of 5.99%, the Term B loan had a balance of $69.0 million, bearing an interest rate of 6.24%, and $50.0 million was available under the revolving credit facility.

The Company is subject to certain financial covenants in the Credit Facility, including minimum consolidated fixed charge coverage ratio, maximum consolidated total leverage ratio and minimum consolidated net worth. The fixed charge coverage ratio and leverage ratio financial covenants are based on EBITDA (Earnings before interest expense, income taxes, depreciation and amortization), as adjusted, providing for adjustments to EBITDA for certain agreed upon items including investment income (loss), other charges (gains), asset impairments, non-cash stock compensation expense and other items defined within the Credit Facility. The Company was in compliance with all restrictive covenants of the Credit Facility as of September 30, 2005.

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

Selected Consolidated Statements of Cash Flows Information

As of September 30, 2005, the Company s principal sources of liquidity included $50.0 million of revolving credit facility. As of September 30, 2005, the Company had a working capital deficit of $59.4 million.

Net cash provided by operating activities during the nine months ended September 30, 2005 totaled $46.2 million compared to $45.8 million for the same period in 2004.

During the nine months ended September 30, 2005, the Company spent $4.1 million for additions of property and equipment and $4.1 million related to software and database development costs, compared to $3.7 million and $1.9 million, respectively during the same period in 2004.

During the nine months ended September 30, 2005, the Company spent $8.8 million related to business acquisitions, of which $8.1 million was for the acquisition of @Once in January, 2005.

On January 25, 2005, the Company s Board of Directors declared a cash dividend of $0.20 per common share. This represents the first ever dividend paid by the Company. The dividend was paid on March 1, 2005, to shareholders of record on February 8, 2005. The shares outstanding on February 8, 2005, were 53.2 million shares. The total dividend payment was $10.6 million.

Selected Consolidated Balance Sheet Information

Trade accounts receivable decreased to $40.2 million at September 30, 2005 from $51.7 million at December 31, 2004. The decrease is attributed to normal fluctuations in accounts receivable balances, including the collection of accounts receivable recorded as a result of the OneSource acquisition since December 31, 2004. The days sales outstanding (DSO) ratio for the quarter ended September 30, 2005 was 42 days compared to 46 days for the same period in 2004.

Selected other balance sheet accounts, including list brokerage trade accounts receivable, prepaid expenses, deferred marketing costs, list brokerage trade accounts payable, accounts payable, accrued expenses and accrued payroll expenses, increased (decreased) moderately at September 30, 2005 from their respective account balances at December 31, 2004. The increases, (decreases) in these account balances is due to the acquisition of certain companies during 2004 and 2005 and payment timing differences related to various general operating expenses.

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Deferred revenue decreased to $51.5 million at September 30, 2005 from $53.0 million at December 31, 2004.

The Company s long-term debt, including current portion, decreased from $196.2 million at December 31, 2004, to $178.3 million on September 30, 2005. The decrease is primarily due to a net paydown of $18 million in debt during the first 9 months of 2005.

Off-Balance Sheet Arrangements

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

Accounting Standards

In December 2004, the FASB revised SFAS No. 123 (revised 2004), Share-Based Payments. SFAS 123(R) eliminates the alternative to use APB Opinion 25 s intrinsic value method of accounting and instead requires a company to recognize in its financial statements the cost of employee services received in exchange for valuable equity instruments issued, and liabilities incurred, to employees in share-based payment transactions (e.g., stock options). The cost will be based on the grant-date fair value of the award and will be recognized over the period for which an employee is required to provide service in exchange for the award. In April 2005, the Securities and Exchange Commission (SEC) adopted a rule amending the compliance dates for SFAS No. 123(R). Under the new SEC rule, the provisions of the revised statement are to be applied prospectively by the company for awards that are granted, modified, or settled in the first fiscal year beginning after June 15, 2005. Additionally, public entities would recognize compensation cost for any portion of awards granted or modified after December 15, 1994, that is not yet vested at the date the standard is adopted, based on the grant-date fair value of those awards calculated under SFAS 123 (as originally issued) for either recognition or pro forma disclosures. When the Company adopts the standard on January 1, 2006, it will be required to report in its financial statements the share-based compensation expense for reporting periods in 2006. As of September 30, 2005, management believes that adopting the new statement will have a negative impact of approximately one cent per share for the year ending December 31, 2006, representing the expense to be recognized for the unvested portion of awards which were granted prior to September 30, 2005, and cannot predict the earnings impact of awards that may be granted after that date.

In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 153, Exchanges of Nonmonetary Assets. This Statement amends the guidance in APB Opinion No. 29, Accounting for Nonmonetary Transactions. APB Opinion No. 29 provided an exception to the basic measurement principle (fair value) for exchanges of similar assets, requiring that some nonmonetary exchanges be recorded on a carryover basis. SFAS No. 153 eliminates the exception to fair value for exchanges of similar productive assets and replaces it with a general exception for exchange transactions that do not have commercial substance, that is, transactions that are not expected to result in significant changes in the cash flows of the reporting entity. The provisions of SFAS No. 153 are effective for exchanges of nonmonetary assets occurring in fiscal periods beginning after June 15, 2005. As of September 30, 2005, management believes that SFAS No. 153 did not have a significant effect on the financial position, results of operations, and cash flows of the Company.

Inflation

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

Factors That May Affect Operating Results

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

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

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

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

As of September 30, 2005, we had total indebtedness of approximately $178.3 million. Substantially all of our assets are pledged as security under the terms of the Credit Facility.

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

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

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

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

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

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

- Fail to develop products and services that are well suited to the Internet market;
- Experience difficulties that delay or prevent the successful development, introduction and marketing of these products and services; or
- Fail to achieve sufficient traffic to our Internet sites to generate significant revenues, or to successfully implement electronic commerce operations.

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

To increase our revenues, we must enhance and improve existing products and continue to introduce new products and new versions of existing products that keep pace with technological developments, satisfy increasingly sophisticated customer requirements, and achieve market acceptance. We believe much of our future growth prospects will rest on our ability to continue to expand into newer products and services. Products and services that we plan to market in the future are in various stages of development. We cannot assure you that the marketplace will accept these products. If our current or potential customers are not willing to switch to or adopt our new products and services, our ability to increase revenues will be impaired.

Changes in the direct marketing industry and in the industries in which our customers operate may adversely affect our business.

Many large companies are reducing their use of direct mail advertising and increasing their use of on-line advertising, including e-mail, search words, and banner advertisements. As a result of this change in the direct marketing industry, such customers are purchasing less data for direct mail applications. In addition, several of our customers operate in industries, in particular the financial and telecommunications industries, that are undergoing consolidation. Such consolidation reduces the number of companies in those industries, and therefore may reduce the number of customers we serve. We are addressing these changes by offering products that integrate our data, data processing, database marketing and e-mail resources, and pursuing industries that are experiencing growth rather than consolidation. We cannot assure you that the marketplace will accept these new products, or that we will be successful in entering new markets. If we do not gain acceptance for our new products or successfully enter new markets, our business, financial condition and results of operations would be adversely affected.

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

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

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

Our business strategy includes continued growth through acquisitions of complementary products, technologies or businesses. We have made over 20 acquisitions since 1996 and completed the integration of these acquisitions into our existing business by the end of 2004, with the exception of the company recently acquired during 2005. We continue to evaluate strategic opportunities available to us and intend to pursue opportunities that we believe fit our business strategy. Acquisitions of companies, products or technologies may result in the diversion of management s time and attention from day-to-day operations of our business and may entail numerous other risks, including difficulties in assimilating and integrating acquired operations, databases, products, corporate cultures and personnel, potential loss of key employees of acquired businesses, difficulties in applying our internal controls to acquired businesses, and particular problems, liabilities or contingencies related to the businesses being acquired. To the extent our efforts to integrate future acquisitions fail, our business, financial condition and results of operations would be adversely affected.

ITEM 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company has identified interest rate risk as the Company s primary market risk exposure. The Company is exposed to significant future earnings and cash flow exposures from significant changes in interest rates as nearly all of the Company s debt is at variable rates. If necessary, the Company could refinance the Company s debt to fixed rates or utilize interest rate protection agreements to manage interest rate risk. For example, a 100 basis point increase (decrease) in the interest rate would cause an annual increase (decrease) in interest expense of approximately $1.6 million. At September 30, 2005, the fair value of the Company s long-term debt is based on quoted market prices at the reporting date or is estimated by discounting the future cash flows of each instrument at rates currently offered to the Company for similar debt instruments of comparable maturities. At September 30, 2005, the Company had long-term debt with a carrying value of $178.3 million and estimated fair value of the same. The Company has no significant operations subject to risks of foreign currency fluctuations.

ITEM 4.

CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures

The Company s management, with the participation of the Company s Chief Executive Officer and Chief Financial Officer,

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evaluated the effectiveness of the Company s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the fiscal quarter ended September 30, 2005. The Company has made improvements in its controls architecture. However, the Chief Executive Officer and Chief Financial Officer have concluded that as of September 30, 2005 material weaknesses remain in the Company s disclosure controls and procedures related to lack of specialized accounting personnel and accounting for impairments in investments. As discussed in the Company s Form 10-K filing for the fiscal year ended December 31, 2004, our management, with the oversight of the Audit Committee, has devoted considerable effort to remediate the material weaknesses identified, and has made improvements in our internal controls over financial reporting to address these weaknesses. The Company is taking the following steps to remediate these weaknesses:

- The Company is implementing a formal review process of cost method investments.
- The Company has hired a Corporate Controller with a high level of accounting expertise.
- The Company has hired a Director of Income Tax and has implemented improved processes and controls within the Income Tax department.
- The Company is providing continuing training to accounting staff on non-routine technical accounting matters.
- The Company is assessing the existing accounting personnel to ensure the correct individuals with the necessary expertise have been placed in the appropriate positions.

These remediation steps are required to enable the Company to eliminate the existing material weaknesses in the Company s disclosure controls and procedures related to lack of specialized accounting personnel and accounting for investment impairments.

(b) Changes in internal controls over financial reporting

During the quarter ended September 30, 2005, there were no changes in the Company s internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company s internal control over financial reporting, other than the steps taken by the Company to remediate the weaknesses described above.

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infoUSA INC.
FORM 10-Q
FOR THE QUARTER ENDED
September 30, 2005
PART II
OTHER INFORMATION

ITEM 1.
LEGAL PROCEEDINGS

As a result of the withdrawal of the going-private proposal by the Company s CEO, the lawsuits filed in the District Court of Douglas County, Nebraska, by Eileen Tyrrell (filed in June 2005) and Robert Bartow (filed in July 2005) have been dismissed.

ITEM 2.
EXHIBITS

31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
32.1*	Certification of Chief Executive Officer pursuant to Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002, filed herewith.
32.2*	Certification of Chief Financial Officer pursuant to Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

* Filed herewith

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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.

	infoUSA INC.
Date: November 9, 2005	*/s/ Alan Heckart*
	Alan Heckart, Controller
	(principal accounting officer)

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