

| UNITED STATES BANKRUPTCY COURT<br>District of Delaware   |   | VOLUNTARY PETITION   |
|--|---|--|
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>Vertrue LLC</b>   |   | Name of Joint Debtor (Spouse) (Last, First, Middle):   |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):<br>f/k/a Vertrue Incorporated, f/k/a Memberworks Incorporated   |   | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):   |
| Last four digits of Soc. Sec. or Individual Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):<br>06-1276882   |   | Last four digits of Soc. Sec. or Individual Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):   |
| Street Address of Debtor (No. and Street, City, State & Zip Code):<br>20 Glover Avenue<br>Norwalk, CT<br><div style="text-align: right;">ZIP CODE: 06850</div>   |   | Street Address of Debtor (No. and Street, City, State & Zip Code):<br><div style="text-align: right;">ZIP CODE</div>   |
| County of Residence or of the Principal Place of Business:<br>Fairfield County   |   | County of Residence or of the Principal Place of Business:   |
| Mailing Address of Debtor (if different from street address):<br><div style="text-align: right;">ZIP CODE</div>  |   | Mailing Address of Joint Debtor (if different from street address):<br><div style="text-align: right;">ZIP CODE</div>  |
| Location of Principal Assets of Business Debtor (if different from street address above):<br><div style="text-align: right;">ZIP CODE</div>  |   |  |
| <b>Type of Debtor</b><br>(Form of Organization)<br>(Check <b>one</b> box)<br><br><input type="checkbox"/> Individual (includes Joint Debtors)<br><i>See Exhibit D on page 2 of this form.</i><br><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)<br><input type="checkbox"/> Partnership<br><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)   | <b>Nature of Business</b><br>(Check <b>one</b> box)<br><br><input type="checkbox"/> Health Care Business<br><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)<br><input type="checkbox"/> Railroad<br><input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Commodity Broker<br><input type="checkbox"/> Clearing Bank<br><input checked="" type="checkbox"/> Other | <b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box)<br><br><input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input checked="" type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13<br><br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding   |
| <b>Chapter 15 Debtors</b><br>Country of debtor's center of main interests:<br><br>Each country in which a foreign proceeding by, regarding, or against debtor is pending.  | <b>Tax-Exempt Entity</b><br>(Check box, if applicable.)<br><br><input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).   | <b>Nature of Debts</b><br>(Check <b>one</b> box)<br><br><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."<br><input checked="" type="checkbox"/> Debts are primarily business debts.   |
| <b>Filing Fee</b> (Check one box)<br><input checked="" type="checkbox"/> Full Filing Fee attached.<br><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.<br><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter individuals only). Must attach signed application for the court's consideration. See Official Form 3B |   | <b>Chapter 11 Debtors</b><br><b>Check one box:</b><br><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br><br><b>Check if:</b><br><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ).<br><br><b>Check all applicable boxes:</b><br><input type="checkbox"/> A plan is being filed with this petition.<br><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b) |
| <b>Statistical/Administrative Information</b><br><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.*<br><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  |   | <b>THIS SPACE IS FOR COURT USE ONLY</b>  |
| <b>Estimated Number of Creditors**</b><br><input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,000-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000   |   |  |
| <b>Estimated Assets**</b><br><input type="checkbox"/> \$ to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> 50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion        |   |  |
| <b>Estimated Liabilities**</b><br><input type="checkbox"/> \$ to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> 50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion   |   |  |

\* Distribution cannot be known at this time.

\*\* Estimated creditors, assets, and liabilities are on a consolidated basis with other affiliated entities.

|   |               |   |  |
|---|---------------|---|--|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case)</i>   |               | Name of Debtor(s):<br><b>Vertrue LLC</b>  |  |
| <b>All Prior Bankruptcy Cases filed Within Last 8 Years</b> (If more than two, attach additional sheet)   |               |   |  |
| Location<br>Where Filed: N/A  | Case Number:  | Date Filed:   |  |
| Location<br>Where Filed:  | Case Number:  | Date Filed:   |  |
| <b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)   |               |   |  |
| Name of Debtor:<br>See attached Schedule 1  | Case Number:  | Date Filed:   |  |
| District:   | Relationship: | Judge:  |  |
| <p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached made a part of this petition.</p>                                    |               | <p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____<br/>Signature of Attorney for Debtor(s) (Date)</p> |  |
| <b>Exhibit C</b>  |               |   |  |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  |               |   |  |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.   |               |   |  |
| <input checked="" type="checkbox"/> No.   |               |   |  |
| <b>Exhibit D</b>  |               |   |  |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  |               |   |  |
| <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.   |               |   |  |
| If this is a joint petition:  |               |   |  |
| <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.  |               |   |  |
| <b>Information Regarding the Debtor - Venue</b><br>(Check any applicable box.)  |               |   |  |
| <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.   |               |   |  |
| <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.   |               |   |  |
| <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. |               |   |  |
| <b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b><br>(Check all applicable boxes.)   |               |   |  |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)   |               |   |  |
| _____   |               |   |  |
| (Name of landlord that obtained judgment)   |               |   |  |
| _____   |               |   |  |
| (Address of landlord)   |               |   |  |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and   |               |   |  |
| <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.   |               |   |  |
| <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).  |               |   |  |

|   |   |
|---|---|
| <p><b>Voluntary Petition</b><br/><i>(This page must be completed and filed in every case.)</i></p>  | <p>Name of Debtor(s):<br/><b>Vertrue LLC</b></p>  |
| <b>Signatures</b>   |   |
| <p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.<br/>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.<br/>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____<br/>Signature of Debtor</p> <p>X _____<br/>Signature of Joint Debtor</p> <p>_____<br/>Telephone Number (if not represented by attorney)</p> <p>_____<br/>Date</p> | <p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____<br/>(Signature of Foreign Representative)</p> <p>_____<br/>(Printed Name of Foreign Representative)</p> <p>_____<br/>Date</p>  |
| <p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Michael J. Sage</u><br/>Signature of Attorney for Debtor(s)</p> <p>Michael J. Sage<br/>Shmuel Vasser<br/>Davin J. Hall<br/>DECHERT LLP<br/>1095 Avenue of the Americas<br/>New York, New York 10036<br/>Telephone: (212) 698-3500<br/>Facsimile: (212) 698-3599</p> <p>April 2, 2012</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>   | <p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____<br/>Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____<br/>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____<br/>Address</p> <p>X _____<br/>Signature</p> <p>_____<br/>Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p> |
| <p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ George Thomas</u><br/>Signature of Authorized Individual<br/><u>George Thomas</u><br/>Printed Name of Authorized Individual<br/><u>General Counsel</u><br/>Title of Authorized Individual<br/><u>April 2, 2012</u><br/>Date</p>  |   |

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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:   
In re: : Chapter 11  
:   
VERTRUE LLC, : Case No.: 12-\_\_\_\_\_ (\_\_\_\_)  
:   
Debtor. :   
:   
----- X

**Schedule 1**

**PENDING BANKRUPTCY CASES OF AFFILIATES**

On the date hereof, each of the affiliated entities listed below (including the Debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of these petitions, these entities filed a motion requesting the Court jointly administer their chapter 11 cases.

- Velo Holdings Inc.
- V2V Holdings LLC
- Coverdell & Company, Inc.
- V2V Corp.
- LN, Inc.
- FYI Direct Inc.
- Vertrue LLC
- Idaptive Marketing LLC
- My Choice Medical Holdings, Inc.
- Adaptive Marketing LLC
- Interactive Media Group (USA) Ltd.
- Brand Magnet, Inc.
- Neverblue Communications, Inc.
- Interactive Media Consolidated Inc.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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:   
In re: : Chapter 11  
:   
VERTRUE LLC, : Case No.: 12-\_\_\_\_ (\_\_\_\_)  
:   
Debtor. :   
:   
----- X

**DEBTOR'S LIST OF EQUITY SECURITY HOLDERS  
IN ACCORDANCE WITH BANKRUPTCY RULE 1007**

**Common Units**

| <b>Name, Address, and Telephone of Equity Holder</b>                                   | <b>Amount Held</b>             |
|--|--------------------------------|
| V2V Holdings LLC<br>20 Glover Avenue<br>Norwalk, CT 06850<br>Telephone: (203) 674-7000 | 100.00 shares<br><br>(100.00%) |

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
In re: : Chapter 11  
VERTRUE LLC, : Case No.: 12-\_\_\_\_\_ (\_\_\_)  
Debtor. :  
----- X

**DECLARATION CONCERNING DEBTOR’S LIST OF EQUITY  
SECURITY HOLDERS IN ACCORDANCE WITH BANKRUPTCY RULE 1007**

I, the undersigned officer of Vertrue LLC, the company named as the debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing Debtor’s List of Equity Security Holders and that it is true and correct to the best of my knowledge, information, and belief.

Dated: April 2, 2012

/s/ George Thomas  
Name: George Thomas  
Title: General Counsel

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
In re: : Chapter 11  
VERTRUE LLC, : Case No.: 12-\_\_\_\_ (\_\_\_\_)  
Debtor. :  
----- X

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Bankruptcy Rule 1007(a)(1), Vertrue LLC (the “Debtor”) states that V2V Holdings LLC directly owns 100% of the common units of the Debtor.

Velo Holdings Inc. directly owns 100% of the common units of V2V Holdings LLC.

One Equity Partners II, L.P. owns 10% or more of the Class A Common Stock of Velo Holdings Inc. Each of Brencourt Credit Opportunities Master Ltd, OEP II Partners Co-Invest, L.P., Gary Johnson and Rho Ventures V L.P. own 10% or more of the Class L Common Stock of Velo Holdings Inc. One Equity Partners II, L.P. owns 100% of the Preferred Stock of Velo Holdings Inc.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|              |   |                          |
|--------------|---|--------------------------|
| -----        | X |                          |
|              | : |                          |
| In re:       | : | Chapter 11               |
|              | : |                          |
| VERTRUE LLC, | : | Case No.: 12-_____ (___) |
|              | : |                          |
| Debtor.      | : |                          |
|              | : |                          |
| -----        | X |                          |

**DECLARATION CONCERNING  
CORPORATE OWNERSHIP STATEMENT**

I, the undersigned officer of Vertrue LLC, the company named as the debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing Corporate Ownership Statement and that the information contained therein is true and correct to the best of my knowledge, information, and belief.

Dated: April 2, 2012

/s/ George Thomas  
 Name: George Thomas  
 Title: General Counsel



**WRITTEN CONSENT OF THE SOLE MEMBER  
OF VERTRUE LLC**

THE UNDERSIGNED, being the Sole Member (the "Sole Member") of Vertrue LLC, a Delaware limited liability company (the "Company"), hereby consents in writing, pursuant to Section 18-302(d) of the Limited Liability Company Act of the State of Delaware, to the adoption of the resolutions attached hereto as Exhibit A and such actions to have the same force and effect as though duly taken and adopted at a meeting of the Sole Member of the Company duly called and legally held.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent, in one or more counterparts, as of this 2nd day of April, 2012.

V2V Holdings LLC

By: /s/ George Thomas  
Name: George Thomas  
Title: General Counsel

WHEREAS, that in the business judgment of the Company, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Court").

NOW, THEREFORE, BE IT:

RESOLVED, that the officers of the Company (each, an "Authorized Officer"), be, and each of them hereby is, authorized on behalf of the Company to execute and verify petitions under chapter 11 of the Bankruptcy Code, with such petition to be filed at such time as the Authorized Officer executing the petition or directing such execution shall determine and to be in the form approved by the Authorized Officer executing such petition, such approval to be conclusively evidenced by the execution, verification and filing thereof;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, to the extent necessary, to cause the Company to obtain and/or guarantee post-petition financing and/or use of cash collateral consistent with the term sheet for cash collateral use and postpetition financing transmitted to the Company, with such modifications acceptable to the Authorized Officers and the professional advisors to the Company.

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, to the extent necessary, to cause the Company to pursue and to consummate the transactions in accordance with the terms set forth in that certain chapter 11 case protocol agreement transmitted to the Company, with such modifications acceptable to the Authorized Officers and the professional advisors to the Company.

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to retain on behalf of the Company (i) Dechert LLP, as lead bankruptcy and corporate counsel, to render legal services to, and to represent, the Company in connection with the chapter 11 filing and any other related matters in connection therewith, on such terms as Company shall approve; (ii) Alvarez & Marsal Securities, LLC and Alvarez & Marsal North America, LLC, to render financial advisory and investment banking services to the Company in connection with the chapter 11 filing and any other related matters in connection therewith, on such terms as Company shall approve; (iii) Quinn Emanuel Urquhart & Sullivan, LLP, as special litigation and conflicts counsel, on such terms as the Company shall approve; and (iv) such other professionals and other advisors as Company deems necessary and appropriate during the course of the chapter 11 filing with a view to the successful prosecution of the case.

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to take any and all actions to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all steps deemed by any such Authorized Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions.

RESOLVED, that any and all lawful actions heretofore taken by, or at the direction of, any Authorized Officer in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
 :  
 In re: : Chapter 11  
 :  
 VERTRUE LLC, : Case No.: 12-\_\_\_\_\_ (\_\_\_\_)  
 :  
 Debtor. :  
 :  
 ----- X

**LIST OF CREDITORS THAT HOLD 30 LARGEST  
UNSECURED CLAIMS AGAINST DEBTORS**

The following is a list of the known creditors as of April 2, 2012, which the Debtors believe to be substantially similar as of petition date, holding the 30 largest unsecured claims against the Debtor. The list has been prepared from the Debtors’ books and records and has been prepared in accordance with in accordance with Bankruptcy Rule 1007(d) for filing in this case. This list does not include (i) persons who fall within the definition of “insider” set forth in Bankruptcy Code section 101 or (ii) secured creditors, unless the collateral is such that there is an unsecured deficiency.

| ITEM | NAME, TELEPHONE & FAX NUMBER & COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM         | NATURE OF CLAIM (trade debt, bank loan, government contract, etc.) | INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF | AMOUNT OF CLAIM (if secured also state value of security) |
|------|--|--|---|---|
| 1    | GOOGLE INC<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043<br>CONTACT: LARRY PAGE, CEO<br>PHONE: 650-253-0000<br>FAX: 650-253-0001         | TRADE PAYABLE  |   | \$3,721,950.16  |
| 2    | TRANSUNION INTERACTIVE INC.<br>555 W ADAMS ST<br>CHICAGO, IL 60661<br>CONTACT: JOHN DANAHER, PRESIDENT<br>PHONE: 312-985-2373<br>FAX: 312-466-6815 | TRADE PAYABLE  |   | \$2,303,292.03  |

| ITEM | NAME, TELEPHONE & FAX NUMBER & COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM  | NATURE OF CLAIM<br>(trade debt, bank loan, government contract, etc.) | INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF | AMOUNT OF CLAIM<br>(if secured also state value of security) |
|------|---|---|---|--|
| 3    | ONE TECHNOLOGIES LTD. DBA SPENDONLIFE.COM<br><br>8144 WALNUT HILL LANE<br>DALLAS, TX 75231<br>CONTACT: ROGER CHANG, VICE PRESIDENT<br>PHONE: 469-916-1700<br>FAX: 469-916-1707  | TRADE PAYABLE   |   | \$1,915,234.05   |
| 4    | NEW YORK STATE OFFICE OF THE ATTORNEY GENERAL<br>CONSUMER FRAUDS & PROTECTION BUREAU<br><br>120 BROADWAY, 3RD FLOOR<br>ALBANY, NY 12224<br>CONTACT: LAURA J LEVINE, ASSISTANT ATTORNEY<br>GENERAL<br>PHONE: 212-416-8000<br>FAX: 212-416-8942 | LITIGATION SETTLEMENT   |   | \$1,666,666.67   |
| 5    | MYLIFE.COM<br><br>12100 WILSHIRE BLVD, STE 150<br>LOS ANGELES, CA 900025<br>CONTACT: JEFFREY TINSLEY, CEO<br>PHONE: 310-571-3144<br>FAX: 310-571-3145   | TRADE PAYABLE   |   | \$1,133,595.98   |
| 6    | GOFREECREDIT.COM<br><br>2381 ROSECRANS AVE, STE 110<br>EL SEGUNDO, CA 90245<br>CONTACT: BRETT ROSSMANN, CEO<br>PHONE: 310-297-9233<br>FAX: 310-297-9235   | TRADE PAYABLE   |   | \$541,631.50   |
| 7    | AFFILIATED COMPUTER SERVICES, INC. (ACS)<br><br>2828 NORTH HASKELL<br>DALLAS, TX 75204<br>CONTACT: LYNN BLODGETT, CEO<br>PHONE: 214-841-6111<br>FAX: 214-824-0139   | TRADE PAYABLE   |   | \$529,436.14   |
| 8    | SABRE HOLDINGS (TRAVELOCITY)<br><br>3150 SABRE DR<br>SOUTHLAKE, TX 76092<br>CONTACT: CARL SPARKS, CEO<br>PHONE: 682-605-1000<br>FAX: 682-605-7239   | TRADE PAYABLE   |   | \$361,909.68   |

| ITEM | NAME, TELEPHONE & FAX NUMBER & COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM                           | NATURE OF CLAIM<br>(trade debt, bank loan, government contract, etc.) | INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF | AMOUNT OF CLAIM<br>(if secured also state value of security) |
|------|--|---|---|--|
| 9    | LIVEBRIDGE INC.<br>7303 SE LAKE RD<br>PORTLAND, OR 97267<br>CONTACT: R. PATRICK HANLIN, CEO<br>PHONE: 503-652-6000<br>FAX: 503-653-3994                              | TRADE PAYABLE   |   | \$311,679.54   |
| 10   | YAHOO! INC.<br>701 FIRST AVE<br>SUNNYVALE, NY 94089<br>CONTACT: SCOTT THOMPSON, CEO<br>PHONE: 408-349-3300<br>FAX: 408-349-3301                                      | TRADE PAYABLE   |   | \$250,389.17   |
| 11   | TRULIA, INC.<br>116 NEW MONTGOMERY STREET, STE 300<br>SAN FRANCISCO, CA 94105-3607<br>CONTACT: PETE FLINT, FOUNDER & CEO<br>PHONE: 415-648-4358<br>FAX: 866-298-1231 | TRADE PAYABLE   |   | \$239,326.03   |
| 12   | MAGNET MEDIA, INC.<br>ATTN STEPHEN MAY<br>897 OAK PARK BLVD., # 170<br>PISMO BEACH, CA 93449<br>CONTACT: STEPHEN S MAY, PRESIDENT<br>PHONE: 805-828-0020<br>FAX:     | TRADE PAYABLE   |   | \$225,000.00   |
| 13   | SOGETTI USA, LLC<br>7735 PARAGRAN RD<br>DAYTON, OH 45459<br>CONTACT: NAVIN GOEL, CEO<br>PHONE: 937-291-8100<br>FAX: 937-433-4048                                     | TRADE PAYABLE   |   | \$216,731.90   |
| 14   | CSIDENTITY CORPORATION<br>7500 RIALTO BOULEVARD, STE 260<br>AUSTIN, TX 78735<br>CONTACT: SCOTT CRUICKSHANK, CEO<br>PHONE: 512-617-6800<br>FAX: 512-617-6805          | TRADE PAYABLE   |   | \$215,539.73   |

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|------|--|---|---|--|
| 15   | MEDIA NOVA LLC<br>87 2ND ST, #2A<br>NEW YORK, NY 10003<br>CONTACT: MICHAEL JACOBSON<br>PHONE: 212-533-2921<br>FAX:   | TRADE PAYABLE   |   | \$204,400.00   |
| 16   | WIKE, MARGARET<br>C/O GIRARD GIBBS LLP<br>601 CALIFORNIA ST, 14TH FLOOR<br>SAN FRANCISCO, CA 94108<br>CONTACT: AJ DE BARTOLOMEO, PARTNER<br>PHONE: 415-981-4800<br>FAX: 415-981-4846 | LITIGATION SETTLEMENT   |   | \$156,783.12   |
| 17   | TICKET SOFTWARE LLC<br>75 GERBER RD E<br>S WINDSOR, CT 6074<br>CONTACT: DONALD J VACCARO, CEO<br>PHONE: 860-870-3400<br>FAX: 860-875-6238  | TRADE PAYABLE   |   | \$146,662.50   |
| 18   | AOL INC.<br>770 BROADWAY<br>NEW YORK, NY 10003<br>CONTACT: TIM ARMSTRONG, CEO<br>PHONE: 212-206-4400<br>FAX: 212-206-4490  | TRADE PAYABLE   |   | \$145,746.27   |
| 19   | SHI INTERNATIONAL CORP<br>290 DAVIDSON AVENUE<br>SOMERSET, NJ 08873<br>CONTACT: THAI LEE, PRESIDENT & CEO<br>PHONE: 732-764-8888<br>FAX: 732-764-8889                                | TRADE PAYABLE   |   | \$132,554.64   |
| 20   | HANOVER INSURANCE GROUP INC<br>440 LINCOLN ST<br>WORCESTER, MA 01653-0002<br>CONTACT: FREDERICK H. EPPINGER JR., CEO<br>PHONE: 508-855-1000<br>FAX: 508-853-6332                     | TRADE PAYABLE   |   | \$130,216.00   |

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|------|--|---|---|--|
| 21   | INTERRA INFORMATION TECHNOLOGIES INC<br>25 METRO DR, STE 550<br>SAN JOSE, CA 95110<br>CONTACT: ASOKE K. LAHA, CEO<br>PHONE: 408-451-1700<br>FAX: 408-441-7495  | TRADE PAYABLE   |   | \$120,202.80   |
| 22   | NCC MEDIA<br>405 LEXINGTON AVE<br>NEW YORK, NY 10174<br>CONTACT: GREG SHAEFER, CEO<br>PHONE: 212-548-3300<br>FAX: 212-519-0099   | TRADE PAYABLE   |   | \$115,447.85   |
| 23   | DG FASTCHANNEL, INC.<br>750 W JOHN CARPENTER FRWY, STE 700<br>IRVING, TX 75039<br>CONTACT: NEIL NGUYEN, PRESIDENT, COO & DIRECTOR<br>PHONE: 972-581-2000<br>FAX: 972-581-2001                        | TRADE PAYABLE   |   | \$106,460.28   |
| 24   | LIVEOPS, INC<br>5425 STEVENS CREEK BLVD<br>SANTA CLARA, CA 95051<br>CONTACT: MARTY J. BEARD, CEO<br>PHONE: 650-745-3756<br>FAX: 650-745-3756   | TRADE PAYABLE   |   | \$101,560.72   |
| 25   | HOMESTORE SALES DBA MOVE SALES, INC.<br>30700 RUSSELL RANCH RD<br>WESTLAKE VILLAGE, CA 91362-6399<br>CONTACT: STEVEN BERKOWITZ, CHAIRMAN, CEO & DIRECTOR<br>PHONE: 805-557-2300<br>FAX: 805-557-2680 | TRADE PAYABLE   |   | \$95,505.52  |
| 26   | VIACOM INC.<br>1515 BROADWAY<br>NEW YORK, NY 10036<br>CONTACT: PHILIPPE DAUMAN, PRESIDENT, CEO & DIRECTOR<br>PHONE: 212-258-6000<br>FAX: 212-258-6464  | TRADE PAYABLE   |   | \$86,426.79  |



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|------|---|---|---|--|
| 27   | IPSOFT INCORPORATED<br>17 STATE ST<br>NEW YORK, NY 10004<br>CONTACT: CHETAN DUBE, CEO<br>PHONE: 212-440-5500<br>FAX: 212-353-2454                                       | TRADE PAYABLE   |   | \$74,338.65  |
| 28   | COSENTRY.NET, LLC<br>9394 W DODGE RD, STE 100<br>OMAHA, NE 68114<br>CONTACT: MICHAEL STEFFAN, PRESIDENT & CEO<br>PHONE: 402-492-7800<br>FAX: 402-970-8501               | TRADE PAYABLE   |   | \$66,993.15  |
| 29   | VERIZON BUSINESS GLOBAL LLC<br>22001 LOUDOUN COUNTY PKWY<br>ASHBURN, VA 20147<br>CONTACT: FRANCIS J SHAMMO, PRESIDENT & CEO<br>PHONE: 703-886-5600<br>FAX: 703-886-0510 | TRADE PAYABLE   |   | \$62,010.29  |
| 30   | CA TECHNOLOGIES<br>ONE CA PLAZA<br>ISLANDIA, NY 11749<br>CONTACT: WILLIAM MCCRACKEN, CEO & DIRECTOR<br>PHONE: 800-225-5224<br>FAX: 631-342-6800                         | TRADE PAYABLE   |   | \$58,705.20  |

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|              |   |                          |
|--------------|---|--------------------------|
| -----        | X |                          |
|              | : |                          |
| In re:       | : | Chapter 11               |
|              | : |                          |
| VERTRUE LLC, | : | Case No.: 12-_____ (___) |
|              | : |                          |
| Debtor.      | : |                          |
|              | : |                          |
| -----        | X |                          |

**DECLARATION CONCERNING  
LIST OF CREDITORS THAT HOLD 30 LARGEST  
UNSECURED CLAIMS AGAINST THE DEBTORS**

I, the undersigned officer of Vertrue LLC, the company named as the debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing List of Creditors that Hold the 30 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my knowledge, information, and belief.

Dated: April 2, 2012

By: /s/ George Thomas  
Name: George Thomas  
Title: General Counsel