NetQuote Holdings Inc
Form 424B4
June 30, 2011
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Registration No. 333-173591

PROSPECTUS

$195,000,000

BANKRATE, INC.

EXCHANGE OFFER FOR

11 3/4% SENIOR SECURED NOTES DUE 2015

FOR

A LIKE PRINCIPAL AMOUNT OF OUTSTANDING

11 3/4% SENIOR SECURED NOTES DUE 2015

Bankrate, Inc. (which we refer to as the Company) is offering, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, to exchange an aggregate principal amount of up to $195,000,000 of outstanding unregistered 11 3/4% senior secured notes due 2015 initially issued by Bankrate, Inc., a Florida corporation (which we refer to as Bankrate Florida) and assumed by the Company in connection with the change in domicile of Bankrate Florida to Delaware (which we refer to as the Reincorporation), for an equal principal amount of outstanding 11 3/4% senior secured notes due 2015. When we refer to outstanding notes, we are referring to the outstanding 11 3/4% senior secured notes due 2015. The registered notes will represent the same debt as the outstanding notes and we will issue the registered notes under the same indenture as the outstanding notes. The Company had issued the outstanding notes in connection with several acquisitions which were executed in 2010, and on June 30, 2011, in accordance with the terms of the Indenture, dated as of July 13, 2010, among Bankrate, Inc., the Guarantors, Wilmington Trust FSB, as trustee, and Wilmington Trust FSB, as collateral agent, governing the outstanding notes (which we refer to as the Indenture), the Company redeemed $105,000,000 of the outstanding notes.

The exchange offer expires at 12:00 midnight, New York City time, at the end of July 28, 2011, unless extended.

Terms of the Exchange Offer

We will issue registered notes for all outstanding notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

You may withdraw tendered outstanding notes at any time prior to the expiration of the exchange offer.

The terms of the registered notes are identical in all material respects (including principal amount, interest rate, maturity and redemption rights) to the outstanding notes for which they may be exchanged, except that the registered notes generally will not be subject to transfer restrictions or be entitled to registration rights and the registered notes will not have the right to earn additional interest under circumstances relating to our registration obligations.

Certain of our subsidiaries will guarantee our obligations under the registered notes, including the payment of principal of, premium, if any, and interest on the notes. These guarantees of the registered notes will be senior unsecured obligations of the subsidiary guarantors. Additional subsidiaries will be required to guarantee the registered notes, and the guarantees of the subsidiary guarantors will terminate, in each case in the circumstances described under Description of the Registered Notes Guarantees.

The exchange of outstanding notes for registered notes pursuant to the exchange offer generally should not constitute a taxable exchange for U.S. federal income tax purposes. See the discussion under the caption Material U.S. Federal Tax Considerations.

There is no existing market for the registered notes to be issued, and we do not intend to apply for listing or quotation on any securities exchange or market.

See Risk Factors beginning on page 19 for a discussion of the factors you should consider in connection with the exchange offer.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Each broker-dealer that receives registered notes for its own account pursuant to this exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of the registered notes. The accompanying letter of transmittal relating to the exchange offer states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended (the Securities Act). This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of registered notes received in exchange for outstanding notes where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. See Plan of Distribution.

The date of this prospectus is June 30, 2011.

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You should rely only on the information contained in this prospectus prepared by us or on our behalf that we have referred you to. We have not authorized anyone to provide you with additional or different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. We are not making an offer of these securities in any state or other jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus is accurate as of any date other than the date of the applicable document regardless of its time of delivery. Our business, financial condition, results of operations or cash flows may have changed since the date of the applicable document.

Industry and Market Data

This prospectus includes industry and trade association data, forecasts and information that we have prepared based, in part, upon data, forecasts and information obtained from independent trade associations, industry publications and surveys and other information available to us. Some data is also based on our good faith estimates, which are derived from management s knowledge of the industry and independent sources, and which we believe to be reliable. Industry publications and surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable. Statements as to our market position are based on market data currently available to us. While we are not aware of any misstatements regarding our industry data and market data presented or relied on herein, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading Risk Factors in this prospectus.

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PROSPECTUS SUMMARY

This summary highlights certain information contained elsewhere in this prospectus. Please read the entire prospectus, including the consolidated financial statements and the related notes and the section entitled Risk Factors, before you decide to invest. In addition, this prospectus includes forward-looking information that involves risks and uncertainties. See Cautionary Statement Concerning Forward-Looking Statements. Except as otherwise indicated herein or as the context otherwise requires, references in this prospectus to the Company or the Issuer is to Bankrate, Inc., a Delaware corporation, references to the Guarantors include CreditCards.com, Inc, CCRD Operating Company, Inc., NetQuote Holdings, Inc. and NetQuote, Inc., and references to Bankrate, we, us and our are to the Company and its consolidated subsidiaries.

Overview

We are a leading publisher, aggregator and distributor of personal finance content on the Internet. We provide consumers with proprietary, fully researched, comprehensive, independent and objective personal finance editorial content across multiple vertical categories including mortgages, deposits, insurance, credit cards, and other categories, such as retirement, automobile loans, and taxes. We also aggregate rate information from over 4,800 institutions on more than 300 financial products. With coverage of nearly 600 local markets in all 50 U.S. states, we generate over 172,000 distinct rate tables capturing on average over three million pieces of information daily. Our comprehensive offering of personal finance content and product research has positioned us as a recognized personal finance authority with over 10,000 attributable media mentions or interviews in 2010, including numerous television features on major networks. Our online network, which consists of *Bankrate.com*, our flagship website, and our other owned and operated personal finance websites, had over 150 million visits in 2010. In addition, we distribute our content on a daily basis to over 175 major online partners and print publications, including some of the most recognized brands in the world.

Our business benefits from the secular shift toward consumer use of the Internet to research and shop for personal finance products. The Internet s unique aggregation capabilities allow consumers to access and research vast amounts of information to efficiently compare prices and enable an informed purchase decision. We believe this is driving consumers to increasingly research and apply online for personal finance products and shift away from more traditional buying patterns. We stand to benefit from this major secular shift as a result of our leading position in the personal finance services markets driven by our strong brands, proprietary and aggregated content, breadth and depth of personal finance products, broad distribution, leading position in algorithmic search results and monetization capabilities.

Founded 35 years ago as a print-based financial and market data research business, Bankrate began moving online in 1996. Since 2004, under the leadership of our current management team, we have strategically broadened and diversified our product, content and consumer offerings through internal development activities and acquisitions. We now offer:

- branded content that educates consumers and financial professionals on a variety of personal finance topics;
- a market leading platform for consumers searching for competitive rates on mortgages, deposits, and money market accounts;
- competitive quotes to consumers for auto, business, home, life, health and long-term care insurance from our leading network of insurance agents and carriers; and
- comparative credit card offers to customers for consumer and business credit cards in the United States, Canada and the United Kingdom through our leading network of credit card websites.

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Our unique content and rate information is distributed through three main sources: our owned and operated websites, online co-brands, and print partners. We own a network of content-rich, proprietary websites focused on specific vertical categories, including mortgages, deposits, insurance, credit cards and other personal finance categories. We also develop and provide web services to over 75 co-branded websites with online partners, including some of the most trusted and frequently visited personal finance sites on the Internet such as Yahoo!, AOL, CNBC and Bloomberg. In addition, we license editorial content to over 100 newspapers on a daily basis including The Wall Street Journal, USA Today, The New York Times, The Los Angeles Times and The Boston Globe.

Our primary sources of revenue are display advertising, performance-based advertising and lead generation. In 2010, we generated pro forma revenue of $300.9 million, pro forma Adjusted EBITDA of $93.0 million, net loss of $21.5 million, and cash flow from operating activities of $31.1 million. During the first quarter of 2011, we generated revenue of $99.1 million, Adjusted EBITDA of $30.9 million, net income of $5.1 million, and cash flow from operating activities of $(1.7) million. See Summary Historical and Pro Forma Financial Data for a reconciliation of pro forma Adjusted EBITDA to net income.

Recent History

After 10 years as a public company, we were acquired on August 25, 2009 by Ben Holding S.à r.l., an entity wholly owned by investment funds advised by Apax Partners, L.P. and Apax Partners LLP (the Bankrate Acquisition). Since then, we have executed several acquisitions, including two significant and strategically important acquisitions in NetQuote Holdings, Inc. and CreditCards.com, Inc. (the 2010 Acquisitions), enabling us to strengthen our offering to both advertisers seeking high quality leads and consumers who are looking for a comprehensive suite of financial products. These acquisitions have strengthened our position through increased selection of products and increased scale of our audience resulting in greater appeal to personal financial services partners and greater spending per partner.

Industry

The Internet has evolved into one of the most effective and comprehensive sources for personal finance content. Traditionally, consumers used sources of information such as word-of-mouth, referrals, newspapers, mortgage guides, insurance brokers and agents to research and address their financial needs. However, these approaches are often time consuming, error prone, and not transparent. Widespread access to the Internet and availability of content and the benefits associated with shopping and researching online has allowed consumers to increasingly rely on the Internet for their financial shopping needs. Using the Internet, consumers can search for and compare financial products and services across multiple sites and choose the right alternative for them. According to an industry study, over 60% of financial services consumers conducted research online and 37% of consumers who conducted research online also applied for a financial product online.

Companies have expanded their online marketing efforts to reach this large and growing online audience cost-effectively. As website traffic grows, online advertising continues to grow as a share of overall advertising. This secular shift is expected to continue in the United States as ZenithOptimedia estimates that online advertising will grow at a compound annual rate of 15% from 2010 through 2013. ZenithOptimedia also estimates that as of 2010 only 15% of total advertising spend in the United States has moved online. We believe our business will continue to benefit as the percentage of advertising dollars spent online increases to reflect the greater amount of media consumed online.

As the economy and job markets recover, the personal financial services market is well-positioned to continue to rebound. Since demand for financial services is generally correlated to the growth of the economy, financial institutions online and traditional marketing spend is expected to increase as a result. For example, in 2010, major credit card companies increased advertising and lead generation spending after significantly cutting their budgets in 2008 and 2009.

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We believe our end markets are well positioned to experience healthy growth in the coming years given the increasing use of the Internet, the shift in advertising spend from offline to online, the anticipated economic rebound and improving macroeconomic trends.

Our Solution

We provide consumers and institutions with a comprehensive personal finance marketplace through our leading content-rich flagship website, *Bankrate.com*, and our other branded personal finance destination websites. We allow consumers to shop for a wide variety of financial products and services online, including mortgages, deposit accounts, insurance products and credit cards. We offer fully researched, independent and objective financial content to our consumers through an easy-to-use web interface. We offer our advertisers access to a high quality ready-to-transact visitor base. We understand the importance of critical financial decisions and have designed our solutions to provide relevant information, content and advice to consumers to help them make the right decisions more efficiently and conveniently.

Our brand and the scale and quality of our content have helped us attract increasing numbers of ready-to-transact consumers over the years. As more consumers visited and researched personal finance products on our websites, more financial institutions listed their products and services with us. The combination of more consumers seeking personal finance products online and more companies providing more products and services increases the quality, depth and breadth of our offerings and attracts even more consumers, advertisers and institutions as a result. Additionally, the prominence of our brands, the quality of our content, the engineering architecture of our site, and many other factors that drive relevance have generally resulted in prominent placement in financial services search results for the leading search engines. This increased distribution via algorithmic search provides additional traffic to our website, again further attracting more partners and resulting in increased selection of personal finance products and more content. This virtuous cycle has enabled us to reinforce our leadership position and achieve a loyal advertiser and consumer base.

Our Strengths

Market Leader for Personal Finance Content. We are a market leading publisher, aggregator, and distributor of personal finance content on the Internet. We believe our leading position will continue to enable us to take advantage of the secular shift to the Internet as a source of personal finance solutions.

Leading Consumer Brands. We have built strong, recognizable and highly trusted brands over our 35 year history. We believe this is an important competitive differentiator. Furthermore, the strength of our brand has permitted us to be a partner of choice for other leading personal finance content providers.

High Quality, Proprietary Content. We provide consumers with proprietary, fully researched, comprehensive, independent and objective personal finance content, data and tools. Our editorial staff of 33 editors and reporters, 90 freelancers and 15 expert columnists delivers best in class content and provides news and advice through over 150 new articles per week on top of over 50,000 stories in our database. We also aggregate rate information from over 4,800 institutions and have broadened the focus to more than 300 financial products in nearly 600 local markets. In addition, we generate 172,000 distinct rate tables capturing on average over three million pieces of information on a daily basis. The competency of creating unique content would be challenging for others to replicate.

Significant Selection, Breadth and Depth of Offering. Bankrate provides both a broad range of personal finance services products across numerous vertical categories including mortgages, deposits, insurance, credit cards, and other personal finance categories, including retirement, automobile loans, and taxes, as well as great depth of selection in each category. Our selection both across and within these categories is a key differentiator in the value proposition to personal financial service shoppers.

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Superior Distribution Platforms. Our unique content and rate information is distributed through three main sources: owned and operated websites, online co-brands, and print partners. This distribution network enables us to drive large amounts of high quality traffic to our network while increasing our brand awareness in an extremely cost-effective way.

Diverse Monetization Opportunities and Strong Cash Flow. Our primary sources of revenue are display advertising, performance-based advertising and lead generation. The multiple ways to monetize a given page view or unique visitor to our site, combined with a highly scalable infrastructure and low capital expenditure or working capital needs, results in strong cash flow conversion.

Strong, Experienced Management Team. Our management team has an in-depth understanding of the online media and personal finance industries as well as extensive experience growing companies profitability, both organically and through acquisitions.

Our Growth Strategy

Maintain Leadership as a Trusted and Authoritative Source for Personal Finance Content. We are focused on maintaining our position as a leading destination platform for personal finance information. As consumers increase their usage of the Internet as a tool for personal finance needs, we intend to maintain and improve our position in online comparative research for mortgages, deposit products, insurance and credit cards and potentially in additional vertical personal finance markets.

Increase Traffic to Our Network. We believe our unique and differentiated content offering, the strength of our brands and our marketing efforts will allow us to drive substantial traffic to our online network. We intend to continue to focus on efforts that explicitly drive traffic to our websites including search engine optimization, public relations, print partnerships, increasing the size of our co-brand partner network, and limited, high return on investment, paid search efforts.

Continue to Increase Monetization of Our Traffic. By advertising on our online network, banks, brokers, insurance companies, credit card issuers and other advertisers are accessing targeted, quality consumers poised to engage in a high-value transaction. We intend to continuously enhance our product offering and targeting capabilities to advertisers to ensure we are increasing our monetization of content and traffic.

Develop New Products that Increase the Quality of Our Offering to Consumers, Advertisers and Partners. By enhancing and expanding our product set, we seek to maintain our industry leadership. The key goals of all of our product development efforts are to satisfy consumers, drive traffic, increase monetization and increase affiliate and partner opportunities.

Pursue Additional Strategic Acquisitions. Acquiring companies opportunistically is a strategic core competency for us. We believe our industry relationships allow us to identify specialized companies that are attractive acquisition candidates. We intend to continue to pursue strategic growth opportunities that complement our online network to cost-effectively gain market share, expand into vertical categories and strengthen our content portfolio.

Restructuring

The Company consummated an initial public offering of shares of common stock on June 22, 2011 (the Initial Public Offering). The Initial Public Offering is further described in the Company s Registration Statement on Form S-1 (the Initial Public Offering Registration Statement) initially filed with the Securities and Exchange Commission (the SEC) on April 15, 2011 and declared effective by the SEC on June 16, 2011. In addition, on June 30, 2011, in accordance with the terms of the Indenture, the Company used $123 million of the proceeds from the Initial Public Offering to redeem $105,000,000 aggregate principal amount of the outstanding notes (the Notes Redemption) and to pay interest accrued on that portion of the outstanding notes up to but not including the date of redemption.

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The Company is a Delaware corporation and prior to the consummation of the Initial Public Offering BEN Holdings, Inc., a Delaware corporation (Holdings) owned 100% of the Company s equity interests. Prior to the consummation of the Initial Public Offering, each share of common and preferred stock of Holdings outstanding at such time was exchanged for new shares of a single class of common stock of Holdings (the Recapitalization). In addition, following the Recapitalization and prior to the consummation of the Initial Public Offering, Holdings merged with and into the Company, with the Company surviving (the Merger). In the Merger, each share of the new Holdings common stock converted into shares of common stock of the Company, and all outstanding shares of Company common and preferred stock outstanding immediately prior to the Merger were cancelled. The consummation of the Initial Public Offering was premised on the prior consummation of the Recapitalization and the Merger. As a result of the Recapitalization and the Merger, Holdings shareholders received between 80.1 and 83.6 shares of the Company s common stock for each share of their preferred stock of Holdings, between 157.6 and 171.0 shares for each share of their Class A Common Stock of Holdings and between 31.9 and 32.1 shares for each share of their Class B Common Stock of Holdings outstanding immediately prior to the Recapitalization. The surviving corporation in the Merger retained the name Bankrate, Inc.

In connection with the Merger and the Initial Public Offering, the Company entered into a Fourth Amended and Restated Stockholders Agreement that provides the Company s existing direct and indirect stockholders with certain rights, including rights of Ben Holding S.à r.l., our majority stockholder which is, in turn, controlled by the Apax VII Funds (as defined below), to nominate board members and to cause the subsequent registration of additional shares of common stock. Pursuant to this agreement, immediately following the Initial Public Offering, Ben Holding S.à r.l. has the right to nominate a majority of the members of our board of directors, which will initially be four out of seven members. All parties to this agreement, who in the aggregate own 77% of our outstanding common stock immediately following the Initial Public Offering, are obligated to vote for the election of such nominees. See Certain Relationships and Related Party Transactions below.

From time to time in this prospectus, we refer to the Initial Public Offering, the Recapitalization, the Merger and this exchange offer (the Exchange Offer) collectively as the Transactions.

Principal Stockholders

Apax Partners is one of the world s leading private equity investment groups. It operates across the United States, Europe and Asia and has more than 35 years of investing experience. Funds under the advice and management of Apax Partners globally total over $35.0 billion. These funds provide long-term equity financing to build and strengthen world-class companies. Funds advised by Apax Partners invest in companies across its global sectors of Tech & Telecom, Retail & Consumer, Media, Healthcare and Financial & Business Services. See Certain Relationships and Related Party Transactions and Security Ownership of Certain Beneficial Owners and Management and the documents referred to herein for more information with respect to our relationship with funds advised by Apax Partners.

Interests of Related Persons

Ben Holding S.à r.l., Apax Partners, L.P. and certain of our directors and executive officers received cash, common stock, or other consideration as a result of the Initial Public Offering as described below. The underwriters of the Initial Public Offering have exercised their option to purchase an additional 2,994,455 shares of our common stock and have consummated this sale.

Each of the Company s executive officers participates in our Exit Event Incentive Bonus Plan, pursuant to which participants receive bonuses if, among other things, the Apax VII Funds receive a specified rate of return in an initial public offering. However, under the assumptions above, no bonuses will be paid under this plan. For

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more detail on the terms of the Exit Incentive Bonus Plan, see Compensation Discussion and Analysis Exit Event Incentive Bonus Plan below.

Each of the Company s executive officers holds unvested shares of Class B Common Stock of Holdings which vested in connection with the Initial Public Offering. Messrs. Boyd, Evans, DiMaria, Hoogterp, Ricciardelli and Ross realized value equal to $544,253, $16,801,957, $6,720,783, $3,367,139, $3,367,139 and $6,734,278, respectively.

Pursuant to a pre-existing Material Event Investment Advisory Agreement with Apax Partners L.P. and related advisory arrangements, Apax Partners L.P. and certain of the Company s directors and executive officers received payments in connection with the Initial Public Offering. For more detail, see Certain Relationships and Related Party Transactions Material Event Investment Advisory Agreement. Under these advisory arrangements, Apax Partners L.P. and Messrs. Morse, Boyd, Evans, DiMaria, Hoogterp, Ricciardelli and Ross received payments equal to $34,700,220, $2,361,468, $6,531, $300,979, $11,079, $8,361, $2,341 and $6,688, respectively.

Ben Holding S.à r.l. and certain of our directors and executive officers held shares of one or more of the Holdings preferred stock, Class A Common Stock, or Class B Common Stock prior to the consummation of the Initial Public Offering. These shares were exchanged for and converted into common shares of the Company in the Recapitalization and Merger. For more detail, see Certain Relationships and Related Party Transactions The Recapitalization and Merger . As a result of the Recapitalization and Merger, Ben Holding S.à r.l. and Messrs. Morse, Boyd, Evans, DiMaria, Hoogterp, Ricciardelli and Ross received 77,111,599, 5,247,708, 50,797, 1,788,972, 472,673, 243,055, 229,678 and 463,815 shares of common stock of the Company, respectively.

Ben Holding S.à r.l. and certain of our directors and executive officers sold shares of the Company s common stock in the Initial Public Offering. For more detail, see Security Ownership of Certain Beneficial Owners and Management. After expenses, Ben Holding S.à r.l. and Messrs. Morse, Boyd, Evans, DiMaria, Hoogterp, Ricciardelli and Ross received proceeds of $130,213,965, $8,861,512, $69,499, $2,519,346, $665,647, $684,569, $646,894 and $1,306,351, respectively from the sale of their shares of common stock in the Initial Public Offering.

Prior to the consummation of the Initial Public Offering, the Company granted approximately 120,135 shares of restricted stock to its employees under its new long-term incentive plan, which will vest over a one-year period (subject to continued employment through the vesting date). Of these shares, Messrs. DiMaria, Hoogterp, Ricciardelli and Ross received awards of 2,706 each. In addition, the Company granted to certain of its employees options exercisable for 5,000,000 shares of our common stock, which will vest over a four-year period (subject to continued employment). Messrs. Pinola, Evans, DiMaria, Hoogterp, Ricciardelli and Ross received options exercisable for 10,000, 995,000, 550,000, 300,000, 300,000 and 400,000 shares, respectively.

Subsequent Developments

On June 10, 2011, we entered into a senior secured revolving credit agreement (the Credit Agreement), pursuant to which up to $30,000,000 of tranche A senior secured revolving loans (the Tranche A Revolving Credit Facility) and up to $70,000,000 of tranche B senior secured revolving loans (the Tranche B Revolving Credit Facility and, together with the Tranche A Revolving Credit Facility, the Revolving Credit Facilities) were made available to the Company, as borrower, from time to time upon its request and satisfaction of certain conditions. The obligations under such credit facilities are equally and ratably secured by liens on the same collateral that secures our Senior Secured Notes (it being understood that upon any enforcement of remedies resulting in the realization of proceeds from such collateral, up to $30.0 million of revolving loans under such credit facilities would be paid in full first before applying any such amount to pay the Senior Secured Notes and the remaining revolving loans under such credit facilities on a pari passu basis). The agreements governing such

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credit facilities contain terms generally commensurate with issuers of the same debt rating, and our ability to draw down any such credit facilities is subject to limitations in the Indenture applicable to the incurrence of indebtedness. See Description of Other Indebtedness for more information regarding the Revolving Credit Facilities.

Risk Factors

Participating in this exchange offer involves substantial risk. Our ability to execute our strategy also is subject to certain risks. The risks described under the heading Risk Factors immediately following this summary may cause us not to realize the full benefits of our strengths or may cause us to be unable to successfully execute all or part of our strategy. Some of the more significant challenges and risks include the following:

- our dependence on online advertising revenue;
- intense competitive pressures in the Company s industry;
- dependence on Internet search engines and the prominence of the Company s websites in search results;
- exposure to interest rate volatility;
- rapidly-changing technologies and industry standards and technical challenges;
- reliance on the Company s brands; and
- the Company s significant leverage and restrictions on operations under the Indenture.

Before you participate in this offering, you should carefully consider all the information in this prospectus, including matters set forth under the heading Risk Factors.

Additional Information

Bankrate was founded in 1976 and Bankrate, Inc. was incorporated in the State of Delaware in 2011. Our principal executive offices are located at 11760 U.S. Highway One, Suite 200, North Palm Beach, Florida 33408, and our main telephone number is (561) 630-2400.

We also maintain an Internet site at *www.bankrate.com.* **Our website and the information contained therein or connected thereto shall not be deemed to be incorporated into this prospectus or the registration statement of which this prospectus forms a part, and you should not rely on any such information in deciding whether to purchase our securities.**

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Summary Terms of the Exchange Offer

The following is a brief summary of the terms of the exchange offer. For a more complete description of the exchange offer, see Exchange Offer.

The Exchange Offer	The Company is offering to exchange an aggregate principal amount of up to \$195,000,000 of outstanding unregistered 11 $^{3}/4$% senior secured notes due 2015 initially issued by Bankrate Florida, and assumed by the Company in connection with the Reincorporation, for an equal principal amount of outstanding 11 $^{3}/4$% senior secured notes due 2015.
Expiration of the Exchange Offer; Withdrawal of Tender	The exchange offer will expire at 12:00 midnight, New York City time, at the end of July 28, 2011, unless extended. The Company does not currently intend to extend the expiration of the exchange offer. You may withdraw your tender of outstanding notes in the exchange offer at any time before the expiration of the exchange offer. Any outstanding notes not accepted for exchange for any reason will be returned without expense to you promptly after the expiration or termination of the exchange offer.
Conditions to the Exchange Offer	The exchange offer is not conditioned upon any minimum aggregate principal amount of outstanding notes being tendered for exchange. The exchange offer is subject to customary conditions, which we may waive. See Exchange Offer Conditions for more information regarding the conditions to the exchange offer.
Procedures for Tendering Notes	To tender outstanding notes you must deliver a letter of transmittal and deliver the outstanding notes to the exchange agent. If you hold certificated notes, delivery may be made by enclosing the certificate or following the guaranteed delivery procedure described below. If you hold uncertificated notes, delivery of the outstanding notes may be made by book-entry transfer to the exchange agent s account at the Depository Trust Company (DTC). If you hold your notes in book-entry form through DTC, then in lieu of the procedure for physical delivery of a letter of transmittal and delivery of outstanding notes, you may follow the procedures for the DTC s Automated Tender Offer Program (ATOP).
	Specifically, to accept the exchange offer by delivery of a letter of transmittal and outstanding notes:
	you must complete, sign and date the letter of transmittal, or a facsimile of the letter of transmittal, have the signature on the letter of transmittal guaranteed if the letter of transmittal so requires and deliver the letter of transmittal or facsimile to the exchange agent, including all the required documents, prior to the expiration of the exchange offer; and
	either:

the exchange agent must receive the outstanding notes along with the letter of transmittal; or

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- the exchange agent must receive, before expiration of the exchange offer, timely confirmation of book-entry transfer of outstanding notes into the exchange agent s account at DTC, according to the procedure for book-entry transfer described in Exchange Offer Methods of Delivering Outstanding Notes Book-Entry Transfer ; or

- you must comply with the guaranteed delivery procedures described in Exchange Offer Methods of Delivering Outstanding Notes Guaranteed Delivery Procedures.

If you hold your outstanding notes in book-entry form through DTC, in lieu of the above procedures:

- you may instruct DTC, in accordance with the ATOP system, to transmit on your behalf a computer-generated message to the exchange agent in which the holder of the outstanding notes acknowledges and agrees to be bound by the terms of the letter of transmittal, which computer-generated message must be received by the exchange agent prior to 12:00 midnight, New York City time, at the end of the expiration date; and

- the exchange agent must receive, before expiration of the exchange offer, timely confirmation of book-entry transfer of outstanding notes into the exchange agent s account at DTC, according to the procedure for book-entry transfer described in Exchange Offer Methods of Delivering Outstanding Notes Book-Entry Transfer.

Special Procedures for Beneficial Owners

If you are a beneficial owner whose outstanding notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you want to tender outstanding notes in the exchange offer, you should contact the registered owner promptly and instruct the registered holder to tender on your behalf. If you wish to tender on your own behalf, you must, before completing and executing the letter of transmittal and delivering your outstanding notes, either make appropriate arrangements to register ownership of the outstanding notes in your name or obtain a properly completed bond power from the registered holder. See Exchange Offer Procedures for Tendering.

Guaranteed Delivery Procedures

If you wish to tender your outstanding notes, and time will not permit your required documents to reach the exchange agent by the expiration of the exchange offer, or the procedure for book-entry transfer cannot be completed on time, you may tender your outstanding notes under the procedures described under Exchange Offer Guaranteed Delivery Procedures.

Consequences of Failure to Exchange

Any outstanding notes that are not tendered in the exchange offer, or that are not accepted in the exchange, will remain subject to the restrictions on transfer set forth in the Indenture and described in the Offering Memorandum dated June 29, 2010. Since the outstanding

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notes have not been registered under the U.S. federal securities laws, you will not be able to offer or sell the outstanding notes except under an exemption from the requirements of the Securities Act or unless the outstanding notes are registered under the Securities Act. Upon the completion of the exchange offer, we will have no further obligations, except under limited circumstances, to provide for registration of the outstanding notes under the U.S. federal securities laws. See Exchange Offer Consequences of Failure to Tender.

Material U.S. Federal Tax Considerations

The exchange of outstanding notes for registered notes pursuant to the exchange offer generally should not constitute a taxable exchange for U.S. federal income tax purposes. See Material U.S. Federal Tax Considerations.

Transferability

Under existing interpretations of the Securities Act by the staff of the SEC contained in several no-action letters to third parties, and subject to the immediately following sentence, we believe that the registered notes will generally be freely transferable by holders after the exchange offer without further compliance with the registration and prospectus delivery requirements of the Securities Act (subject to certain representations required to be made by each holder of outstanding notes, as set forth under Exchange Offer Procedures for Tendering). However, any holder of outstanding notes who:

- is one of our affiliates (as defined in Rule 405 under the Securities Act),
- does not acquire the registered notes in the ordinary course of business,
- distributes, intends to distribute, or has an arrangement or understanding with any person to distribute the registered notes as part of the exchange offer, or
- is a broker-dealer who purchased outstanding notes from us in the initial offering of the outstanding notes for resale pursuant to Rule 144A or any other available exemption under the Securities Act,

will not be able to rely on the interpretations of the staff of the SEC, will not be permitted to tender outstanding notes in the exchange offer and, in the absence of any exemption, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the registered notes.

The Company s belief that transfers of registered notes would be permitted without registration or prospectus delivery under the conditions described above is based on SEC interpretations given to other, unrelated issuers in similar exchange offers. We cannot assure you that the SEC would make a similar interpretation with respect to our exchange offer. We will not be responsible for or indemnify you against any liability you may incur under the Securities Act.

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	Each broker-dealer that receives registered notes for its own account under the exchange offer in exchange for outstanding notes that were acquired by the broker-dealer as a result of market-making or other trading activity must acknowledge that it will deliver a prospectus in connection with any resale of the registered notes. See Plan of Distribution.
Use of Proceeds	We will not receive any cash proceeds from the issuance of the registered notes pursuant to the exchange offer.
Exchange Agent	Wilmington Trust FSB is the exchange agent for the exchange offer. The address and telephone number of the exchange agent are set forth under Exchange Offer Exchange Agent.

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Summary Terms of the Registered Notes

The summary below describes the principal terms of the registered notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Registered Notes section of this prospectus contains a more detailed description of the terms and conditions of the registered notes.

The registered notes will be identical in all material respects to the outstanding notes for which they have been exchanged, except:

- the offer and sale of the registered notes will have been registered under the Securities Act, and thus the registered notes generally will not be subject to the restrictions on transfer applicable to the outstanding notes or bear restrictive legends;
- the registered notes bear a different CUSIP number from the outstanding notes;
- the registered notes will not be entitled to registration rights, and
- the registered notes will not have the right to earn additional interest under circumstances relating to our registration obligations.

Issuer	Bankrate, Inc., a Delaware corporation.
Registered Notes Offered	\$195,000,000 aggregate principal amount of 11 $^{3}/4$% Senior Secured Notes due 2015.
Guarantees	The registered notes will be unconditionally guaranteed jointly and severally on a senior secured basis by each of our existing and future domestic restricted subsidiaries, other than by certain immaterial subsidiaries (the Guarantors). Additional subsidiaries will be required to guarantee the notes, and the guarantees of the Guarantors with respect to the notes will terminate, in each case in the circumstances set forth under Description of Registered Notes Guarantees.
Security	The registered notes and related guarantees will be secured by liens on substantially all of our and the Guarantors assets, now owned or acquired in the future, subject to certain exceptions. See the section entitled Description of Registered Notes Collateral and Security Documents.
Maturity	The registered notes will mature on July 15, 2015.
Interest Rates	The registered notes will accrue interest at 11 $^{3}/4$% per annum, payable semiannually in arrears on July 15 and January 15 of each year, commencing on July 15, 2011. Interest on each registered note will accrue from the last interest payment date on which interest was paid on the old note surrendered in exchange therefor.
Interest Payment Dates	July 15 and January 15 of each year, beginning July 15, 2011.

Ranking	The notes and the guarantees will be the Company s and the Guarantors first-priority senior secured obligations and will:
	rank equally in right of payment to any of our and the Guarantors existing and future senior indebtedness but, together with any other

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	secured obligations, effectively senior in right of payment to our existing and future unsecured obligations to the extent of the value of the collateral;
	rank senior in right of payment with all of our and the Guarantors existing and future subordinated indebtedness and other obligations that expressly provide for their subordination to the notes and the guarantees;
	be effectively subordinated in right of payment to all of our and the Guarantors existing and future secured indebtedness secured by assets that are not part of the collateral that is securing the notes, to the extent of the value of such assets; and
	be effectively subordinated to the Tranche A Revolving Credit Facility (or any future replacement thereof) in an aggregate principal amount of up to $30.0 million, hedging obligations owed to lenders thereunder and cash management obligations to the extent of the value of the assets secured thereby and structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of our non-guarantor subsidiaries.
Optional Redemption	On or after July 15, 2013, the Company may redeem some or all of the notes at a premium that will decrease over time as set forth in this registration statement, plus accrued and unpaid interest to the date of redemption. Prior to July 15, 2013, the Company may, at the Company s option, redeem up to 35% of the aggregate principal amount of the notes at the premiums set forth in this registration statement, plus accrued and unpaid interest, if any, to the date of redemption with the proceeds of certain equity offerings and the Company has used proceeds from the Initial Public Offering to redeem $105.0 million aggregate principal amount of notes. In addition, the Company may, at its option, redeem some or all of the notes at any time prior to July 15, 2013, by paying a make whole premium, plus accrued and unpaid interest, if any, to the date of redemption. See Description of Registered Notes Optional Redemption.
Change of Control	If the Company experiences a change of control, the holders of the notes will have the right to require us to purchase their notes at a price in cash equal to 101% of the principal amount thereof, together with accrued and unpaid interest, if any, to the date of purchase. See the sections entitled Description of the Registered Notes Repurchase at the Option of Holders Change of Control and Risk Factors Risks Related to the Notes We may be unable to repurchase the notes upon a change of control or asset sale.
Asset Sale Offer	Upon certain asset sales, the Company may be required to offer to use the net proceeds of the asset sale to purchase some of the notes at 100% of the principal amount thereof, together with accrued and unpaid interest, if any, to the date of purchase. See the sections

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entitled Description of the Registered Notes Repurchase at the Option of Holders Asset Sales and Risk Factors Risks Related to the Notes We may be unable to repurchase the notes upon a change of control or asset sale.

Certain Covenants

The Indenture contains covenants limiting our ability and our subsidiaries ability to:

- incur additional debt and issue disqualified stock;
- pay dividends or make other restricted payments;
- prepay, redeem or repurchase capital stock or subordinated debt;
- transfer or sell assets;
- make investments;
- enter into transactions with our affiliates;
- create or incur liens; and
- merge or consolidate with any other person.

However, each of these covenants is subject to certain exceptions. You should read Description of Registered Notes Covenants for a description of these covenants.

Form and Denominations

We will issue the registered notes in fully registered form in denominations of $2,000 and integral multiples of $1,000 in excess thereof. Each of the registered notes will be represented by one or more global securities registered in the name of a nominee of The Depository Trust Company, or DTC. You will hold a beneficial interest in one or more of the notes through DTC, and DTC and its direct and indirect participants will record your beneficial interest in their books. Except under limited circumstances, we will not issue certificated registered notes.

Further Issuances

We may create and issue additional notes ranking equally with the registered notes and the outstanding notes and otherwise similar in all respects (other than the issue date and public offering price or the first payment of interest following the issue date of such further notes). These additional notes will be treated as a single class, including waivers, amendments and redemptions.

Absence of Public Market for the Registered Notes	The registered notes generally are freely transferable but are also new securities for which there will not initially be a market. Accordingly, there can be no assurance as to the development or liquidity of any market for the registered notes.
Risk Factors	See Risk Factors for a discussion of some of the key factors you should carefully consider before deciding to exchange your outstanding notes for registered notes.

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SUMMARY HISTORICAL AND PRO FORMA FINANCIAL DATA

The following table presents our summary historical and pro forma financial data and certain other statistical data. The summary historical consolidated financial data as of and for each of the periods ended December 31, 2009 and 2010 and statement of operations and cash flow data for the year ended December 31, 2008 and the period ended August 24, 2009 have been derived from our audited consolidated financial statements, included elsewhere in this prospectus. As a result of the Bankrate Acquisition, our financial results were separately presented in our financial statements for the Predecessor entity for periods prior to the acquisition date of August 25, 2009 and for the Successor entity for periods after the acquisition date of August 25, 2009. As a result, periods prior to August 25, 2009 are not necessarily comparable to periods after that date. The summary historical balance sheet data as of December 31, 2008 and August 24, 2009 have been derived from our audited consolidated financial statements, not included in this prospectus.

The summary historical consolidated financial data as of and for each of the periods ended March 31, 2010 and 2011 have been derived from our unaudited interim condensed consolidated financial statements, included elsewhere in this prospectus. The operating results for the three months ended March 31, 2010 and 2011 include all adjustments, consisting of only normal and recurring adjustments, that we consider necessary for a fair statement of the results of such interim periods. The interim results are not necessarily an indication of the results for the full year.

The unaudited pro forma consolidated statement of operations data for the period ended December 31, 2010, which gives effect to the 2010 Acquisitions, the issuance of the Notes on July 13, 2010, the Transactions and the Notes Redemption as if they had occurred on January 1, 2010, and the pro forma consolidated balance sheet data as of March 31, 2011, which gives effect to the Recapitalization and Merger, the Initial Public Offering, payment of expenses in connection with the Exchange Offer and the Notes Redemption as if they had occurred on March 31, 2011, have been derived from our historical audited consolidated financial statements and the unaudited interim condensed consolidated financial statements of NetQuote Holdings, Inc. and CreditCards.com, Inc. for the period from January 1, 2010 to June 30, 2010 included elsewhere in this prospectus and the unaudited interim condensed consolidated financial statements of NetQuote Holdings, Inc. and CreditCards.com not included in this prospectus. This pro forma information does not purport to represent what our results of operations or financial position would have been if the 2010 Acquisitions, the issuance of the Notes, the Transactions and the Notes Redemption had occurred as of the dates indicated or what those results will be for future periods. Our historical results included below and elsewhere in this prospectus are not necessarily indicative of our future performance.

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The historical consolidated financial data and other statistical data presented below should be read in conjunction with our consolidated financial statements and the related notes thereto, included elsewhere in this prospectus, and the sections entitled Unaudited Pro Forma Condensed Consolidated Financial Statements and Management s Discussion and Analysis of Financial Condition and Results of Operations. Our consolidated financial information may not be indicative of our future performance. The Initial Public Offering was completed on June 22, 2011 and the Notes Redemption was completed on June 30, 2011.

	Predecessor		Successor			Successor	
($ in thousands, except per share data)	**Year ended December 31, 2008(1)**	**Period from January 1, 2009 through August 24, 2009**	**Period from August 25, 2009 through December 31, 2009**	**Year ended December 31, 2010(2)**	**Pro Forma Year Ended December 31, 2010(3) (unaudited)**	**Three months ended March 31, 2010(4) (unaudited)**	**Three months ended March 31, 2011(5) (unaudited)**
Statement of Operations Data:							
Revenue	$ 166,855	$ 87,646	$ 43,837	$ 220,598	$ 300,887	$ 34,460	$ 99,078
Cost of revenue, excluding stock based compensation	64,132	35,333	18,669	85,326	114,663	14,184	37,949
Stock based compensation cost of revenue	1,963	2,958					
Gross margin	100,760	49,355	25,168	135,272	186,224	20,276	61,129
Operating expenses:							
Sales	6,891	4,566	2,555	8,624	10,892	1,994	2,951
Marketing	12,437	5,958	3,629	23,672	39,371	2,654	16,073
Product development	6,067	4,336	2,546	8,722	11,699	1,821	3,387
General and administrative	19,242	10,919	5,905	22,982	31,288	4,561	7,842
Stock based compensation	11,454	19,556					
Acquisition related expenses and related party fees		34,562	2,419	17,390	148	959	1,473
Restructuring charges				3,288	3,568	660	
Impairment charges	2,433						
Legal settlements				1,646	1,495		
Depreciation and amortization	9,134	8,294	9,789	35,226	45,207	7,019	10,846
	67,658	88,191	26,843	121,550	143,668	19,668	42,572
Income (loss) from operations	33,102	(38,836)	(1,675)	13,722	42,556	608	18,557
Other expense				(306)	(306)		
Interest income (expense), net	1,562	30	(12,386)	(38,711)	(27,954)	(8,934)	(9,397)
Income (loss) before income taxes	34,664	(38,806)	(14,061)	(25,295)	14,296	(8,326)	9,160
Income tax expense (benefit)	15,043	(4,222)	(5,620)	(3,768)	9,083	(3,154)	4,099
Net income (loss)	$ 19,621	$ (34,584)	$ (8,441)	$ (21,527)	$ 5,213	(5,172)	5,061
Accumulated preferred dividend				(17,404)			(9,268)
Net income (loss) attributable to common stockholders	$ 19,621	$ (34,584)	$ (8,441)	$ (38,931)	$ 5,213	$ (5,172)	$ (4,207)
Basic and diluted income (loss) per share:							
Basic	$ 1.04	$ (1.83)	$ (0.30)	$ (0.70)	$ 0.05	$ (0.18)	$ (0.05)
Diluted	1.01	(1.83)	(0.30)	(0.70)	0.05	(0.18)	(0.05)

Weighted average common shares outstanding:							
Basic	18,848,125	18,862,259	28,214,590	55,933,608	96,128,697	28,214,590	87,379,865
Diluted	19,498,209	18,862,259	28,214,590	55,933,608	96,128,697	28,214,590	87,379,865
Other Financial Data:							
EBITDA(6)	$ 42,236	$ (30,542)	$ 8,114	$ 48,642	$ 87,457	$ 7,627	$ 29,403
Adjusted EBITDA(6)	58,086	26,534	10,533	71,272	92,974	9,246	30,876

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($ in thousands, except per share data)	Predecessor Year ended December 31, 2008(1)	Predecessor Period from January 1, 2009 through August 24, 2009	Successor Period from August 25, 2009 through December 31, 2009	Successor Year ended December 31, 2010(2)	Pro Forma Year Ended December 31, 2010(3) (unaudited)	Successor Three months ended March 31, 2010(4) (unaudited)	Successor Three months ended March 31, 2011(5) (unaudited)
Balance Sheet Data:							
Cash and cash equivalents	$ 46,055	$ 59,310	$ 77,642	$ 114,754	$ 44,014	$ 71,384	$ 36,345
Working capital	48,874	60,754	26,554	63,333	76,400	18,940	65,463
Intangible assets, net	83,347	76,533	224,372	365,745	356,164	226,428	356,164
Goodwill	101,856	101,886	349,749	559,168	573,587	349,974	573,587
Total assets	270,750	289,640	705,431	1,123,819	1,069,260	692,281	1,064,483
Total stockholders equity	248,430	237,927	322,058	624,248	741,006	316,886	629,516

(1) Includes the acquired assets and liabilities of Blackshore Properties, Inc. (owner of *Bankaholic.com*), LinkSpectrum Co. (owner of *CreditCardGuide.com*), InsureMe, Inc. (owner of *InsureMe.com*) and Lower Fees, Inc. (owner of *FeeDisclosure.com*) from the respective dates of acquisition.
(2) Includes the acquired stock of NetQuote Holdings, Inc. (owner of *NetQuote.com*) and *CreditCards.com*, Inc. (owner of *CreditCards.com*), and acquired assets and liabilities of InfoTrak National Data Services, Jim Wang Enterprises, LLC (owner of *Bargaineering.com*) and InsuranceQuotes.com Development, LLC (owner of *InsuranceQuotes.com*) from the respective dates of the acquisition.
(3) The balance sheet data is as of March 31, 2011.
(4) Includes the acquired assets and liabilities of Jim Wang Enterprises, LLC (owner of Bargaineering) from the date of the acquisition.
(5) Includes the acquired assets and liabilities of Trouvé Media, Inc. from the date of the acquisition.
(6) EBITDA represents net income (loss) before income tax (benefit) expense, interest expense (income), net and depreciation and amortization. Adjusted EBITDA represents EBITDA before stock based compensation, impairment charges, acquisition related expenses and related party fees, restructuring charges, legal settlements (net), and loss on sale of *Savingforcollege.com*. EBITDA and Adjusted EBITDA are supplemental measures of our performance and are not measurements of our financial performance under GAAP and should not be considered as alternatives to net income or other performance measures derived in accordance with GAAP, or as alternatives to cash flow from operating activities as measures of our liquidity. In addition, our measurements of EBITDA and Adjusted EBITDA may not be comparable to similarly titled measures of other companies. Management believes that the presentation of EBITDA and Adjusted EBITDA included in this prospectus provides useful information to investors regarding our results of operations because they assist in analyzing and benchmarking the performance and value of our business. The following table reconciles our net income (loss) to EBITDA and EBITDA to Adjusted EBITDA for the periods presented:

($ in thousands)	Predecessor Year ended December 31, 2008	Predecessor Period from January 1, 2009 through August 24, 2009	Successor Period from August 25, 2009 through December 31, 2009	Successor Year ended December 31, 2010
Net income (loss)	$ 19,621	$ (34,584)	$ (8,441)	$ (21,527)
Income tax (benefit) expense	15,043	(4,222)	(5,620)	(3,768)
Interest (income) expense, net	(1,562)	(30)	12,386	38,711
Depreciation and amortization	9,134	8,294	9,789	35,226
EBITDA	42,236	(30,542)	8,114	48,642
Stock based compensation(a)	13,417	22,514		
Impairment charges(b)	2,433			
Acquisition related expenses and related party fees(c)		34,562	1,919	17,390
Restructuring charges(d)				3,288
Legal settlements, net(e)			500	1,646
Loss on sale of Savingforcollege.com(f)				306
Adjusted EBITDA	$ 58,086	$ 26,534	$ 10,533	$ 71,272

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($ in thousands)	Pro Forma Year Ended December 31, 2010 (unaudited)	Successor Three months ended March 31, 2010 (unaudited)	Three months ended March 31, 2011 (unaudited)
Net income (loss)	$ 5,213	$ (5,172)	$ 5,061
Income tax expense (benefit)	9,083	(3,154)	4,099
Interest (income) expense, net	27,954	8,934	9,397
Depreciation and amortization	45,207	7,019	10,846
EBITDA	87,457	7,627	29,403
Stock based compensation(a)			
Impairment charges(b)			
Acquisition related expenses and related party fees(c)	148	959	1,473
Restructuring charges(d)	3,568	660	
Legal settlements, net(e)	1,495		
Loss on sale of Savingforcollege.com(f)	306		
Adjusted EBITDA	$ 92,974	$ 9,246	$ 30,876

(a) Represents the non-cash expense of stock based compensation of Bankrate that was discontinued in connection with the Bankrate Acquisition.

(b) Reflects intangible asset impairment charges for Bankrate of $2.4 million in the year ended December 31, 2008.

(c) Reflects acquisition related expenses incurred by Bankrate in connection with (i) the Bankrate Acquisition in the periods ended August 24, 2009 and December 31, 2009; (ii) the NetQuote and CreditCards acquisitions and the Senior Secured Notes offering in the year ended December 31, 2010; (iii) the Trouvé acquisition and the IRS audit of our 2009 returns in the three months ended March 31, 2011. Included within the amount is $284,000, $780,000 and $256,000 of professional fee expenses in the period from August 25, 2009 through December 31, 2009, the year ended December 31, 2010 and the three months ended March 31, 2011, respectively, related to the stockholder litigation arising out of the Bankrate Acquisition, which was fully settled and closed on February 23, 2011. Further, the adjustment eliminates advisory fees payable to shareholders for advisory services. See the section entitled Certain Relationships and Related Party Transactions.

(d) During the year ended December 31, 2010, the Company terminated 81 employees to achieve cost savings and also exited two building facilities as a result of the 2010 Acquisitions resulting in a $3.3 million restructuring charge. The pro forma amount also eliminates costs incurred by CreditCards prior to acquisition related to a troubled debt restructuring.

(e) The Company incurred $500,000 and $1.6 million in settlement costs in the period from August 25, 2009 through December 31, 2009 and the year ended December 31, 2010, respectively, related to the stockholder litigation arising out of the Bankrate Acquisition, which was fully settled and closed on February 23, 2011. The $500,000 amount is included in acquisition related expenses and related party fees in the statement of operations. In addition, NetQuote recognized a gain on legal settlement of $151,000 related to litigation with one of its customers which is also being adjusted in the pro forma information.

(f) The Company recorded a loss on the sale of *Savingforcollege.com* in December 2010.

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RISK FACTORS

An investment in our notes involves risk. You should carefully consider the following risks as well as the other information included in this prospectus, including Management s Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and related notes, before investing in our common stock. Any of the following risks could materially and adversely affect our business, financial condition, results of operations or prospects, and cause the value of our common stock to decline, which could cause you to lose all or part of your investment in our Company.

Risks Related to Our Business

Our success depends on online advertising revenue.

We have historically derived, and we expect to continue to derive, the majority of our revenue through the sale of advertising space, financial product leads and hyperlinks on our online network. Any factors that limit the amount advertisers are willing to and do spend on advertising on our websites could have a material adverse effect on our business. These factors may include our ability to:

- maintain a significant number of unique website visitors and corresponding significant reach of Internet visitors;
- successfully convert visitors to some of our websites into credit card applicants and maintain a significant rate at which credit card applications completed through some of our websites are approved by our credit card issuer customers;
- successfully convert consumers visits to some of our websites into transaction fees and/or revenue from insurance agents or carriers;
- compete with alternative advertising sources;
- maintain a significant number of sellable impressions generated from website visitors available to advertisers;
- accurately measure the number and demographic characteristics of our visitors;
- successfully sell and market our online network to our advertisers, including mortgage loan, credit card and insurance product providers;
- handle temporary high volume traffic spikes to our online network;
- convince traditional media advertisers to advertise on our online network;
- increase traffic to our online network; and
- acquire and generate insurance leads.

Most of our advertising contracts are short-term and are subject to termination by the advertiser at any time. Advertisers who have longer-term contracts may fail to honor their existing contracts or fail to renew their contracts. If a significant number of advertisers or a few large advertisers decide not to continue advertising on our websites, we could experience an immediate and substantial decline in our revenues over a relatively short period of time.

We face intense competitive pressures that may harm our operating results.

We face intense competition in all our businesses, and we expect competition to remain intense in the future. We compete with, among others, search engines utilizing keyword cost-per-click advertising or comparison advertising sites/networks; lead aggregators and websites committed to specific personal finance products; numerous websites in each of our vertical categories competing for traffic and for advertisers; financial institutions, including mortgage lenders, deposit institutions, insurance providers and credit card issuers, many of whom are also our customers; and traditional offline personal finance marketing channels, including direct mail, retail bank branch networks, television, radio, print and online advertising and call centers. Some of these competitors have significantly greater financial resources than we do and could use those resources to develop more directly competitive product offerings and editorial content and undertake advertising campaigns to promote those new offerings and content, which could result in diminished traffic to our websites and reduce our overall competitive and market position. In addition, new competitors may enter this market as there are few barriers to entry. For example, Google has recently begun presenting comparisons of mortgage, credit card and deposit interest rates through its search engine, which may divert consumers away from our websites, including consumers who would otherwise find, be directed or be linked to our websites through the Google search engine. If Google is successful in its efforts, this could have an adverse effect on our business, operating results and prospects. Our online competitors may adopt certain aspects of our business model or replicate the appearance and features of our website, which could reduce our ability to differentiate our services. Many of our existing competitors, as well as a number of potential new competitors, have longer operating histories, greater name recognition, larger customer bases and significantly greater financial, technical and marketing resources than us. Many competitors have complementary products or services that drive traffic to their websites. In the future, competitors could introduce superior products and services or reduce prices below ours. Increased competition could result in lower website traffic, advertising rate reductions, reduced margins or loss of market share, any of which would adversely affect our business and operating results.

We depend upon Internet search engines to attract a significant portion of the visitors to our websites, and any change in the prominence of our websites in either paid or algorithmic search result listings could cause the number of visitors to our websites and our revenue to decline.

We depend in significant part on various Internet search engines, such as Google and Bing, and other search websites to direct a significant number of visitors to our websites to provide our online services to our clients. Search websites typically provide two types of search results, algorithmic and paid listings. Algorithmic, or organic, listings are determined and displayed solely by a set of formulas designed by search companies. Paid listings can be purchased and then are displayed if particular words are included in a user s Internet search. Placement in paid listings is generally not determined solely on the bid price, but also takes into account the search engines assessment of the quality of website featured in the paid listing and other factors. We rely on both algorithmic and paid search results, as well as advertising on other websites, to direct a substantial share of the visitors to our websites.

Our ability to maintain the number of visitors to our websites from Internet search websites and other websites is not entirely within our control. For example, Internet search websites frequently revise their algorithms in an attempt to optimize their search result listings or to maintain their internal standards and strategies. Changes in the algorithms could cause our websites to receive less favorable placements, which could reduce the number of users who visit our websites. We have experienced and continue to experience fluctuations in the search result rankings for a number of our websites.

In addition, the prominence of the placement of our advertisements is in part determined by the amount we are willing to pay for the advertisement. We bid against our competitors for the display of paid search engine advertisements and some of our competitors have greater resources with which to bid and better brand recognition than we have. If competition for the display of paid advertisements in response to search terms related to our online services increases, our online advertising expenses could rise significantly or we may be required to reduce the number of our paid search advertisements. If we were to reduce our advertising with search engines, our consumer traffic may significantly decline or we may be unable to maintain a cost-effective search engine marketing program.

Other factors, such as search engine technical difficulties, search engine technical changes and technical or presentation changes we make to our websites, could also cause our websites to be listed less prominently in algorithmic search results. In addition, search engines retain broad discretion to remove from search results any

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company whose marketing practices are deemed to be inconsistent with the search engine s guidelines. If our marketing practices do not comply with search engine guidelines, we may, without warning, not appear in search result listings at all. Any adverse effect on the placement of our websites in search engine results could reduce the number of users who visit our websites. In turn, any reduction in the number of visitors to our websites would negatively affect our ability to earn revenue. If visits to our websites decrease, our revenue may decline or we may need to resort to more costly sources to replace lost visitors, and such decreased revenue and/or increased expense could adversely affect our business and profitability.

Our visitor traffic can be impacted by interest rate volatility.

We provide interest rate information for mortgages and other loans, credit cards and a variety of deposit accounts. Visitor traffic to our websites tends to increase with interest rate movements. Factors that have caused significant visitor fluctuations in the past have been Federal Reserve Board actions and general market conditions affecting home mortgage and deposit interest rates. Additionally, the level of traffic to our websites can be dependent on interest rate levels as well as mortgage financing and refinancing activity. Accordingly, a slowdown in mortgage production volumes could have an adverse effect on our business. Conversely, a sudden, steep drop in interest rates could dramatically increase our page views such that we would be unable to sell sufficient advertisements to take full advantage of the spike in traffic.

We believe that as we continue to develop our websites with broader personal finance topics, the percentage of overall traffic seeking mortgage and deposit information will remain stabilized at current levels. To accelerate the growth of traffic to our websites, we are working with our syndication partners to provide timely content, and we are aggressively promoting all of our products. There is the risk that our traffic will remain not stable or that our promotional activities will not be successful. Any reduction in traffic to our websites may have an adverse effect on our results of operations.

If we fail to keep pace with rapidly-changing technologies and industry standards, we could lose consumers, customers or advertising inventory and our results of operations may suffer.

The business lines in which we currently operate and compete are characterized by rapidly-changing Internet media and marketing standards, changing technologies, frequent new product and service introductions, and changing consumer and customer demands. The introduction of new technologies and services embodying new technologies and the emergence of new industry standards and practices could render our existing technologies and services obsolete and unmarketable or require unanticipated investments in technology. Our future success will depend in part on our ability to adapt to these rapidly-changing digital media formats and other technologies. We will need to enhance our existing technologies and services and develop and introduce new technologies and services to address our customers changing demands and consumer expectations. If we fail to adapt successfully to such developments or timely introduce new technologies and services, we could lose consumers and customers, our expenses could increase and we could lose advertising inventory.

Our websites, applications, widgets and other products may encounter technical problems and service interruptions.

In the past, our websites have experienced significant increases in traffic and our applications and widgets have experienced significant increases in use in response to interest rate movements and other business or financial news events. The number of our visitors has continued to increase over time, and we are seeking to further increase our visitor traffic. As a result, our Internet servers must accommodate spikes in demand for our web pages in addition to potential significant growth in traffic.

Our websites, applications, widgets and other products have in the past, and may in the future, experience slower response times or interruptions as a result of increased traffic or other reasons. These delays and interruptions may increase in the future if our Internet servers and infrastructure are not able to accommodate

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potential significant traffic growth and spikes in demand. Delays and interruptions resulting from the failure to maintain Internet service connections to our websites could frustrate visitors and reduce our future website traffic, which could have a material adverse effect on our business.

All of our communications and network equipment is located at our corporate headquarters in North Palm Beach, Florida and at secure third-party co-locations facilities in Atlanta, Georgia, Austin, Texas and Denver, Colorado. Multiple system failures involving these locations could lead to interruptions or delays in service for our websites, which could have a material adverse effect on our business. Additionally, we are dependent on the third-party providers and their ability to provide safe, effective and cost-efficient servers. Our operations are dependent upon our ability to protect our systems against damage from fires, floods, tornadoes, hurricanes, earthquakes, power losses, telecommunications failures, physical or electronic break-ins, computer viruses, acts of terrorism, hacker attacks and other events beyond our control. Although we maintain insurance to cover a variety of risks, the scope and amount of our insurance coverage may not be sufficient to cover our losses resulting from system failures or other disruptions to our online operations.

Our business depends on a strong brand and content, thus we will not be able to attract visitors and advertisers if we do not maintain and develop our brands and content.

It is critical for us to maintain and develop our brands and content so as to effectively expand our visitor base and our revenues. Our success in promoting and enhancing our brands, as well as our ability to remain relevant and competitive, depends on our success in offering high quality content, features, product offers, services and functionality. In addition, we may take actions that have the unintended consequence of harming our brand. If our actions cause consumers to question the value of our marketplace, our business and reputation may suffer. If we fail to promote our brands successfully or if visitors to our websites or advertisers do not perceive our content and services to be of high quality, we may not be able to continue growing our business and attracting visitors and advertisers, which will in turn impact our operating results.

Our results of operations may fluctuate significantly.

Our results of operations are difficult to predict and may fluctuate significantly in the future as a result of several factors, many of which are beyond our control. These factors include:

- changes in fees paid by advertisers;
- traffic levels on our websites, which can fluctuate significantly;
- changes in the demand for Internet products and services;
- changes in fee or revenue-sharing arrangements with our distribution partners;
- our ability to enter into or renew key distribution agreements;
- the introduction of new Internet advertising services by us or our competitors;
- changes in our capital or operating expenses;
- changes in consumer confidence;

- changes in interest rates;
- general economic conditions; and
- changes in banking or other laws that could limit or eliminate content on our websites.

Our future revenue and results of operations are difficult to forecast due to these factors. As a result, we believe that period-to-period comparisons of our results of operations may not be meaningful, and you should not rely on past periods as indicators of future performance.

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Restrictive covenants in the Indenture, the Credit Agreement or other future indebtedness may limit our current and future operations, particularly our ability to respond to changes in our business or to pursue our business strategies.

The Indenture and the Credit Agreement contain, and any future indebtedness may contain, a number of restrictive covenants that impose significant operating and financial restrictions, including restrictions on our ability to take actions that we believe may be in our interest. The Indenture and the Credit Agreement limit, among other things, our ability to:

- incur additional indebtedness and guarantee indebtedness;
- pay dividends on or make distributions in respect of capital stock or make certain other restricted payments;
- enter into agreements that restrict distributions from restricted subsidiaries;
- sell or otherwise dispose of assets, including capital stock of restricted subsidiaries;
- enter into transactions with affiliates;
- create or incur liens;
- enter into sale/leaseback transactions;
- merge, consolidate or sell substantially all of our assets;
- make investments and acquire assets;
- issue certain preferred membership interests or similar equity securities; and
- change our business operations.

In addition, the Indenture limits our ability to make payments on subordinated indebtedness.

A breach of the covenants or restrictions under the Indenture, the Credit Agreement or any agreement governing our future indebtedness could result in a default under the applicable indebtedness. Such default may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross-acceleration or cross-default provision applies. In the event our lenders and noteholders accelerate the repayment of our borrowings, we cannot assure that we and our subsidiaries would have sufficient assets to repay such indebtedness.

The restrictions contained in the Indenture and the Credit Agreement could adversely affect our ability to:

- finance our operations;
- make needed or desired capital expenditures;
- make strategic acquisitions or investments or enter into strategic alliances;
- withstand a future downturn in our business or the economy in general;
- engage in business activities, including future opportunities, that may be in our interest; and
- plan for or react to market conditions or otherwise execute our business strategies.

These restrictions could materially and adversely affect our financial condition and results of operations and our ability to satisfy our obligations under the Notes and the Credit Agreement.

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Risks associated with our strategic acquisitions could adversely affect our business.

We have acquired a number of companies and assets of companies in the past and may make additional acquisitions, asset purchases and strategic investments in the future. For example, in late 2005, we acquired FastFind and MMIS/ *Interest.com* ; in 2006, we acquired a group of assets from East West Mortgage, Inc. (owner of *Mortgage-calc.com, Mortgagecalc.com* and *Mortgagemath.com*); in 2007, we acquired certain assets and liabilities of Nationwide Card Services, Inc. (owner of *NationwideCardServices.com*) and Savingforcollege.com, LLC (owner of *Savingforcollege.com*); in 2008, we acquired certain assets and liabilities of InsureMe, Inc. (owner of *InsureMe.com*), Fee Disclosure, LinkSpectrum Co. (owner of *CreditCardGuide.com*) and Blackshore Properties, Inc. (owner of *Bankaholic.com*). In 2010, we acquired certain assets and liabilities of Jim Wang Enterprises, LLC (owner of *Bargaineering.com*), InfoTrak National Data Services, InsuranceQuotes.com Development, LLC (owner of *InsuranceQuotes.com*), and we acquired the stock of NetQuote Holdings, Inc. (owner of *NetQuote.com*) and CreditCards.com, Inc. (owner of *CreditCards.com*). On January 1, 2011, we completed the acquisition of Trouvé Media, Inc. to complement our online publishing business. We will continue to consider acquisitions, asset purchases and joint ventures as a means of enhancing stockholder value. Our success in integrating our acquired businesses will depend upon our ability to retain key personnel, avoid diversion of management s attention from operational matters, integrate the technical operations and personnel of the acquired companies, and achieve the expected financial results, synergies and other benefits from our acquisitions.

In addition, future acquisitions could result in the incurrence of additional debt, costs and contingent liabilities. Integration of acquired operations may take longer, or be more costly or disruptive to our business, than originally anticipated.

It is also possible that expected synergies from future acquisitions may not materialize in full or at all. We may also incur costs and divert management attention through potential acquisitions that are never consummated. Future impairment losses on goodwill and intangible assets with an indefinite life, or restructuring charges, could also occur as a result of acquisitions.

Despite our due diligence investigation of each business that we acquire, there may be liabilities of the acquired companies that we fail to or are unable to discover during the due diligence investigation and for which we, as a successor owner, may be responsible. In connection with acquisitions, we generally seek to minimize the impact of these types of potential liabilities through indemnities and warranties from the seller, which may in some instances be supported by deferring payment of a portion of the purchase price. However, these indemnities and warranties, if obtained, may not fully cover the liabilities due to limitations in scope, amount or duration, financial limitations of the indemnitor or warrantor or other reasons.

Our ability to consummate any future acquisitions on terms that are favorable to us may be limited by the number of attractive acquisition targets, internal demands, our resources and our ability to obtain financing.

We depend on attracting and retaining executive officers and personnel to continue the implementation of our long-term business strategy and could be harmed by the loss of their services.

We believe that our continued growth and future success will depend in large part on the skills of our senior management team and other skilled employees. The loss of service of one or more of our executive officers or of other personnel could reduce our ability to successfully implement our long-term business strategy, our business could suffer and the value of our common stock could be materially adversely affected. Leadership changes will occur from time to time and we cannot predict whether significant resignations will occur or whether we will be able to recruit additional qualified personnel. We believe our senior management team possesses valuable knowledge about our business and that their knowledge and relationships would be very difficult to replicate. Although our senior management team has entered into employment agreements with us, they may not complete the term of their employment agreements or renew them upon expiration. Our success and the quality of our

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content also depend on the expertise of our editors and reporters and on their relationships with the media, financial experts and other sources of information. The loss of qualified personnel, or the inability to recruit and retain qualified personnel in the future, could have an adverse effect on our business, financial condition or operating results.

If our employees were to unionize, our operating costs would likely increase.

Our employees are not currently represented by a collective bargaining agreement. However, we have no assurance that our employees will not unionize in the future, which could increase our operating costs, force us to alter our operating methods, and have a material adverse effect on our operating results.

Adverse resolution of litigation may harm our business, operating results or financial condition.

We are party to lawsuits in the normal course of business. We may also become party to lawsuits relating to transactions in which we are involved. Litigation can be expensive, lengthy and disruptive to normal business operations. Moreover, the results of complex legal proceedings are difficult to predict. An unfavorable resolution of a particular lawsuit could have a material adverse effect on our business, operating results or financial condition.

In addition to litigation in the ordinary course of business, we are currently involved in litigation in which it has been alleged that we have participated in anti-competitive conduct. See the section entitled Business Legal Proceedings Banxcorp Litigation. Antitrust litigation is by its nature not in the ordinary course. Defending antitrust allegations, even if ultimately successful, can be costly and have a negative effect on our business. The costs of discovery could be extremely high and conducting a defense could be disruptive to our business. In addition, the relief sought by the plaintiffs in this case, if granted, could prevent Bankrate from continuing to pursue at least some aspects of its current business model, which could have a material adverse effect on our financial condition and results of operations.

We rely on the protection of our intellectual property.

Our intellectual property includes our unique research and editorial content of our websites, our URLs, our registered and unregistered trademarks and print publications. We rely on a combination of copyrights, patents, trademarks, trade secret laws, and our policy and restrictions on disclosure to protect our intellectual property. We also enter into confidentiality agreements with our employees and consultants and seek to control access to and distribution of our proprietary information. Despite these precautions, it may be possible for other parties to copy or otherwise obtain and use the content of our websites or print publications without authorization. A failure to protect our intellectual property in a meaningful manner could have a material adverse effect on our business.

We may be subject to claims that we violated intellectual property rights of others, which even if unfounded or decided in our favor may be extremely costly to defend, could require us to pay significant damages and could limit our ability to operate.

Companies in the Internet and technology industries, and other patent holders seeking to profit from royalties in connection with grants of licenses, own large numbers of patents, copyrights, trademarks and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. We may in the future receive notices that claim we have misappropriated or misused other parties intellectual property rights. There may be intellectual property rights held by others, including issued or pending patents and trademarks, that cover significant aspects of our technologies, content, branding or business methods.

Because we license some of our data and content from other parties, we may be exposed to infringement actions if such parties do not possess the necessary proprietary rights. Generally, we obtain representations as to the origin and ownership of licensed content and obtain indemnification to cover any breach of any of these representations. However, these representations may not be accurate and the indemnification may not be sufficient to provide adequate compensation for any breach of these representations.

Any future infringement or other claims or prosecutions related to our intellectual property could have a material adverse effect on our business. Defending against any of these claims, with or without merit, could be time-consuming, result in costly litigation and diversion of technical and management personnel or require us to introduce new content or trademarks, develop new technology or enter into royalty or licensing agreements. These royalty or licensing agreements, if required, may not be available on acceptable terms, if at all.

We may face liability for, and may be subject to claims related to, information on our websites, which even if unfounded or decided in our favor may be extremely costly to defend, could require us to pay significant damages and could limit our ability to operate.

Much of the information published on our websites and in our print publications relates to the competitiveness of financial institutions rates, products and services. We also publish editorial content designed to educate consumers about banking and personal finance products. If the information we provide on our websites is not accurate or is construed as misleading or outdated, consumers and others could lose confidence in our services and attempt to hold us liable for damages and government regulators could impose fines or penalties on us. We may be subjected to claims for defamation, negligence, fraud, deceptive practices, copyright or trademark infringement, conflicts of interest or other theories relating to the information we publish on our websites. In addition, if there are errors or omissions in information published on our websites, consumers, individually or through consumer class actions, could seek damages from us for losses incurred if they relied on incorrect information provided on our websites. These types of claims have been brought, sometimes successfully, against providers of online services as well as print publications. The scope and amount of our insurance may not adequately protect us against these types of claims.

We may face liability for, and may be subject to claims related to, inaccurate advertising content provided to us, which even if unfounded or decided in our favor may be extremely costly to defend, could require us to pay significant damages and could limit our ability to operate.

Much of the information on our websites that is provided by advertisers and collected from third parties relates to the rates, costs and features for various loan, depository, personal credit and investment products offered by financial institutions, mortgage companies, investment companies, insurance companies and others participating in the personal finance marketplace. We are exposed to the risk that some advertisers may provide us, or directly post on our websites, (i) inaccurate information about their product rates, costs and features, or (ii) rates, costs and features that are not available to all consumers. This could cause consumers to lose confidence in the information provided on our websites, causing certain advertisers to become dissatisfied with our websites, and result in lawsuits being filed against us. The scope and amount of our insurance may not adequately protect us against these types of lawsuits.

Our success depends on establishing and maintaining distribution arrangements.

Our business strategy includes the distribution of our content through the establishment of co-branded web pages with high traffic business and personal finance sections of online services and websites. Providing access to these co-branded web pages is a significant part of the value we offer to our advertisers. We compete with other Internet content providers to maintain our current relationships with other website operators and establish new relationships. In addition, as we expand our personal finance content, some of these website operators may perceive us as a competitor. As a result, they may be unwilling to promote distribution of our banking and credit content. If our distribution arrangements do not attract a sufficient number of visitors to support our current advertising model, or if we do not establish and maintain distribution arrangements on favorable economic terms, our business could be adversely affected.

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We do not have exclusive relationships or long-term contracts with insurance companies, which may limit our ability to retain these insurance companies as participants in our marketplace and maintain the attractiveness of our services to consumers.

We do not have an exclusive relationship with any of the insurance companies whose insurance products are offered on our online marketplace, and thus, consumers may obtain quotes and coverage from these insurance companies without using our website. Our participating insurance companies also offer their products directly to consumers through insurance agents, mass marketing campaigns or through other traditional methods of insurance distribution. In most cases, our participating insurance companies also offer their products and services over the Internet, either directly to consumers or through one or more of our online competitors, or both. An inability to retain these insurance companies as participants in our marketplace could materially affect our revenues.

We may be required to record a significant charge to earnings if our goodwill or amortizable intangible assets become impaired.

We are required under GAAP to review our amortizable intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of our amortizable intangible assets may not be recoverable include, among others, unanticipated competition, loss of key personnel, or a significant adverse change in the business environment. We may be required to record a significant charge to earnings in our consolidated financial statements during the period in which any impairment of our goodwill or amortizable intangible assets is determined. This could adversely impact our results of operations.

Our tax returns and positions are subject to review and audit by federal, state and local taxing authorities and adverse outcomes resulting from examination of our income or other tax returns could adversely affect our operating results and financial condition.

The federal income tax returns of Bankrate, Inc. and Holdings for 2009 are currently under audit by the Internal Revenue Service. While we do not expect any material adverse tax treatment to derive from this audit, the potential financial statement impact cannot be estimated at this time. An unfavorable outcome from any tax audit could result in higher tax costs, penalties and interest, thereby negatively and adversely impacting financial condition, results of operations or cash flows.

We have expanded operations in China and may possibly expand to other international markets, in addition to our United Kingdom and Canadian operations, in which we may have limited experience.

We have developed a Bankrate website written in Chinese for the Chinese market and websites for consumers located in the United Kingdom and Canada. In the event that we expand into other international markets, we will have only limited experience in marketing and operating our products and services in those markets. Expansion into international markets requires significant management attention and financial resources, may require the attraction, retention and management of local offices or personnel, and requires us to tailor our services and information to the local market as well as to adapt to local cultures, languages, regulations and standards. Certain international markets may be slower than domestic markets in adopting the Internet as an advertising and commerce medium and so our operations in international markets may not develop at a rate that supports our level of investment. In addition, international consumers may not adopt the Internet for personal finance content at all or as quickly as U.S. consumers.

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Our international operations are subject to increased risks which could harm our business, operating results and financial condition.

We face certain risks inherent in doing business internationally, including:

- trade barriers and changes in trade regulations;
- difficulties in developing, staffing and simultaneously managing foreign operations as a result of distance, language, and cultural differences;
- restrictions on the use of or access to the Internet;
- longer payment cycles;
- credit risk and higher levels of payment fraud;
- currency exchange rate fluctuations;
- political or social unrest or economic instability;
- seasonal volatility in business activity;
- risks related to government regulation or required compliance with local laws in certain jurisdictions, including labor laws; and
- potentially adverse tax consequences.

One or more of these factors could harm our future international operations and consequently, could harm our brand, business, operating results, and financial condition.

Fraudulent Internet transactions, consumer identity theft, security breaches and privacy concerns could hurt our revenues and reputation.

If consumers experience identity theft, data security breaches or fraud after clicking through one of our websites to apply for credit cards on the websites of credit card issuers or insurance on the websites of insurance agents or carriers, we may be exposed to liability, adverse publicity and damage to our reputation. To the extent that credit card fraud or identity theft causes a general decline in consumer confidence in financial transactions over the Internet, our revenues could decline and our reputation could be damaged. If consumers are reluctant to use our websites because of concerns over data privacy or credit card fraud, our ability to generate revenues would be impaired. Our revenues would also decline if changes in industry standards, regulations or laws deterred people from using the Internet to conduct transactions that involve the transmission of confidential information, such as applying for credit cards. In addition, if technology upgrades or other expenditures are required to prevent security breaches of our network, boost general consumer confidence in financial transactions over the Internet, or prevent credit card fraud and identity theft, we may be required to expend significant capital and other resources. Further, advances in computer capabilities, new discoveries in the field of cryptography, or other events or developments could result in a compromise or breach of the algorithms we use to protect consumers and customer companies confidential information, which could have a material adverse effect on our business.

Future government regulation of the Internet is uncertain and subject to change.

As Internet commerce continues to evolve, increasing regulation by federal or state agencies or foreign governments may occur. Such regulation is likely in the areas of privacy, pricing, content and quality of products and services. Additionally, taxation of Internet use or electronic commerce transactions may be imposed. Any regulation imposing fees for Internet use or electronic commerce transactions could result in a decline in the use of the Internet and the viability of Internet commerce, which could have a material adverse effect on our business.

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If we fail to detect click-through fraud or unscrupulous advertisers, we could lose the confidence of our other advertisers and all or part of their business, thereby causing our business to suffer.

We are exposed to the risk of fraudulent clicks on our advertisements and this may result in us receiving advertising fees that are not the result of clicks generated by consumers. Click-through fraud occurs when a person clicks on an advertisement displayed on our websites in order to generate revenue to us and to increase the cost for the advertiser. If we were unable to detect this fraudulent activity and find new evidence of past fraudulent clicks, we may have to issue refunds retroactively of amounts previously paid to us. In addition, if fraudulent clicks are not detected, the affected advertisers may experience a reduced return on their investment in our advertising programs because the fraudulent clicks would not lead to potential revenue for the advertisers.

We are also exposed to the risk that advertisers who advertise on our website will advertise interest rates or other terms on a variety of financial products that they do not intend to honor. Such bait and switch activity encourages consumers to contact fraudulent advertisers over legitimate advertisers because the fraudulent advertisers claim to offer better interest rates or other terms.

Both bait and switch and click-through fraud would negatively affect our profitability, and could hurt our reputation and our brand. This could lead the advertisers to become dissatisfied with our advertising programs, which could lead to loss of advertisers and revenue.

Consumers are increasingly using non-PC devices to access the Internet, and our online network may not be accepted by such users.

The number of individuals who access the Internet through devices other than a personal computer, such as personal digital assistants and mobile telephones, has increased dramatically. Our online network was designed for rich, graphic environments such as those available on desktop and laptop computers. The lower resolution, functionality and memory associated with alternative devices currently available may make access of our online network through such devices difficult. If consumers find our online network difficult to access through alternative devices or our competitors develop product offerings that are better adapted to or more easily accessible through alternative devices, we may fail to capture a sufficient share of an increasingly important portion of the market for online services and may fail to attract both advertisers and Internet traffic.

We may be limited or restricted in the way we establish and maintain our online relationships by laws generally applicable to our business, or we may be required to obtain certain licenses.

State, federal and foreign lending laws and regulations generally require accurate disclosure of the critical components of credit costs so that consumers can readily compare credit terms from various lenders. In addition, these laws and regulations impose certain restrictions on the advertisement of these credit terms. The Office of the Comptroller of the Currency regulates certain credit card marketing and account management practices and prohibits deceptive acts, claims or practices in the marketing of credit cards. Because we are an aggregator of rate and other information regarding many financial products, including credit cards, we may be subject to some of these laws and regulations and we may be held liable under these laws and regulations for information contained on our website. We believe that we have structured our websites to comply with these laws and regulations as are currently in effect. Because of uncertainties as to the applicability of some of these laws and regulations to the Internet and, more specifically, to our type of business, and considering that our business has evolved and expanded in a relatively short period of time, we may not always have been, and may not always be, in compliance with all applicable federal and state laws and regulations. Although we believe we have structured our websites to comply with these laws and regulations, we may be found to be in violation of such laws and regulations. If we are found to be in violation of any applicable laws or regulations, we could be subject to administrative enforcement actions and fines, class action lawsuits, cease and desist orders, and civil and criminal liability. If these laws and regulations are changed, or if new laws or regulations are enacted, these events could prohibit or substantially alter the content we provide on our websites. Moreover, such events could materially and adversely affect our business, results of operations and financial condition.

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We are also required to obtain licenses from various states to conduct parts of our business. In the case of our Bankrate Select offering, many states require licenses to solicit, broker or make loans secured by residential mortgages and other consumer loans to residents of those states. Licenses or rights currently held by us may be revoked prior to their expiration, or we may be unable to renew such licenses. In addition, we may not be granted new licenses or rights for which we may be required to apply for from time to time in the future. Furthermore, because the licensing laws of each state change frequently and their applicability is difficult to determine, we may unknowingly operate Bankrate Select without a required license.

The telecommunications infrastructure in China, which is not as well developed as in the United States, and the high cost of Internet access, may limit the growth of our operations in China.

The telecommunications infrastructure in China is not well as developed as in the United States. Our growth in China will depend on the Chinese government and state-owned enterprises establishing and maintaining a reliable Internet and telecommunications infrastructure to reach a broader base of Internet users in China. The Internet infrastructure, standards, protocols and complementary products, services and facilities necessary to support the demands associated with continued growth may not be developed on a timely basis or at all by the Chinese government and state-owned enterprises. Access to the Internet or to specific websites may be restricted by the Chinese government. In addition, access to the Internet in China remains relatively expensive, and may make it less likely for users to access and transact business over the Internet.

Deterioration in general economic conditions and difficult market conditions may adversely affect the financial services industry and harm our revenue opportunities, business and financial condition.

General downward economic trends, reduced availability of commercial credit and increasing unemployment negatively impact the credit performance of commercial and consumer credit. Concerns over the stability of the financial markets and the economy have resulted, and may result in the future, in decreased lending by financial institutions to their customers and to each other. While there have been signs of recovery, these macroeconomic developments have affected and may continue to negatively affect our business and financial condition. Economic pressure on consumers and businesses and declining confidence in the financial markets would likely cause a decrease in the demand for advertising financial products and services. Additionally, advertising expenditures tend to be cyclical, reflecting overall economic conditions and budgeting and buying patterns. Since we derive most of our revenues from selling advertising, deterioration in economic conditions could cause decreases in or delays in advertising spending and would be likely to reduce our revenue and negatively impact our short term ability to grow our revenues.

Risks Related to the Registered Notes and Participating in this Exchange Offer

Our substantial indebtedness could adversely affect our financial flexibility and prevent us from fulfilling our obligations under the Notes.

We have, and will continue to have, a significant amount of indebtedness. As of March 31, 2011, our total indebtedness was $297.5 million, comprised of the Notes in an aggregate principal amount of $300.0 million. On a pro forma basis, giving effect to the 2010 Acquisitions, the issuance of the Notes, the Recapitalization and Merger, the Initial Public Offering and the Notes Redemption as if each had occurred on January 1, 2010, our pro forma interest expense for the year ended December 31, 2010 and the three months ended March 31, 2011 was $28.0 million and $6.1 million, respectively, and our total indebtedness as of March 31, 2011 was $193.3 million. In addition, we have entered into the Credit Agreement described below. Our substantial level of indebtedness increases the risk that we may be unable to generate cash sufficient to invest in our business at an appropriate level, thereby making it more difficult to pay amounts due in respect of our indebtedness. Our substantial indebtedness could have other important consequences to you and significant effects on our business. For example, it could:

- make it more difficult for us to satisfy our obligations with respect to other contractual and commercial commitments;

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- limit our ability to obtain additional financing amounts to fund working capital, capital expenditures, debt service requirements, execution of our business strategy, or acquisitions and other purposes;
- require us to dedicate a substantial portion of our cash flow from operations to pay principal and interest on our debt, which would reduce the funds available to us for other purposes;
- make us more vulnerable to adverse changes in general economic, industry and competitive conditions, changes in government regulation and changes in our business by limiting our flexibility in planning for, and making it more difficult for us to react quickly to, changing conditions;
- may place us at a competitive disadvantage compared to our competitors that have less debt;
- expose us to risks inherent in interest rate fluctuations because some of our borrowings are at variable rates of interest, which could result in higher interest expenses in the event of increases in interest rates; and
- make it more difficult to satisfy our financial obligations, including payments on the Notes.

In addition, the Indenture and the Credit Agreement each contain, and the agreements evidencing or governing other future indebtedness may contain, restrictive covenants that limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our indebtedness.

We may not be able to generate sufficient cash to service all of our indebtedness, including the Notes, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful or if successful, could adversely impact our business.

Our ability to make scheduled payments on or to refinance our debt obligations, including the Notes, depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. On a pro forma basis taking into account the Initial Public Offering and the anticipated use of proceeds hereof, but not giving effect to the Exchange Offer, our current debt service obligations are currently $22.9 million per year. In addition, we have entered into the Credit Agreement described below, which if drawn in the future would increase the amount of our current debt service obligations. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to fund our day-to-day operations or to pay the principal, premium, if any, and interest on our indebtedness, including the Notes.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to sell assets or operations, seek additional capital or restructure or refinance our indebtedness, including the Notes. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, such alternative actions may not allow us to meet our scheduled debt service obligations. The Indenture and the Credit Agreement each restrict, and any of our other future debt agreements may restrict, our ability to dispose of assets and use the proceeds from any such dispositions and may also restrict our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due.

In addition, we conduct our operations through our subsidiaries, certain of which may not be guarantors of the Notes or guarantors of our other indebtedness. Accordingly, repayment of our indebtedness, including the Notes, is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are Guarantors of the Notes, our obligations from time to time under the Credit Agreement or any future indebtedness, our subsidiaries do not have any obligation to pay amounts due on the Notes or under the Credit Agreement or to make funds available for such purposes. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including the Notes. Each subsidiary is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. Although the Indenture and the Credit Agreement will, and other future debt agreements may, limit the ability of certain of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are, or in the case of future debt agreements may be, subject to certain qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness, including the Notes.

Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, would materially and adversely affect our financial position and results of operations.

If we cannot make scheduled payments on our debt, we will be in default and, as a result, holders of Notes or other future indebtedness could declare all outstanding principal and interest to be due and payable and we could be forced into bankruptcy or liquidation.

Despite restrictions in the Indenture and the Credit Agreement, we may still be able to incur additional indebtedness. This could increase the risks associated with our leverage, including the ability to service our indebtedness.

We may be able to incur additional indebtedness pursuant to the Indenture and the Credit Agreement in the future, including additional secured indebtedness. As of March 31, 2011, we were able to incur up to an additional $238 million of indebtedness, of which up to $151 million could be secured indebtedness, under the Indenture. Although covenants under the Indenture and the Credit Agreement will limit our ability and the ability of our present and future subsidiaries to incur additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, debt incurred in compliance with these restrictions could be substantial. The Indenture and the Credit Agreement also allow us to incur certain additional secured debt and allow our foreign restricted subsidiaries and our future unrestricted subsidiaries to incur additional debt, which would be structurally senior to the outstanding notes. In addition, the Indenture and the Credit Agreement do not prohibit us from incurring obligations that do not constitute indebtedness as defined therein. To the extent that we incur additional indebtedness or such other obligations, the risk associated with substantial additional indebtedness described above, including our possible inability to service our debt, will increase.

Not all of our subsidiaries are Guarantors and therefore the notes will be structurally subordinated in right of payment to the indebtedness and other liabilities of our existing and future subsidiaries that do not guarantee the notes. Your right to receive payments on the notes could be adversely affected if any of these non-guarantor subsidiaries declare bankruptcy, liquidate or reorganize.

The notes and guarantees will be structurally subordinated to all of the liabilities of our subsidiaries that do not guarantee the notes (i.e., foreign restricted subsidiaries, any future unrestricted subsidiaries and immaterial subsidiaries) and would be required to be paid before the holders of the notes have a claim, if any, against those subsidiaries and their assets. Therefore, if there was a dissolution, bankruptcy, liquidation or reorganization of any such subsidiary, the holders of notes would not receive any amounts with respect to the notes from the assets of such subsidiary until after the payment in full of the claims of creditors, including trade creditors and preferred shareholders, of such subsidiary.

We conduct a significant portion of our business operations through our subsidiaries. Our ability to meet our obligations under our debt, in part, depends on the earnings and cash flows of our subsidiaries and the ability of our subsidiaries to pay dividends or advance or repay funds to us. The ability of these subsidiaries to make dividend payments to us will be affected by, among other factors, the obligations of these entities to their

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creditors, requirements of corporate and other law, and restrictions contained in agreements entered into by or relating to these entities. In addition, our foreign subsidiaries may be subject to currency controls, repatriation restrictions, withholding obligations on payments to us and other limits.

There may not be sufficient collateral to pay all or any of the notes.

The notes will be secured on a first-priority basis, subject to certain exceptions and certain permitted liens, by liens on substantially all of our and the Guarantors assets. No appraisal of the value of the collateral has been made in connection with this exchange offer and the value of the collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors. The collateral does not include contracts, agreements, licenses and other rights that by their express terms prohibit the assignment thereof or the grant of a security interest therein. Some of these may be material to us and such exclusion could have a material adverse effect on the value of the collateral. Consequently, liquidating the collateral securing the notes may not result in proceeds in an amount sufficient to pay any amounts due on the notes.

Under the terms of the security documents, the proceeds of any collection, sale, disposition or other realization of collateral received in connection with the exercise of remedies (including distributions of cash, securities or other property on account of the value of the collateral in a bankruptcy, insolvency, reorganization or similar proceedings) may be applied first to repay amounts due, including interest, to senior secured creditors with rights senior to those of the holders of notes (*e.g.,* lenders under credit facilities providing for up to $30.0 million in aggregate principal amount of credit extensions), before the holders of notes receive any proceeds. As a result, the claims of holders of notes to such proceeds will rank behind the claims of such senior secured creditors.

The fair market value of the collateral securing the notes is subject to fluctuations based on factors that include, among others, the condition of the markets for the collateral, the ability to sell the collateral in an orderly sale, general economic conditions, the availability of buyers and similar factors. The amount to be received upon a sale of the collateral would be dependent on numerous factors, including but not limited to the actual fair market value of the collateral at such time and the timing and the manner of the sale. By its nature, portions of the collateral may be illiquid and may have no readily ascertainable market value. In the event of a foreclosure, liquidation, bankruptcy or similar proceeding, we cannot assure you that the proceeds from any sale or liquidation of this collateral will be sufficient to pay our obligations under the notes.

If the proceeds of any sale of collateral are not sufficient to repay all amounts due on the notes, the holders of the notes (to the extent not repaid from the proceeds of the sale of the collateral securing such notes) would have only an unsecured, unsubordinated claim against our and the Guarantors remaining assets.

The collateral securing the notes may be diluted under certain circumstances.

The terms of the Indenture permit (without satisfying any debt to collateral value ratio condition) the incurrence of additional debt that may be secured on a *pari passu* basis with the notes. As a result, in addition to securing the Tranche A Revolving Credit Facility and upon effectiveness of certain conditions, the Tranche B Revolving Credit Facility, the collateral may also secure additional senior indebtedness, including additional notes that we incur in the future, subject to restrictions on our ability to incur debt and liens under the Indenture and have the effect of diluting the security interest of the collateral that secures the notes. Your rights to the collateral would be diluted by any increase in the indebtedness secured by the collateral.

The capital stock and other securities of our subsidiaries that will secure the notes will automatically be released from the lien on them and no longer constitute collateral when the pledge of such capital stock or such other securities would require the filing of separate financial statements with the SEC for that subsidiary.

The notes and the guarantees will be secured by a pledge of the stock of all or our and the Guarantors direct subsidiaries, subject to certain exceptions. Under the SEC regulations in effect as of the issue date of the notes, if the par value, book value as carried by us or market value (whichever is greatest) of the capital stock, other securities or similar items of a subsidiary pledged as part of the collateral is greater than or equal to 20% of the aggregate principal amount of the notes then outstanding, such a subsidiary would be required to provide separate financial statements to the SEC. However, the Indenture and the collateral documents provide that any capital stock and other securities of our subsidiaries will be excluded from the collateral to the extent that the pledge of such capital stock or other securities to secure the notes would cause such companies to be required to file separate financial statements with the SEC pursuant to Rule 3-16 of Regulation S-X (as in effect from time to time or as replaced by any similar rule or regulation).

As a result, holders of the notes could lose the benefit of a portion or all of the security interest securing the notes in the capital stock or other securities of those subsidiaries. It may be more difficult, costly and time-consuming for the collateral agent to foreclose on the assets of a subsidiary than to foreclose on its capital stock or other securities, so the proceeds realized upon any such foreclosure could be significantly less than those that would have been received upon any sale of the capital stock or other securities of such subsidiary. See the section entitled Description of the Registered Notes.

The value of the collateral securing the notes may not be sufficient to secure post-petition interest.

In the event of a bankruptcy, liquidation, dissolution, reorganization or similar proceeding against us, holders of notes will only be entitled to post-petition interest under Title 11 of the United States Bankruptcy Code, as amended (the Bankruptcy Code), to the extent that the value of the security interest securing the notes in the collateral is greater than their pre-bankruptcy claim. Holders of notes that have a security interest in the collateral with a value equal to or less than their pre-bankruptcy claim will not be entitled to post-petition interest under the Bankruptcy Code. No appraisal of the fair market value of the collateral has been prepared in connection with this exchange offer and we therefore cannot assure you that the value of the holders interest in the collateral equals or exceeds the principal amount of other amounts that may be due on the notes.

In the event of our bankruptcy, the ability of the collateral agent to realize upon the collateral will be subject to certain bankruptcy law limitations.

The ability of the collateral agent to realize upon the collateral will be subject to certain bankruptcy law limitations in the event of our bankruptcy. Under applicable federal bankruptcy laws, upon the commencement of a bankruptcy case, an automatic stay goes into effect which, among other things, stays:

- the commencement or continuation of any action or proceeding against the debtor that was or could have been commenced before the commencement of the bankruptcy case to recover a claim against the debtor that arose before the commencement of the bankruptcy case;
- any act to obtain possession of, or control over, property of the bankruptcy estate or the debtor;
- any act to create, perfect or enforce any lien against property of the bankruptcy estate; and
- any act to collect or recover a claim against the debtor that arose before the commencement of the bankruptcy case.

Thus, upon the commencement of a bankruptcy case, secured creditors are prohibited from, among other things, repossessing their collateral from a debtor, or from disposing of such collateral repossessed from such a debtor, without bankruptcy court approval. Moreover, applicable federal bankruptcy laws generally permit the debtor to continue to use, sell or lease collateral in the ordinary course of its business even though the debtor is in default under the applicable debt instruments. Upon request from a secured creditor, a bankruptcy court will prohibit or condition such use, sale or lease of collateral as is necessary to provide adequate protection of the secured creditor s interest in the collateral. The meaning of the term adequate protection may vary according to the circumstances, but is intended generally to protect the value of the secured creditor s interest in the collateral at the commencement of the bankruptcy case and may include cash payments or the granting of additional

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security, if and at such times as the court in its discretion determines any diminution in the value of the collateral occurs as a result of the debtor s use, sale or lease of the collateral during the pendency of the bankruptcy case. In view of the lack of a precise definition of the term adequate protection and the broad discretionary powers of a bankruptcy court, we cannot predict whether payments under the notes would be made following commencement of and during a bankruptcy case, whether or when the trustee or collateral agent under the Indenture for the notes could foreclose upon or sell the collateral or whether or to what extent holders of notes would be compensated for any delay in payment or loss of value as a result of the use, sale or lease of their collateral through the requirement of adequate protection. A creditor may seek relief from the stay from a bankruptcy court to take any of the acts described above that would otherwise be prohibited by the automatic stay. Bankruptcy courts have broad discretionary powers in determining whether to grant a creditor relief from the stay.

Additionally, the collateral agent s ability to foreclose on the collateral on your behalf may be subject to the consent of third parties, prior liens and practical problems associated with the realization of the trustee s security interest in the collateral. Moreover, the debtor or trustee in a bankruptcy case may seek to void an alleged security interest in collateral for the benefit of the bankruptcy estate. It may successfully do so if the security interest is not properly perfected or was perfected within a specified period of time (generally 90 days) prior to the initiation of such proceeding. Under such circumstances, a creditor may hold no security interest and be treated as holding a general unsecured claim in the bankruptcy case. It is impossible to predict what recovery (if any) would be available for such an unsecured claim if we became a debtor in a bankruptcy case. While U.S. bankruptcy law generally invalidates provisions restricting a debtor s ability to assume and/or assign a contract, there are exceptions to this rule which could be applicable in the event that we become subject to a U.S. bankruptcy proceeding.

In the event of a bankruptcy of us or any of the Guarantors, holders of notes may be deemed to have an unsecured claim to the extent that our obligations in respect of the notes exceed the fair market value of the collateral securing the notes.

In any bankruptcy proceeding with respect to us or any of the Guarantors, it is possible that the bankruptcy trustee, the debtor-in-possession or competing creditors will assert that the fair market value of the collateral with respect to the notes on the date of the bankruptcy filing was less than the then-current principal amount of the notes. Upon a finding by a bankruptcy court that the notes are under-secured, the claims in the bankruptcy proceeding with respect to the notes would be bifurcated between a secured claim and an unsecured claim, and the unsecured claim would not be entitled to the benefits of security in the collateral. In such event, the secured claims of the holders of notes would be limited to the value of the collateral.

Other consequences of a finding that the notes are under-secured would be, among other things, a lack of entitlement on the part of the notes to receive post-petition interest and a lack of entitlement on the part of the unsecured portion of the notes to receive other adequate protection under the Bankruptcy Code. In addition, if any payments of post-petition interest had been made at the time of such a finding that the notes are under-secured, those payments could be recharacterized by a bankruptcy court as a reduction of the principal amount of the secured claim with respect to the notes.

The collateral is subject to casualty risks.

Although we maintain insurance policies to insure against losses, there are certain losses that may be either uninsurable or not economically insurable, in whole or in part. As a result, it is possible that the insurance proceeds will not compensate us fully for our losses in the event of a catastrophic loss. We cannot assure you that any insurance proceeds received by us upon the total or partial loss of the pledged collateral will be sufficient to satisfy all of our secured obligations, including the notes.

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Rights of holders of notes in the collateral may be adversely affected by the failure to create or perfect security interests in certain collateral on a timely basis, and a failure to create or perfect such security interests on a timely basis or at all may result in a default under the Indenture.

We have agreed to secure the notes and the guarantees by granting first-priority liens, subject to permitted liens, on substantially all (other than certain excluded assets) of our and the Guarantors assets, and to take other steps to assist in perfecting the security interests granted in the collateral. See the section entitled Description of the Registered Notes Collateral and Security Documents.

Applicable law requires that certain property and rights acquired after the grant of a general security interest can only be perfected at the time such property and rights are acquired and identified. There can be no assurance that the trustee or the collateral agent will monitor, or that we will inform the trustee or the collateral agent of, the future acquisition of property and rights that constitute collateral, and that the necessary action will be taken to properly perfect the security interest in such after-acquired collateral. The collateral agent for the notes has no obligation to monitor the acquisition of additional property or rights that constitute collateral or the perfection of any security interest in favor of the notes against third parties. A failure to monitor such acquisition and take necessary action may result in the loss of the effectiveness of the grant of the security interest therein or the priority of the security interest in favor of the notes against third parties.

In addition, the security interest of the collateral agent for the notes will be subject to practical challenges generally associated with the realization of security interests in collateral. For example, the collateral agent may need to obtain the consent of third parties and make additional filings. If we are unable to obtain these consents or make these filings, the security interests may be invalid and the holders of the notes will not be entitled to the collateral or any recovery with respect to the collateral. The collateral agent may not be able to obtain any such consent. Further, the consents of any third parties may not be given when required to facilitate a foreclosure on such collateral. Accordingly, the collateral agent may not have the ability to foreclose upon those assets, and the value of the collateral may significantly decrease. We are also not required to obtain third party consents in certain categories of collateral.

Additionally, a failure, for any reason that is not permitted or contemplated under the security documents relating to the collateral that will secure the notes, to perfect the security interests in the properties and assets included in the collateral securing the notes may result in a default under the Indenture.

There are circumstances other than repayment or discharge of the notes under which the collateral securing the notes and note guarantees will be released automatically, without your consent or the consent of the trustee.

Under various circumstances, collateral securing the notes will be released automatically, including:

- in whole or in part, as applicable, with respect to collateral which has been taken by eminent domain, condemnation or other similar circumstances;

- in part, upon a sale, transfer or other disposal of such collateral in a transaction not prohibited under the Indenture;

- in part, with respect to collateral held by a guarantor, upon the release of such guarantor from its note guarantee;

- in whole upon satisfaction and discharge of the Indenture as described in the section entitled Description of the Registered Notes Satisfaction and Discharge ;

- in whole upon a legal defeasance or covenant defeasance of the applicable Indentures as described in the section entitled Description of the Registered Notes Legal Defeasance and Covenant Defeasance ;

- in part with the consent of holders holding at least a majority in aggregate principal amount of the their outstanding notes; or

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in whole or substantially whole, with the consent of holders holding 75% in aggregate principal amount of the then outstanding notes.

In addition, the note guarantee of a guarantor will be automatically released in connection with a sale of such guarantor in a transaction permitted under the Indenture.

The Indenture also permits us to designate one or more of our restricted subsidiaries, whether or not such subsidiary is a guarantor of the notes, as an unrestricted subsidiary. If we designate a restricted subsidiary that is a guarantor as an unrestricted subsidiary for purposes of the Indenture, all of the liens on any collateral owned by such subsidiary or any of its subsidiaries and any guarantees of the notes by such subsidiary or any of its subsidiaries will be released under the Indenture. Designation of an unrestricted subsidiary will reduce the aggregate value of the collateral securing the notes to the extent that liens on the assets of the unrestricted subsidiary and its subsidiaries are released. In addition, the creditors of the unrestricted subsidiary and its subsidiaries will have a senior claim relative to the notes on the assets of such unrestricted subsidiary and its subsidiaries.

We will in most cases have control over the collateral.

The security documents generally allow us and the Guarantors to remain in possession of, retain exclusive control over, to operate, and to collect, invest and dispose of any income from, the collateral. These rights may adversely affect the value of the collateral at any time.

Any future pledge of collateral in favor of the holders of notes might be voidable in bankruptcy.

Any future pledge of collateral in favor of the holders of notes, including pursuant to security documents delivered after the date of the Indenture, might be voidable by the pledgor (as debtor in possession) or by its trustee in bankruptcy if certain events or circumstances exist or occur, including, under the Bankruptcy Code, if the pledgor is insolvent at the time of the pledge, the pledge permits the holders of notes to receive a greater recovery than if the pledge had not been given and a bankruptcy proceeding in respect of the pledgor is commenced with 90 days following the pledge, or, in certain circumstances, a longer period.

Federal and state fraudulent transfer laws may permit a court to void the notes, the note guarantees and/or the grant of collateral and, if that occurs, you may not receive any payments on the notes.

Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the notes and the incurrence of the guarantees of such notes. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, the notes or the note guarantees thereof (or the grant of collateral securing such obligations) could be voided as a fraudulent transfer or conveyance if we or any of the Guarantors, as applicable, (a) issued the notes or incurred the note guarantees with the intent of hindering, delaying or defrauding creditors, or (b) received less than reasonably equivalent value or fair consideration in return for either issuing the notes or incurring the note guarantees and, in the case of (b) only, one of the following is also true at the time thereof:

- we or any of the Guarantors, as applicable, were insolvent or rendered insolvent by reason of the issuance of the notes or the incurrence of the note guarantees;

- the issuance of the notes or the incurrence of the note guarantees left us or any of the Guarantors, as applicable, with an unreasonably small amount of capital or assets to carry on the business;

- we or any of the Guarantors intended to, or believed that we or such guarantor would, incur debts beyond our or such guarantor s ability to pay as they mature; or

- we or any of the Guarantors were a defendant in an action for money damages, or had a judgment for money damages docketed against us or such guarantor if, in either case, after final judgment, the judgment is unsatisfied.

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As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or a valid antecedent debt is secured or satisfied. A court would likely find that a guarantor did not receive reasonably equivalent value or fair consideration for its note guarantee to the extent such guarantor did not obtain a reasonably equivalent benefit directly or indirectly from the issuance of the notes.

We cannot be certain as to the standards a court would use to determine whether or not we or the Guarantors were insolvent at the relevant time or, regardless of the standard that a court uses, whether the notes or the note guarantees would be subordinated to our or any of our Guarantors other debt. In general, however, a court would deem an entity insolvent if:

- the sum of its debts, including contingent and unliquidated liabilities, was greater than the fair saleable value of all of its assets;

- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

- it could not pay its debts as they became due.

If a court were to find that the issuance of the notes, the incurrence of a note guarantee or the grant of security was a fraudulent transfer or conveyance, a court could void the payment obligations under the notes or such note guarantee or void the grand of collateral or subordinate the notes or such note guarantee to presently existing and future indebtedness of ours or of the related guarantor, or require the holders of notes to repay any amounts received with respect to such note guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, you may not receive any repayment on the notes or payment on a note guarantee, as applicable. Further, the avoidance of the notes or a note guarantee could result in an event of default with respect to our and our subsidiaries other debt, which could result in an acceleration of such debt.

Finally, as a court of equity, a bankruptcy court may subordinate the claims in respect of the notes to other claims against us under the principle of equitable subordination, if a court determines that: (i) the holder of notes engaged in some type of inequitable conduct; (ii) such inequitable conduct resulted in injury to our other creditors or conferred an unfair advantage upon the holder of notes; and (iii) equitable subordination is not inconsistent with the provisions of the Bankruptcy Code.

We may be unable to repurchase the notes upon a change of control or asset sale.

Upon the occurrence of specified kinds of change of control events, the issuer will be required to offer to repurchase all outstanding notes at a price equal to 101% of the principal amount of the notes, together with accrued and unpaid interest, if any, to the date of repurchase. Similarly, under certain circumstances, we may be required to use the net cash proceeds thereof to make an offer to repurchase notes at a price equal to 100% of the principal amount of such notes, together with accrued and unpaid interest, if any, to the date of repurchase, if we make certain asset sales.

However, it is possible that we will not have sufficient funds when required under the Indenture to make the required repurchase of the notes. If we fail to repurchase notes in that circumstance, we will be in default under the Indenture. If we are required to repurchase a significant portion of the notes, we may require third-party financing. We cannot be sure that we would be able to obtain third-party financing on acceptable terms, or at all.

One of the circumstances under which a change of control may occur is upon the sale or disposition of all or substantially all of our assets. However, the phrase all or substantially all will likely be interpreted under applicable state law and will be dependent upon particular facts and circumstances. As a result, there may be a degree of uncertainty in ascertaining whether a sale or disposition of all or substantially all of our assets has occurred, in which case, the ability of a holder of the notes to obtain the benefit of an offer to repurchase all of a portion of the notes held by such holder may be impaired.

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Future credit facilities having lien priority over the collateral securing the notes may provide that certain change of control events with respect to us would constitute a default thereunder. If we do not obtain a waiver of such default or refinance such credit facilities, such default could result in amounts outstanding under any such credit facilities being declared due and payable and thereby limit the practical benefits of a change of control offer for the notes because of the superior liens that will secure such credit facilities. In such case, our failure to purchase tendered notes would constitute an event of default under the Indenture. Finally, our ability to pay cash to the holders of notes upon a repurchase may be limited by our then existing financial resources.

There is no guarantee that an active trading market for the notes will develop. You may not be able to sell the notes readily or at all or at or above the price that you paid.

We do not intend to apply for the notes to be listed on any securities exchange or to arrange for quotation on any automated dealer quotation system. You may not be able to sell your notes at a particular time or at favorable prices. As a result, we cannot assure you as to the liquidity of any trading market for the notes or as to whether any market will develop or be maintained. Accordingly, you may be required to bear the financial risk of your investment in the notes indefinitely. If a trading market were to develop, future trading prices of the notes may be volatile and will depend on many factors, including:

- our operating performance and financial condition;
- the interest of securities dealers in making a market for them;
- the market for similar securities; and
- general economic and market conditions.

The market for non-investment grade debt historically has been subject to significant disruptions that have caused substantial volatility in the prices of securities similar to the notes. The market for the registered notes, if any, may be subject to similar disruptions that could adversely affect their value and your ability to sell the registered notes. In addition, subsequent to their initial issuance, the registered notes may trade at a discount from their initial offering price, depending upon prevailing interest rates, the market for similar notes, our performance and other factors.

The Apax VII Funds controls a significant interest in us and its interests may conflict with or differ from your interests as a stockholder.

We are a majority-owned subsidiary of Ben Holding S.à r.l., which is beneficially owned by Apax US VII, L.P. (Apax US VII Fund), and Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P. (the Apax Europe VII Funds and, together, with Apax US VII Fund, the Apax VII Funds). Apax Partners, L.P. is the advisor to Apax US VII Fund. Apax Partners LLP is the advisor to Apax Partners Europe Managers Limited, the discretionary investment manager to the Apax Europe VII Funds. We refer to Apax Partners, L.P., Apax Partners LLP, and Apax Partners Europe Managers Limited, as Apax Partners.

Ben Holding S.à r.l., which is beneficially owned by the Apax VII Funds, which are advised by Apax Partners, currently owns approximately 67.9% of our common stock. Pursuant to lock-up arrangements entered into in connection with the Initial Public Offering, Ben Holding S.à r.l. will not be able to sell any of these shares for at least 180 days following the Initial Public Offering, subject to certain exceptions. As a result of its ownership, Apax VII Funds have the power, and pursuant to the stockholders agreement, their majority-owned subsidiary Ben Holding S.à r.l. will have the contractual right, to elect a majority of our directors. Accordingly, Apax VII Funds will have the ability to prevent any transaction that requires the approval of our board of directors or our stockholders, including the approval of significant corporate transactions such as business combinations.

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In addition, following a reduction of the equity owned by Apax VII Funds to below 50% of our outstanding common stock, Apax VII Funds, through Ben Holding S.à r.l., will retain the right to designate a certain number of Apax Partners designees for our board of directors until Apax VII Funds ownership percentage falls below 5%. Thus, even after selling a portion of its interests in us, Apax VII Funds will continue to be able to significantly influence or effectively control our decisions. See Certain Relationships and Related Party Transactions Stockholders Agreement.

The interests of Apax VII Funds could conflict with or differ from your interests as a holder of notes. For example, the concentration of ownership held by Apax VII Funds could delay, defer or prevent a change of control of the Company or impede a merger, takeover or other business combination that you as a stockholder may otherwise support. Additionally, Apax Partners is in the business of advising on investments in companies Apax VII Funds hold, and they or other funds advised by Apax Partners may from time to time in the future acquire, interests in businesses that directly or indirectly compete with certain portions of our business or are suppliers or customers of ours. They may also pursue acquisitions that may be complementary to our business, and, as a result, those acquisition opportunities may not be available to us. Further, Apax Partners and Apax VII Funds, realized substantial benefits from the sale of their shares in the Initial Public Offering. A sale of a substantial number of shares of stock in the future by funds advised by Apax Partners could cause our stock price to decline.

Our amended and restated certificate of incorporation contains provisions renouncing our interest and expectancy in certain corporate opportunities.

Our amended and restated certificate of incorporation provides that, for so long as Apax VII Funds have the right to designate one of our director nominees, none of Apax VII Funds, the directors nominated by Apax VII Funds, Apax VII Funds affiliates and subsidiaries, nor any of their managers, officers, directors, agents, stockholders, members or partners will have any duty to tell us about or offer to us any business opportunity, even if it is the same business or similar business activities or lines of business in which we operate. The amended and restated certificate of incorporation also provides that none of Apax VII Funds nor their respective affiliates will be liable to us or our stockholders for breach of any duty by reason of any such activities. For instance, a director of the Company who also serves as a director, officer or employee of Apax VII Funds or any of its subsidiaries or affiliates may pursue certain acquisitions or other opportunities that may be complementary to our business and, as a result, such acquisitions or other opportunities may not be available to us. These potential conflicts of interest could have a material adverse effect on our business, financial condition, results of operations or prospects if attractive corporate opportunities are pursued by Apax VII Funds or its subsidiaries or affiliates instead of by us.

The notes may be deemed to have original issue discount under U.S. bankruptcy laws since they were issued at a discount and, as a result, the filing of a bankruptcy petition against us may limit your recovery under the notes.

Under U.S. federal bankruptcy laws, the notes may be deemed to have original issue discount (OID) since they were issued at a discount. If the notes are issued with OID and a bankruptcy petition were filed by or against us under applicable U.S. federal bankruptcy laws, the issuance of the notes and the claim by any holder of the notes for the principal amount of the notes may be limited to an amount equal to the sum of:

- the original issue price of the notes; and
- that portion of the OID that does not constitute unmatured interest for purposes of the applicable U.S. federal bankruptcy laws.

Any OID that was not amortized as of the date of the bankruptcy filing may constitute unmatured interest. Accordingly, holders of the notes under these circumstances may receive a lesser amount than they may be entitled to under the terms of the Indenture, even if sufficient funds are available.

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A lowering or withdrawal of the ratings assigned to our debt securities by rating agencies may increase our future borrowing costs and reduce our access to capital.

Our debt currently has a non-investment grade rating, and there can be no assurances that any rating assigned will remain for any given period of time or that a rating will not be lowered or withdrawn entirely by a rating agency if, in that rating agency s judgment, future circumstances relating to the basis of the rating, such as adverse changes, so warrant. A lowering or withdrawal of the ratings assigned to our debt securities by rating agencies may increase our future borrowing costs and reduce our access to capital, which could have a material adverse impact on our financial condition and results of operations.

You may not receive the registered notes in the exchange offer if the exchange offer procedures are not properly followed.

We will issue the registered notes in exchange for your outstanding notes only if you properly tender the outstanding notes before expiration of the exchange offer. Neither we nor the exchange agent are under any duty to give notification of defects or irregularities with respect to the tenders of the outstanding notes for exchange. If you are the beneficial holder of outstanding notes that are held through your broker, dealer, commercial bank, trust company or other nominee, and you wish to tender such notes in the exchange offer, you should promptly contact the person through whom your outstanding notes are held and instruct that person to tender on your behalf.

Broker-dealers may become subject to the registration and prospectus delivery requirements of the Securities Act and any profit on the resale of the registered notes may be deemed to be underwriting compensation under the Securities Act.

Any broker-dealer that acquires registered notes in the exchange offer for its own account in exchange for outstanding notes which it acquired through market-making or other trading activities must acknowledge that it will comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction by that broker-dealer. Any profit on the resale of the registered notes and any commission or concessions received by a broker-dealer may be deemed to be underwriting compensation under the Securities Act.

Risks Related to Not Participating in this Exchange Offer

If you do not exchange your outstanding notes, they may be difficult to resell.

It may be difficult for you to sell outstanding notes that are not exchanged in the exchange offer, since any outstanding notes not exchanged will continue to be subject to the restrictions on transfer described in the legend on the global security representing the outstanding notes. These restrictions on transfer exist because we issued the outstanding notes pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws. Generally, the outstanding notes that are not exchanged for registered notes will remain restricted securities. Accordingly, those outstanding notes may not be offered or sold, unless registered under the Securities Act and applicable state securities laws, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws.

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements which involve risks and uncertainties. You can identify forward-looking statements because they contain words such as believes, expects, may, should, seeks, approximately, intends, plans, estimates, or anticipat expressions that relate to our strategy, plans or intentions. All statements we make relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results or to our expectations regarding future industry trends are forward-looking statements. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those that we expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. All forward-looking statements are based upon information available to us on the date of this prospectus.

Important factors that could cause actual results to differ materially from our expectations, which we refer to as cautionary statements, are disclosed under Risk Factors and elsewhere in this prospectus, including, without limitation, in conjunction with the forward-looking statements included in this prospectus. All forward-looking information in this prospectus and subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements. Some of the factors that we believe could affect our results include:

- the willingness of our advertisers to advertise on our websites;
- increased competition and its effect on our website traffic, advertising rates, margins, and market share;
- our dependence on internet search engines to attract a significant portion of the visitors to our websites;
- interest rate volatility;
- technological changes;
- our ability to manage traffic on our websites and service interruptions;
- our ability to maintain and develop our brands and content;
- the fluctuations of our results of operations from period to period;
- our indebtedness and the effect such indebtedness may have on our business;
- our need and our ability to incur additional debt or equity financing;
- our ability to integrate the business and operations of companies that we have acquired, and those we may acquire in the future;

the effect of unexpected liabilities we assume from our acquisitions;

our ability to attract and retain executive officers and personnel;

the impact of resolution of lawsuits to which we are a party;

our ability to protect our intellectual property;

the effects of facing liability for content on our websites;

our ability to establish and maintain distribution arrangements;

our ability to maintain good working relationships with our customers and third-party providers and to continue to attract new customers;

the effect of our expansion of operations in China and possibly expansion to other international markets, in which we may have limited experience;

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- the willingness of consumers to accept the Internet and our online network as a medium for obtaining financial product information;
- the strength of the U.S. economy in general;
- changes in monetary and fiscal policies of the U.S. Government;
- changes in consumer spending and saving habits;
- changes in the legal and regulatory environment;
- changes in accounting principles, policies, practices or guidelines;
- other risks referenced in the section of this prospectus entitled Risk Factors ; and
- our ability to manage the risks involved in the foregoing.

We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this prospectus may not in fact occur. Accordingly, investors should not place undue reliance on those statements. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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USE OF PROCEEDS

We will not receive any cash proceeds from the issuance of the registered notes under the exchange offer. In consideration for issuing the registered notes in exchange for outstanding notes as described in this prospectus, we will receive outstanding notes of equal principal amount. The outstanding notes surrendered in exchange for the registered notes will be retired and cancelled.

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PLAN OF DISTRIBUTION

Each broker-dealer that receives new notes for its own account pursuant to this exchange offer must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of such new notes. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for outstanding notes where such outstanding notes were acquired as a result of market-making activities or other trading activities.

We will not receive any proceeds from any sale of new notes by broker-dealers. New notes received by broker-dealers for their own account pursuant to the exchange offer may be sold from time to time in one or more transactions in the over-the-counter market, in negotiated transactions, through the writing of options on the new notes or a combination of such methods of resale, at market prices prevailing at the time of resale, at prices related to such prevailing market prices or negotiated prices. Any such resale may be made directly to purchasers or to or through brokers or dealers who may receive compensation in the form of commissions or concessions from any such broker-dealer and/or the purchasers of any new notes. Any broker-dealer that resells new notes that were received by it for its own account pursuant to this exchange offer and any broker or dealer that participates in a distribution of such new notes may be deemed to be an underwriter within the meaning of the Securities Act and any profit on any such resale of new notes and any commission or concessions received by any such persons may be deemed to be underwriting compensation under the Securities Act. The letter of transmittal states that, by acknowledging that it will deliver and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act.

Until such date on which a broker-dealer is no longer required to deliver a prospectus in connection with market-making or other trading activities, we will promptly send additional copies of this prospectus and any amendment or supplement to this prospectus to any broker-dealer that requests such documents in the letter of transmittal. Pursuant to the registration rights agreement, we have agreed to pay all expenses incident to this exchange offer and will indemnify the holders of the notes (including any broker-dealers) against certain liabilities, including liabilities under the Securities Act.

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CAPITALIZATION

The following table sets forth our consolidated cash and cash equivalents and consolidated capitalization as of March 31, 2011 (i) on an actual basis and (ii) on an as adjusted basis, giving effect to (1) The Merger, (2) the issuance of shares of common stock by us in the Initial Public Offering, after deducting underwriting discounts and estimated offering expenses, and (3) payment of expenses in connection with the Exchange Offer. This table should be read in conjunction with the audited consolidated financial statements, unaudited condensed consolidated financial statements, and the related notes, included elsewhere in this prospectus and Use of Proceeds, Summary Historical and Pro Forma Financial Data, Selected Historical Consolidated Financial Data, Unaudited Pro Forma Condensed Consolidated Financial Statements and Management s Discussion and Analysis of Financial Condition and Results of Operations.

	As of March 31, 2011	
($ in thousands)	**Actual (unaudited)**	**As Adjusted (unaudited)**
Cash and cash equivalents	$ 36,345	$ 44,014
Debt:		
Notes(1)	297,523	193,345
Total debt	297,523	193,345
Stockholders equity	629,516	741,006
Total capitalization	$ 927,039	$ 934,351

(1) Includes unamortized original discount of $2,477 (actual) and $1,655 (as adjusted).

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The following unaudited pro forma condensed consolidated financial statements have been derived from our historical financial statements included elsewhere in this prospectus, as adjusted to give effect to the 2010 Acquisitions, the issuance of the Notes on July 13, 2010, the Recapitalization and Merger, the Initial Public Offering and the Notes Redemption.

The unaudited pro forma condensed consolidated statements of operations for the year ended December 31, 2010 and the three months ended March 31, 2011 give effect to the 2010 Acquisitions, the issuance of the Notes, the Transactions and the Notes Redemption as if each had occurred on January 1, 2010. We adjusted our historical consolidated balance sheet at March 31, 2011 to reflect the Transactions and the Notes Redemption, including (1) the issuance of 12,500,000 shares of our common stock at an initial public offering price of $ 15.00 per share, net of estimated expenses, (2) the use of proceeds from the Initial Public Offering to redeem $105 million aggregate principal amount of the notes, (3) and payment of expenses in connection with the Exchange Offer as if these events had occurred on March 31, 2011.

The unaudited pro forma condensed consolidated financial statements are based on certain assumptions which we believe to be reasonable, and will have a continuing impact on us. The pro forma adjustments are described in the sections entitled Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations and Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet.

The pro forma adjustments related to the 2010 Acquisitions are preliminary and are based on information obtained to date during the measurement period by management. Additional measurement period adjustments could reflect new information obtained about facts and circumstances that existed as of the acquisition date. Revisions to the preliminary purchase price allocation of the acquisitions may have a significant impact on the pro forma amounts of total assets, total liabilities and stockholders equity, operating expense and costs, depreciation and amortization and income tax expense.

The unaudited pro forma condensed consolidated financial information is presented for informational purposes only. The unaudited pro forma condensed consolidated financial information does not purport to represent what our results of operations or financial condition would have been had the pro forma adjustments actually occurred on the dates indicated, and they do not purport to project our results of operations or financial condition for any future period or as of any future date.

The unaudited pro forma condensed consolidated statement of operations should be read in conjunction with the sections entitled Use of Proceeds, Capitalization, Selected Historical Consolidated Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations, our historical consolidated financial statements and related notes thereto, the historical consolidated financial statements and related notes thereto of NetQuote Holdings and the historical consolidated financial statements and related notes thereto of CreditCards, included elsewhere in this prospectus.

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Unaudited Pro Forma Condensed Consolidated Balance Sheet

As of March 31, 2011

($ in thousands)	As of March 31, 2011	Pro forma Adjustments	Pro forma
Assets:			
Cash and cash equivalents	$ 36,345	$ 7,669(a)	$ 44,014
Accounts receivable, net of allowance for doubtful accounts	55,179		55,179
Deferred income taxes	16,326		16,326
Prepaid expenses and other current assets	6,160	733(b)	6,893
Total current assets	114,010	8,402	122,412
Furniture, fixtures and equipment, net of accumulated depreciation	7,694		7,694
Intangible assets, net of accumulated amortization	356,164		356,164
Goodwill	573,587		573,587
Other assets	13,028	(3,625)(c)	9,403
Total assets	$ 1,064,483	$ 4,777	$ 1,069,260
Liabilities:			
Accounts payable	$ 10,617	$	$ 10,617
Accrued expenses	25,165		25,165
Acquisition related payable	238		238
Deferred revenue and customer deposits	4,080		4,080
Payable to dissenting stockholders			
Accrued interest	7,385	(2,535)(d)	4,850
Other current liabilities	1,062		1,062
Total current liabilities	48,547	(2,535)	46,012
Deferred income taxes	83,547		83,547
Senior secured notes, net of unamortized discount	297,523	(104,178)(e)	193,345
Other liabilities	5,350		5,350
Total liabilities	434,967	(106,713)	328,254
Commitments and contingencies:			
Preferred stock	2	(2)(f)	
Additional paid in capital, preferred stock	244,704	(244,704)(f)	
Common stock	874	125(f)	999
Additional paid in capital, common stock	409,376	411,485(f)	820,861
Accumulated deficit	(24,907)	(55,414)(f)	(80,321)
Accumulated other comprehensive loss	(533)		(533)
Total stockholders equity	629,516	111,490(f)	741,006
Total liabilities and stockholders equity	$ 1,064,483	$ 4,777	$ 1,069,260

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Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet

(a) Represents the adjustment to cash and cash equivalents for sources and uses of funds from the Initial Public Offering in addition to the effects of the Merger as summarized below:

	Effect of Merger	Effect of Initial Public Offering	Effect of Notes Redemption	Effect of Exchange Offer	Total
Cash from Holdings	$ 875	$	$	$	$ 875
Net proceeds from the Initial Public Offering, net of expenses(1)		127,452			127,452
Use of proceeds to effect Notes Redemption			(117,338)		(117,338)
Use of cash to pay accrued but unpaid interest			(2,535)		(2,535)
Use of cash to pay Exchange Offer expenses				(785)	(785)
Pro forma adjustment	$ 875	$ 127,452	$ (119,873)	$ (785)	$ 7,669

(b) Reflects the impact of the Merger. The adjustment primarily reflects additional prepaid income taxes.
(c) Reflects the elimination of the portion of deferred financing costs related to the Notes Redemption.
(d) Reflects the payment of accrued but unpaid interest on the Notes Redemption.
(e) Reflects the Notes Redemption at book value.
(f) Reflects the impact of the Merger, the Initial Public Offering and the Notes Redemption:

	Effect of Merger	Effect of Initial Public Offering	Effect of Notes Redemption	Effect of Exchange Offer	Total
Contribution of cash and prepaids from Holdings from Merger	$ 1,608	$	$	$	$ 1,608
Impact of costs of Recapitalization and Merger, Initial Public Offering, Notes Redemption and Exchange Offer(1)		(37,844)	(16,785)	(785)	(55,414)
Issuance of common stock in the Initial Public Offering, net of underwriting fees		165,296			165,296
Pro forma adjustment	$ 1,608	$ 127,452	$ (16,785)	(785)	$ 111,490

(1) Costs included in the impact of costs do not include the impact of de minimis expenses related to the Merger and Recapitalization of approximately $155,000.

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Unaudited Pro Forma Condensed Consolidated Statement of Operations

For Fiscal Year Ended December 31, 2010

($ in thousands, except per share data)	**Bankrate** **Year ended December 31, 2010**	**NetQuote Holdings** **Period from January 1, 2010 to July 13, 2010**	**CreditCards** **Period from January 1, 2010 to August 6, 2010**	**Pro forma adjustments related to the 2010 Acquisitions and the issuance of Notes(g)**	**Subtotal**	**Pro forma adjustments related to the Recapitalization and Merger, the Initial Public Offering and the Notes Redemption(n)**	**Pro forma**
Revenue	$ 220,598	$ 58,541	$ 25,607	$ (3,859)(h)	$ 300,887	$	$ 300,887
Cost of revenue	85,326	31,799	1,397	(3,859)(h)	114,663		114,663
Gross margin	135,272	26,742	24,210		186,224		186,224
Operating expenses:							
Sales	8,624	1,859	409		10,892		10,892
Marketing	23,672	7,848	7,851		39,371		39,371
Product development	8,722	2,220	757		11,699		11,699
General and administrative	22,982	4,677	3,620		31,279	9	31,288
Stock based compensation		544	384	(928)(i)			
Acquisition related expenses and related party fees	17,390	7,731	4,605	(22,345)(j)	7,381	(7,233)(o)	148
Restructuring charges	3,288		280		3,568		3,568
Legal settlements, net	1,646	(151)			1,495		1,495
Depreciation and amortization	35,226	4,148	2,254	3,579(k)	45,207		45,207
	121,550	28,876	20,160	(19,694)	150,892	(7,224)	143,668
Income from operations	13,722	(2,134)	4,050	19,694	35,332	7,224	42,556
Other expense	(306)				(306)		(306)
Interest income (expense), net	(38,711)	(1,949)	(3,169)	2,775(l)	(41,054)	13,100(p)	(27,954)
Income (loss) before income taxes	(25,295)	(4,083)	881	22,469	(6,028)	20,324	14,296
Income tax expense (benefit)	(3,768)	(232)	223	5,137(m)	1,360	7,723(q)	9,083
Net income (loss)	$ (21,527)	$ (3,851)	$ 658	$ 17,332	$ (7,388)	$ 12,601	$ 5,213
Accumulated preferred dividend	(17,404)				(17,404)	17,404(r)	
Net income (loss) attributable to common stockholders	$ (38,931)	$ (3,851)	$ 658	$ 17,332	$ (24,792)	$ 30,005	$ 5,213

Net income (loss) attributable to common stockholders per share:				
Basic	$	(0.70)	$	0.05
Diluted		(0.70)		0.05
Weighted average number of common shares outstanding:(s)				
Basic		55,933,608		96,128,697
Diluted		55,933,608		96,128,697

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Unaudited Pro Forma Condensed Consolidated Statement of Operations

For Three Months Ended March 31, 2011

($ in thousands, except per share data)	Three months ended March 31, 2011	Pro forma adjustments related to the 2010 Acquisitions and the issuance of Notes(g)	Subtotal	Pro forma adjustments related to the Recapitalization and Merger, the Initial Public Offering and the Notes Redemption(n)	Pro forma
Revenue	$ 99,078	$	$ 99,078	$	$ 99,078
Cost of revenue	37,949		37,949		37,949
Gross margin	61,129		61,129		61,129
Operating expenses:					
Sales	2,951		2,951		2,951
Marketing	16,073		16,073		16,073
Product development	3,387		3,387		3,387
General and administrative	7,842		7,842		7,842
Stock based compensation					
Acquisition related expenses and related party fees	1,473		1,473	(481)(o)	992
Restructuring charges					
Legal settlements					
Depreciation and amortization	10,846		10,846		10,846
	42,572		42,572	(481)	42,091
Income from operations	18,557		18,557	481	19,038
Other income (expense), net					
Interest income (expense), net	(9,397)	(6)(l)	(9,403)	3,291(p)	(6,112)
Income (loss) before income taxes	9,160	(6)	9,154	3,772	12,926
Income tax expense (benefit)	4,099	(2)(m)	4,097	1,433(q)	5,530
Net income (loss)	$ 5,061	$ (4)	$ 5,057	$ 2,339	$ 7,396
Accumulated preferred dividend	(9,268)		(9,268)	9,268(r)	
Net loss attributable to common stockholders	$ (4,207)	$ (4)	$ (4,211)	$ 11,607	$ 7,396
Net income (loss) attributable to common stockholders per share:					
Basic	$ (0.05)				$ 0.08
Diluted	(0.05)				0.08
Weighted average number of common shares outstanding:(s)					
Basic	87,379,865				96,128,697

Diluted	87,379,865	96,128,697

Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations

(g) The following pro forma adjustments reflect the impact of the 2010 Acquisitions as well as the Notes offering.
(h) Reflects the elimination of historical revenues and cost of sales for transactions between Bankrate, NetQuote Holdings and CreditCards.
(i) Reflects the elimination of non-cash stock based compensation expense for programs which were eliminated upon completion of the 2010 Acquisitions. As a result of the termination of the stock compensation programs at the dates of acquisition.

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(j) Reflects the elimination of (i) transaction related expenses related to the 2010 Acquisitions and the debt offering as well as (ii) historical management fees paid by CreditCards to its former owner prior to the acquisition by Bankrate.

($ in thousands)	
Eliminate Bankrate transaction related costs	$ (10,009)
Eliminate NetQuote transaction related costs	(7,731)
Eliminate CreditCards transaction related costs	(4,200)
Eliminate CreditCards management fees	(405)
Pro forma adjustment	$ (22,345)

(k) Estimates the impact on depreciation and amortization expense for NetQuote Holdings and CreditCards as if purchase accounting was applied as of January 1, 2010. Reference is made to Note 11 of the audited consolidated financial statements included elsewhere in this prospectus for the preliminary allocations of purchase consideration for each acquisition.

($ in thousands)	
Eliminate existing depreciation and amortization expense:	
NetQuote Holdings, Inc.	$ (4,148)
CreditCards.com, Inc.	(2,254)
Pro forma depreciation and amortization expense(1):	
NetQuote Holdings, Inc.	5,748
CreditCards.com, Inc.	4,233
Pro forma adjustment	$ 3,579

(1) Furniture, fixtures and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets which range from three to five years. Intangible assets are depreciated on a straight-line basis over the estimated useful lives of the assets. The weighted average amortization periods for trade names and domain names, customer relationships, and developed technologies are 17.5 years, 8.25 years, and 3.0 years, respectively.

(l) To eliminate the historical interest expense, net, and to record estimated interest expense, estimated amortization of bond original issue discount and estimated amortization of deferred financing fees related to the Notes offered on July 13, 2010 as if they had been offered on January 1, 2010.

($ in thousands)	**Year ended December 31, 2010**	**Three months ended March 31, 2011**
Eliminate historical interest expense and amortization of deferred financing fees:		
Bankrate(1)	$ (35,083)	$ (9,397)
NetQuote Holdings	(1,949)	
CreditCards	(3,169)	
Interest expense(2)	35,250	8,813
Amortization of bond original issue discount(2)	420	114
Amortization of deferred financing fees(2)	1,756	476

Pro forma adjustment	$ (2,775)	$ 6

(1) Excludes interest expense related to the payable to dissenting stockholders of $3.6 million for the year ended December 31, 2010.
(2) The effective interest rate used to calculate the interest expense on the Notes and related amortization was 13.06%

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(m) Reflects the tax effect of the pro forma adjustments at the estimated statutory rates. Estimated statutory rates used for Bankrate, NetQuote and CreditCards were 38.0%, 39.5% and 37.2%, respectively. For the adjustments to eliminate transaction expenses in (j), we have estimated the non-deductible portion of those expenses including the impact of any uncertain tax position reserve resulting in effective tax rates of 16.2% and 22.9% for Bankrate and NetQuote, respectively.

(n) The following pro forma adjustments reflect the impact of the Notes Redemption, termination of the Material Event Investment Advisory Agreement and the Initial Public Offering. The unaudited pro forma financial data does not give effect to the redemption premium of $12.3 million, the write-off of deferred financing charges of $3.8 million, or the acceleration of the discount of $0.8 million related to the Notes Redemption, the fees related to the Material Event Investment Advisory Agreement of $37.8 million or the expenses of the Exchange Offer, which we estimate to be $785,000. The cost and fee amounts described in the footnotes related to the redemption premium, write-off of deferred financing charges, acceleration of discount, the Recapitalization and Merger, the Material Event Investment Advisory Agreement and related arrangements, and the Exchange Offer will be recognized in the Company s statement of operations, the total amount of which is estimated to be $55.6 million.

(o) Reflects the elimination of historical advisory fees paid by Bankrate under or in connection with the Material Event Investment Advisory Agreement in connection with the Initial Public Offering.

(p) Estimates the impact on interest expense and amortization of deferred financing fees as if the redemption of notes occurred on January 1, 2010.

($ in thousands)	**Year ended December 31, 2010**	**Three months ended March 31, 2011**
Interest expense	$ (12,338)	$ (3,084)
Amortization of bond original issue discount	(147)	(40)
Amortization of deferred financing fees	(615)	(167)
Pro forma adjustment	$ (13,100)	$ (3,291)

(q) Reflects the tax effect of the pro forma adjustments at the estimated Bankrate statutory rate of 38.0%.

(r) Reflects the impact of elimination of historical preferred stock.

(s) Pro forma weighted average number of common shares outstanding was calculated to include only those common shares whose proceeds from the Initial Public Offering were used for the Notes Redemption, which includes a pro rata portion of underwriting expenses and commissions and Initial Public Offering expenses related to such shares and does not include common shares whose proceeds from the Initial Public Offering are to be used for general corporate purposes.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

Selected Historical Consolidated Financial Data of Bankrate, Inc.

The following table presents our selected historical consolidated financial data. The selected historical financial data as of and for each of the periods ended December 31, 2009 and 2010 and statement of operations and cash flow data for the year ended December 31, 2008 and the period ended August 24, 2009 have been derived from our audited consolidated financial statements, included elsewhere in this prospectus. As a result of the Bankrate Acquisition, our financial results were separately presented in our financial statements for the Predecessor entity for periods prior to the acquisition date of August 25, 2009 and for the Successor entity for periods after the acquisition date of August 25, 2009. The selected historical financial data as of and for each of the periods ended December 31, 2006 and 2007 and balance sheet data for December 31, 2008 and August 24, 2009 have been derived from our audited consolidated financial statement, not included in this prospectus.

The selected historical financial data as of and for the three months ended March 31, 2010 and 2011 have been derived from our unaudited interim condensed consolidated financial statements, included elsewhere in this prospectus. The operating results for the three months ended March 31, 2010 and 2011 include all adjustments, consisting of only normal and recurring adjustments, that we consider necessary for a fair statement of the results of such interim periods. The interim results are not necessarily an indication of the results for the full year.

The information set forth below should be read in conjunction with our consolidated financial statements and the related notes thereto, included elsewhere in this prospectus, and the sections entitled Unaudited Pro Forma Condensed Consolidated Financial Statements and Management s Discussion and Analysis of Financial Condition and Results of Operations.

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(in thousands, except shares and per share data)	**Predecessor** Year ended December 31, 2006(1)	Year ended December 31, 2007(2)	Year ended December 31, 2008(3)	Period from January 1, 2009 through August 24, 2009	**Successor** Period from August 25, 2009 through December 31, 2009	Year ended December 31, 2010(4)	Three months ended March 31, 2010(5) (unaudited)	Three months ended March 31, 2011(6) (unaudited)
Statement of Income Data:								
Revenue	$ 79,650	$ 95,592	$ 166,855	$ 87,646	$ 43,837	$ 220,598	$ 34,460	$ 99,078
Cost of revenue, excluding stock based compensation	23,722	23,704	64,132	35,333	18,669	85,326	14,184	37,949
Stock based compensation cost of revenue	1,225	2,143	1,963	2,958				
Gross margin	54,703	69,745	100,760	49,355	25,168	135,272	20,276	61,129
Operating expenses:								
Sales	4,393	5,050	6,891	4,566	2,555	8,624	1,994	2,951
Marketing	4,836	7,845	12,437	5,958	3,629	23,672	2,654	16,073
Product development	3,147	3,853	6,067	4,336	2,546	8,722	1,821	3,387
General and administrative	15,472	13,554	19,242	10,919	5,905	22,982	4,561	7,842
Stock based compensation	7,499	9,066	11,454	19,556				
Acquisition related expenses and related party fees				34,562	2,419	17,390	959	1,473
Restructuring charges						3,288	660	
Impairment charges			2,433					
Legal settlements	3,000					1,646		
Depreciation and amortization	2,402	2,731	9,134	8,294	9,789	35,226	7,019	10,846
	40,749	42,099	67,658	88,191	26,843	121,550	19,668	42,572
Income (loss) from operations	13,954	27,646	33,102	(38,836)	(1,675)	13,722	608	18,557
Other expense						(306)		
Interest income (expense), net	2,961	6,688	1,562	30	(12,386)	(38,711)	(8,934)	(9,397)
Income (loss) before income taxes	16,915	34,334	34,664	(38,806)	(14,061)	(25,295)	(8,326)	9,160
Income tax expense (benefit)	6,911	14,280	15,043	(4,222)	(5,620)	(3,768)	(3,154)	4,099
Net income (loss)	$ 10,004	$ 20,054	$ 19,621	$ (34,584)	$ (8,441)	$ (21,527)	$ (5,172)	$ 5,061
Accumulated preferred dividend						(17,404)		(9,268)
Net loss attributable to common stockholders	$ 10,004	$ 20,054	$ 19,621	$ (34,584)	$ (8,441)	$ (38,931)	$ (5,172)	$ (4,207)

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(in thousands, except shares and per share data)	Predecessor Year ended December 31, 2006(1)	Predecessor Year ended December 31, 2007(2)	Predecessor Year ended December 31, 2008(3)	Predecessor Period from January 1, 2009 through August 24, 2009	Successor Period from August 25, 2009 through December 31, 2009	Successor Year ended December 31, 2010(4)	Successor Three months ended March 31, 2010(5) (unaudited)	Successor Three months ended March 31, 2011(6) (unaudited)
Other Financial Data:								
Basic and diluted income (loss) per share:								
Basic	$ 0.58	$ 1.09	$ 1.04	$ (1.83)	$ (0.30)	$ (0.70)	$ (0.18)	$ (0.05)
Diluted	0.56	1.04	1.01	(1.83)	(0.30)	(0.70)	(0.18)	(0.05)
Weighted average common shares outstanding:								
Basic	17,332,632	18,423,414	18,848,125	18,862,259	28,214,590	55,933,608	28,214,590	87,379,865
Diluted	17,845,754	19,356,039	19,498,209	18,862,259	28,214,590	55,933,608	28,214,590	87,379,865
Cash Flow Data:								
Net cash provided by operating activities	$ 14,217	$ 28,299	$ 42,650	$ 25,288	$ 14,185	$ 31,133	$ 15,860	$ (1,701)
Net cash (used in) provided by investing activities	(103,145)	67,785	(119,779)	(13,600)	(56,220)	(372,988)	(22,118)	(15,310)
Net cash provided by (used in) financing activities	98,573	15,849	(1,874)	1,567	60,367	379,023		(61,253)
Balance Sheet Data:								
Cash and cash equivalents	$ 13,125	$ 125,058	$ 46,055	$ 59,310	$ 77,642	$ 114,754	$ 71,384	$ 36,345
Short-term investments	96,800							
Working capital	122,157	139,437	48,874	60,754	26,554	63,333	18,940	65,463
Intangible assets, net	14,441	27,485	83,347	76,533	224,372	365,745	226,428	356,164
Goodwill	30,039	43,720	101,856	101,886	349,749	559,168	349,974	573,587
Total assets	176,684	228,354	270,750	289,640	705,431	1,123,819	692,281	1,064,483
Total stockholders equity	170,155	217,266	248,430	237,927	322,058	624,248	316,886	629,516

(1) Includes the acquired group of assets of East West Mortgage, Inc. (owner of Mortgage-calc.com, Mortgagecalc.com and Mortgagemath.com) from the respective date of acquisition.

(2) Includes the acquired assets and liabilities of Nationwide Card Services, Inc. (owner of NCS) and Savingforcollege.com, LLC (owner of SFC) from the respective dates of acquisition.

(3) Includes the acquired assets and liabilities of Blackshore Properties, Inc. (owner of Bankaholic), LinkSpectrum Co. (owner of CCG), InsureMe, Inc. (owner of InsureMe) and Lower Fees (owner of FeeDisclosure.com) from the respective dates of acquisition.

(4) Includes the acquired stock of NetQuote Holdings, Inc. (owner of NetQuote) and CreditCards.com, Inc. (owner of *CreditCards.com*), and acquired assets and liabilities of InfoTrak National Data Services (owner of InfoTrak), Jim Wang Enterprises, LLC (owner of Bargaineering) and InsuranceQuotes.com Development, LLC (owner of InsuranceQuotes) from the respective dates of the acquisition.

(5) Includes the acquired assets and liabilities of Jim Wang Enterprises, LLC (owner of Bargaineering) from the date of the acquisition.

(6) Includes the acquired assets and liabilities of Trouvé Media, Inc. from the date of the acquisition.

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Selected Historical Consolidated Financial Data of NetQuote Holdings, Inc.

The following table presents NetQuote Holdings selected historical consolidated financial data. The selected historical financial data as of and for the year ended December 31, 2009 have been derived from NetQuote Holdings audited consolidated financial statements, included elsewhere in this prospectus. The selected historical financial data as of and for each of the years ended December 31, 2007 and 2008 have been derived from NetQuote Holdings audited consolidated financial statements, not included in this prospectus. The selected historical financial data as of June 30, 2010 and for the six months ended June 30, 2009 and 2010 have been derived from NetQuote Holdings unaudited interim consolidated financial statements, included elsewhere in this prospectus. The selected historical financial data as of June 30, 2009 have been derived from NetQuote Holdings unaudited interim consolidated financial statements, not included in this prospectus. The operating results for the six months ended June 30, 2009 and 2010 include all adjustments, consisting of only normal and recurring adjustments, that we consider necessary for a fair statement of the results of such interim periods. The interim results are not necessarily an indication of the results for the full year.

($ in thousands)	Year ended December 31, 2007	Year ended December 31, 2008	Year ended December 31, 2009	Six months ended June 30, 2009 (unaudited)	Six months ended June 30, 2010 (unaudited)
Statement of Operations Data:					
Revenue	$ 78,188	$ 92,950	$ 98,480	$ 48,856	$ 55,012
Cost of revenue	52,562	62,194	63,348	30,782	35,724
Gross margin	25,626	30,756	35,132	18,074	19,288
Salaries and benefits	10,225	13,352	12,633	6,501	6,735
Other selling, general & administrative	7,158	8,011	9,365	4,291	4,593
Depreciation and amortization	7,918	8,442	7,894	4,150	3,879
	25,301	29,805	29,892	14,942	15,207
Operating income	325	951	5,240	3,132	4,081
Interest income	184	73			
Interest expense	(5,073)	(4,287)	(3,961)	(1,984)	(1,867)
Loss on early extinguishment of debt		(176)			
Gain on legal settlement			152		151
Income (loss) before income taxes	(4,564)	(3,439)	1,431	1,148	2,365
Income tax expense (benefit)	1,262	1,277	1,282	283	616
Net income (loss)	$ (5,826)	$ (4,716)	$ 149	$ 865	$ 1,749
Cash Flow Data:					
Net cash provided by operating activities	$ 4,422	$ 9,490	$ 13,287	$ 5,095	$ 5,447
Net cash used in investing activities	(1,940)	(2,258)	(5,333)	(2,471)	(2,008)
Net cash used in financing activities	(2,318)	(2,210)	(2,843)	(1,345)	(1,867)
Balance Sheet Data:					
Cash and cash equivalents	$ 6,035	$ 11,057	$ 16,168	$ 12,336	$ 17,740
Working capital	3,593	7,901	11,615	10,853	107
Intangible assets, net	24,889	17,645	11,793	14,540	9,290
Goodwill	49,764	49,764	49,764	49,764	49,764
Total assets	91,962	89,705	93,969	91,792	97,287
Redeemable preferred stock	56,688	56,688	56,688	56,688	56,688
Total stockholders deficit	(15,769)	(18,435)	(16,871)	(16,819)	(14,470)

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Selected Historical Consolidated Financial Data of CreditCards.com, Inc.

The following table presents CreditCards selected historical consolidated financial data. The selected historical financial data as of and for each of the years ended December 31, 2008 and 2009 have been derived from CreditCards audited consolidated financial statements, included elsewhere in this prospectus. The selected historical financial data as of and for the year ended December 31, 2007 have been derived from CreditCards audited consolidated financial statements, not included in this prospectus. The selected historical financial data as of June 30, 2010 and for the six months ended June 30, 2009 and 2010 have been derived from CreditCards unaudited interim consolidated financial statements, included elsewhere in this prospectus. The selected historical financial data as of June 30, 2009 have been derived from CreditCards unaudited interim consolidated financial statements, not included in this prospectus. The operating results for the six months ended June 30, 2009 and 2010 include all adjustments, consisting of only normal and recurring adjustments, that we consider necessary for a fair statement of the results of such interim periods. The interim results are not necessarily an indication of the results for the full year.

($ in thousands)	Year ended December 31, 2007	Year ended December 31, 2008	Year ended December 31, 2009	Six months ended June 30, 2009 (unaudited)	Six months ended June 30, 2010 (unaudited)
Statement of Operations Data:					
Revenues	$ 63,273	$ 72,413	$ 42,851	$ 24,603	$ 20,738
Operating Costs and expenses:					
Cost of revenues	27,669	33,616	18,975	11,197	6,855
Sales and marketing expense	3,762	5,673	4,220	2,167	1,847
General and administrative expense	8,086	8,948	6,017	3,416	4,796
Impairment of intangibles			39,202		
Amortization of intangibles	2,778	3,337	3,630	1,795	1,683
Total operating costs and expenses	42,295	51,574	72,044	18,575	15,181
Income (loss) from operations	20,978	20,839	(29,193)	6,028	5,557
Other (income) expense	(63)	214	(18)	(38)	(20)
Interest expense (net of interest income)	14,923	19,611	22,040	11,034	2,632
Income before income taxes	6,118	1,014	(51,215)	(4,968)	2,945
Income tax expense (benefit)	2,597	606	1,297	94	17
Net income (loss)	$ 3,521	$ 408	$ (52,512)	$ (5,062)	$ 2,928
Cash Flow Data:					
Net cash provided by (used in) operating activities	$ 9,900	$ 12,252	$ (1,270)	$ 19	$ 3,758
Net cash used in investing activities	(1,005)	(18,316)	(2,752)	(670)	(75)
Net cash provided by (used in) financing activities	(7,661)	15,469	(2,856)	(1,364)	(1,143)
Balance Sheet Data:					
Cash and cash equivalents	$ 7,676	$ 11,576	$ 4,308	$ 8,824	$ 6,738
Working capital	13,351	(5,837)	5,785	9,201	9,471
Intangible assets, net	83,237	88,094	60,666	91,508	58,546
Goodwill	41,691	50,993	35,803	47,759	35,006
Total assets	149,426	167,468	108,704	162,644	111,092
Total stockholders equity	(13,246)	(16,502)	(39,619)	(1,681)	(37,664)

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CONSOLIDATED RATIO OF EARNINGS TO FIXED CHARGES

The following are our consolidated ratios of earnings to fixed charges for the periods indicated. For purposes of computing these ratios, earnings represent income before income taxes plus fixed charges plus amortization of capitalized interest less capitalized interest. Fixed charges include interest expense, including capitalized interest, amortized premiums, discounts and capitalized expenses related to indebtedness plus the portion of rent estimated to represent the interest factor.

	Predecessor				Successor			
(in thousands)	Year ended December 31, 2006	Year ended December 31, 2007	Year ended December 31, 2008	Period from January 1, 2009 through August 24, 2009	Period from August 25, 2009 through December 31, 2009	Year ended December 31, 2010	Three months ended March 31, 2010	Three months ended March 31, 2011
Ratio of earnings to fixed charges	47.1	60.6	52.8	(a)	(b)	(c)	0.1	1.9
Supplemental pro forma ratio of earnings to fixed charges(d)						1.2		3.0

(a) Earnings (loss) are inadequate to cover fixed charges for the period from January 1, 2009 through August 24, 2009 by $38.8 million.

(b) Earnings (loss) are inadequate to cover fixed charges for the period from August 25, 2009 through December 31, 2009 by $14.1 million.

(c) Earnings (loss) are inadequate to cover fixed charges for the period from January 1, 2010 through December 31, 2010 by $25.3 million.

(d) To give effect to both the reduction in interest expense due to the Notes Redemption and the acquisitions of NetQuote and CreditCards as reflected in the pro forma statement of operations included in the prospectus.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATIONS

You should read the following discussion of our results of operations and financial condition with the Selected Historical Consolidated Financial Data and the financial statements and related notes included elsewhere in this prospectus. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs, and that involve numerous risks and uncertainties, including, but not limited to, those described in the Cautionary Statement Concerning Forward -Looking Statements and Risk Factors sections of this prospectus. Actual results may differ materially from those contained in any forward-looking statements. See Cautionary Statement Concerning Forward-Looking Statements.

Introduction

Our Company

We are a leading publisher, aggregator and distributor of personal finance content on the Internet. We provide consumers with proprietary, fully researched, comprehensive, independent and objective personal finance editorial content across multiple vertical categories including mortgages, deposits, insurance, credit cards, and other personal finance categories.

Our sources of revenue include display advertising, performance-based advertising, lead generation, distribution arrangements and traditional media avenues, such as syndication of editorial content and subscriptions.

We generate revenue through the sale of leads in the mortgage, credit card and insurance vertical categories. Through Bankrate Select we sell leads to mortgage lenders. Through Nationwide Card Services, *CreditCardGuide.com*, and *CreditCards.com*, we sell leads to credit card issuers. Through InsureMe.com and NetQuote, we sell leads to insurance agents and insurance carriers. We generate revenue on a per-lead basis based on the actual number of qualified insurance leads generated, and on a per-action basis for credit card applications (i.e., upon approval or completion of an application). Leads are generated not only organically within the Bankrate network of websites, but also through our various affiliate networks, via co-brands, and through display advertisements. We sell to advertisers targeting a specific audience in a city or state and also to national advertisers targeting the entire country.

Advertisers that are listed in our mortgage and deposit rate tables have the opportunity to hyperlink their listings. Additionally, advertisers can buy hyperlinked placement within our qualified insurance listings. By clicking on the hyperlink, users are taken to the advertiser s website. We typically sell our hyperlinks on a per-click pricing model. Under this arrangement, advertisers pay Bankrate a specific, pre-determined cost each time a consumer clicks on that advertiser s hyperlink or phone icon (usually found under the advertiser s name in the rate or insurance table listings). All clicks are screened for fraudulent characteristics by an independent third party vendor and then charged to the advertiser s account.

We provide a variety of digital display formats. Our most common digital display advertisement sizes are leader boards and banners, which are prominently displayed at the top or bottom of a page, as well as skyscrapers, islands, and posters. We charge for these advertisements based on the number of times the advertisement is displayed or based on a fixed amount for a campaign. Advertising rates may vary depending upon the product areas targeted, geo-targeting, the quantity of advertisements purchased by an advertiser, and the length of time an advertiser runs an advertisement on our online network. We sell to advertisers targeting a specific audience in a city or state and also to national advertisers targeting the entire country.

Lead generation, display advertisements and hyperlink listings, which we refer to as online revenue, represented approximately 98% and 97% of our revenue for the three months ended March 31, 2011 and the year ended December 31, 2010, respectively. We also derive revenue through the sale of print advertisements and the distribution (or syndication) of our editorial content, which we refer to as print publishing and licensing revenue.

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Significant Developments

2010 Acquisitions. Early in the third quarter of 2010 we acquired NetQuote Holdings, Inc. and CreditCards.com, Inc.

Redesigned website. We launched a new re-designed website in the second quarter of 2009 that accommodates additional advertisement configurations, including video. The new re-designed website provides dynamic page reformatting to help optimize the monetization of the site.

Certain Trends Influencing Our Business

The key drivers of our business include the number of ready-to-transact consumers visiting our online network, including the number of page views they generate, and the demand of our online network advertisers, both of which are correlated to general macroeconomic conditions in the United States.

From 2008 through mid-2010, our business was negatively affected by market turmoil and tightening of credit which led to an increased level of consumer and commercial credit delinquencies, low interest rates, lack of consumer confidence, increased market volatility and widespread reduction of business activity generally. As housing activity, interest rates or general consumer financial activity increases, we anticipate that our business levels will continue to increase.

Since demand for financial services is generally correlated to the growth of the economy, financial institutions online and traditional marketing spend is expected to increase as a result. In the recent recession, uncertainty for our financial services advertisers caused their advertising budgets to decline. Beginning in mid-2010, we began to experience initial signs of increased activity by consumers in the form of increased visits to our websites and page views, as well as more demand for our advertising products by our advertising customers. For example, in 2010, major credit card companies increased advertising and lead generation spending after significantly cutting their budgets in 2008 and 2009. We believe our end markets are well positioned to experience healthy growth in the coming years given the anticipated economic rebound and improving macroeconomic trends.

Key Initiatives

We are focused on several key initiatives to drive our business:

- increasing the visitor traffic to our online network of websites;
- optimizing the revenue of our cost-per-thousand-impressions and cost-per-click models on our online network including the integration of the new acquisitions;
- revenue optimization associated with the new look, design and functionality of our mortgage and deposit cost-per-click rate tables;
- enhancing search engine marketing (SEM) and keyword buying to drive targeted impressions into our online network;
- expanding our co-brand and affiliate footprint;
- broadening the breadth and depth of the personal finance content and products that we offer on our online network;
- containing our costs and expenses; and

continuing to integrate our recent acquisitions to maximize synergies and efficiencies.

Basis of Presentation

As a result of the Bankrate Acquisition, we present separately the financial results for the Predecessor entity for periods prior to the acquisition date of August 25, 2009 and for the Successor entity for periods after the acquisition date. References to Bankrate, the Company, we, us and our in this Management s Discussion and Analysis (MD&A) refe operations and to our consolidated subsidiaries for both the Predecessor and Successor periods. The impact of the Bankrate Acquisition and related purchase accounting had no effect on the Company s revenue or operating expenses other than depreciation and amortization. Depreciation and amortization is not comparable between Predecessor and Successor periods due to our tangible and intangible assets being recorded at fair value in purchase accounting, resulting in different bases in and the depreciation and amortization of these assets between the Predecessor and Successor periods.

Revenue

The amount of advertising we sell is a function of (1) the number of visitors to our online network and our affiliates websites, (2) the number of ad pages we serve to those visitors, (3) the click through rate of visitors on hyperlinks, (4) the number of advertisements per page, (5) the rate at which consumers apply for financial product offerings, and (6) advertiser demand.

Display Advertising Revenue

We sell display advertisements on our online network consisting primarily of leaderboards, banners, badges, islands, posters, and skyscraper advertisements. We typically charge for these advertisements based on the number of times the advertisement is displayed.

Hyperlink Revenue

We also sell hyperlinks (e.g., in our interest rate or insurance table listings) on our online network on a cost-per-click basis. Advertisers pay us each time a visitor to our online network clicks on a hyperlink in a rate or insurance table listing, net of invalid clicks. We also sell text links on our rate pages to advertisers on a cost-per-click basis. Advertisers enter an auction bidding process on a third-party website for placement of their text link based on the amount they are willing to pay for each click through to their website.

Lead Generation Revenue

We also generate revenue by delivering measurable online marketing results to our clients in the credit card, personal insurance and mortgage vertical categories. These results are typically in the form of qualified leads or clicks, the outcomes of customers submitting an application for a credit card or mortgage, or customers being contacted regarding a quote for a personal insurance product. These qualified leads are generated from our marketing activities on our websites or on third-party websites with whom we have relationships.

Print Publishing and Licensing Revenue

Print publishing and licensing revenue represent advertising revenue from the sale of advertising in our *Mortgage Guide* (formerly called the *Consumer Mortgage Guide*) and *CD & Deposit Guide*, rate tables, newsletter subscriptions, and licensing of research information.

We also earn fees from distributing editorial rate tables that are published in newspapers and magazines across the United States, from paid subscriptions to three newsletters, and from providing rate surveys to institutions and government agencies. In addition, we license research data under agreements that permit the use of rate information we develop to advertise the licensee s products in print, radio, television, and website promotions.

Cost of Revenue and Gross Margin

Cost of revenue represents expenses directly associated with the creation of revenue. These costs include contractual revenue sharing obligations resulting from our distribution arrangements (distribution payments), salaries, editorial costs, market analysis and research costs, stock based compensation expense, and allocated

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overhead. Distribution payments are made to website operators for visitors directed to our online network as well as to affiliates for leads directed to our online network and lead generation websites. These costs increase proportionately with gains related to revenue from our online network and lead generation websites. Editorial costs relate to writers and editors who create original content for our online publications and associates who build web pages. These costs have increased as we have added online publications and co-branded versions of *Bankrate.com* under distribution arrangements. These websites must be maintained on a daily basis. Research costs include expenses related to gathering data on banking and credit products and consist primarily of compensation and benefits along with allocated overhead.

We are also involved in revenue sharing arrangements with our online partners where the consumer uses co-branded websites to which we provide web services. Revenue is effectively allocated to each partner based on the revenue earned from each website. The allocated revenue is shared according to distribution agreements.

Operating Expenses

Sales

Sales costs represent direct selling expenses, principally for online advertising, and include compensation and benefits, sales commissions, allocated overhead, and stock based compensation expense.

Marketing

Marketing expenses represent expenses associated with expanding brand awareness of our products and services to consumers and include SEM expense, print and Internet advertising, marketing and promotion costs, and stock based compensation expense.

Product Development

Product development costs represent compensation and benefits related to site development, network systems and telecommunications infrastructure support, programming, new product design and development, other technology costs, and stock based compensation expense.

General and Administrative

General and administrative expenses represent compensation and benefits for executive, finance and administrative personnel, professional fees, stock based compensation expense, allocated overhead and other general corporate expenses.

Acquisition Related Expenses and Related Party Fees

Acquisition related expenses represent direct expenses incurred as a result of the Bankrate Acquisition, the 2010 Acquisitions and the acquisitions of Bargaineering.com and InsuranceQuotes.com. Related party fees are described in the section entitled Certain Relationships and Related Party Transactions.

Restructuring Costs

Restructuring costs represent costs incurred as a result of terminating or relocating employees or closing office locations.

Depreciation and Amortization

Depreciation and amortization expense includes the cost of capital asset acquisitions spread over their expected useful lives. These expenses are spread over 1 to 23 years and are calculated mostly on a straight-line basis. Depreciation and amortization also includes the amortization of intangible assets, consisting primarily of

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trademarks and URLs, software licenses, customer relationships, agent/vendor relationships, developed technologies and non-compete agreements, all of which were either acquired separately or as part of business combinations recorded under the acquisition method of accounting. The amortization periods for intangible assets are as follows:

	Estimated Useful Life
Trademarks and URLs	2-23 years
Customer relationships	8-15 years
Affiliate network relationships	1-9 years
Developed technologies	3-6 years

Interest Income (Expense), Net

Interest income (expense), net, primarily consists of expenses associated with our long-term debt, amortization of the debt issuance costs and interest income earned on cash and cash equivalents.

Income Tax Expense (Benefit)

Income tax expense consists of federal and state income taxes in the United States and taxes in certain foreign jurisdictions.

Critical Accounting Policies

Critical Accounting Estimates

The preparation of financial statements in conformity with GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent gains and losses at the date of the financial statements and the reported amounts of revenue and expenses during the period. We base our judgments, estimates and assumptions on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results could differ materially from these estimates under different assumptions or conditions. We evaluate our judgments, estimates and assumptions on a regular basis and make changes accordingly. We believe that the judgments, estimates and assumptions involved in the accounting for revenue recognition, income taxes, the allowance for doubtful accounts receivable, stock-based compensation, useful lives of intangible assets and intangible asset impairment, goodwill impairment, acquisition accounting, and contingencies have the greatest potential impact on our financial statements, so we consider these to be our critical accounting policies. Below we discuss the critical accounting estimates associated with these policies. For further information on our critical accounting policies, see the discussion in the section titled Results of Operations below, and Note 2 to our consolidated financial statements included in this prospectus.

Income Tax Expense (Benefit)

We account for income taxes in accordance with Accounting Standards Codification (ASC) 740, *Income Taxes*. Under this method, deferred income taxes are determined based on the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities given the provisions of enacted tax laws. Deferred income tax provisions and benefits are based on changes to the assets or liabilities from year to year. In providing for deferred taxes, we consider tax regulations of the jurisdictions in which we operate, estimates of future taxable income, and available tax planning strategies. If tax regulations, operating results, or the ability to implement tax-planning strategies varies, adjustments to the carrying value of the deferred tax assets and liabilities may be required. Valuation allowances are based on the more likely than not criteria of ASC 740.

The accounting for uncertain tax positions guidance under ASC 740 requires that we recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. We recognize interest and penalties on uncertain tax positions as a component of income tax expense. If our assessment of whether a tax position meets or no longer meets the more-likely-than-not threshold were to change, adjustments to income tax benefits may be required.

Allowance for Doubtful Accounts Receivable

We maintain an allowance for doubtful accounts for estimated losses resulting from the inability or unwillingness of our customers to make required payments. We look at historical write-offs and sales growth when determining the adequacy of the allowance. This estimate is inherently subjective because our estimates may be revised as more information becomes available. Should the financial condition of our customers deteriorate, resulting in an impairment of their ability to make payments, or if the level of accounts receivable increases, the need for possible additional allowances may be necessary. Any additions to the allowance for doubtful accounts are recorded as bad debt expense and included in general and administrative expenses. During the three months ended March 31, 2011, the year ended December 31, 2010, the period from August 25, 2009 to December 31, 2009, the period from January 1, 2009 to August 24, 2009 and year ended December 31, 2008 we charged approximately $652,000, $776,000, $126,000, $540,000, and $1.2 million, respectively, to bad debt expense, and wrote off approximately $449,000, $12,000, $0, $683,000, and $2.0 million, respectively, of accounts deemed uncollectible.

Goodwill Impairment

In accordance with ASC 350, *Intangibles   Goodwill and Others,* we review our goodwill for impairment annually, or more frequently, if facts and circumstances warrant a review, at the reporting unit level. Our annual impairment test is performed as of October 1 of each year. We have determined that we have one segment with one reporting unit. The provisions of ASC 350 require that a two-step test be performed to assess goodwill for impairment. First, the fair value of the reporting unit is compared to its carrying value. If the fair value exceeds the carrying value, goodwill is not impaired and no further testing is performed. The second step is performed if the carrying value exceeds the fair value. The implied fair value of the reporting unit s goodwill must be determined and compared to the carrying value of the goodwill. If the carrying value of a reporting unit s goodwill exceeds its implied value, an impairment loss equal to the difference will be recorded. In determining the fair value of our reporting unit, we relied on a weighting of the Income Approach and the Market Approach. Under the Income Approach, the fair value of a business unit is based on the cash flows it can be expected to generate over its remaining life. The estimated cash flows are converted to their present value equivalent using an appropriate rate of return. The Market Approach utilizes a market comparable method whereby similar publicly traded companies are valued using Market Values of Invested Capital (MVIC) multiples (i.e., MVIC to revenue, MVIC to earnings before interest and taxes, MVIC to cash flow, etc.) and then these MVIC multiples are applied to a company s operating results to arrive at an estimate of value. We did not recognize any goodwill impairment charges for the three months ended March 31, 2011 and 2010, the year ended December 31, 2010, the period from August 25, 2009 to December 31, 2009, the period from January 1, 2009 to August 24, 2009, and for the year ended December 31, 2008.

Impairment of Long-Lived Assets including intangible assets with finite lives

ASC 360, *Property, Plant and Equipment,* requires that long-lived assets including intangible assets with finite lives be amortized over their estimated useful life and reviewed for impairment. We continually monitor events and changes in circumstances that could indicate carrying amounts of our long-lived assets including intangible assets with finite lives may not be recoverable. When such events or changes in circumstances occur, we assess the recoverability of such assets by determining whether the carrying value will be recovered through the undiscounted expected future cash flows. If the future undiscounted cash flows are less than the carrying amount of such assets, we recognize an impairment loss based on the excess of the carrying amount over the fair value of the assets.

There was $0 of impairment charges of long-lived assets including intangible assets with finite lives for the three months ended March 31, 2011 and 2010, the year ended December 31, 2010, the period from August 25, 2009 to December 31, 2009 and the period from January 1, 2009 to August 24, 2009. In the three months ended December 31, 2008, we recorded impairment charges of approximately $519,000 related to certain developed technology and Internet domain names that we ceased using. In the three months ended December 31, 2008, we also recorded an impairment charge of approximately $1.9 million related to customer relationships in our print publishing and licensing business due to the continuing trend of declining revenue and operating margins with no indications of improvement in the near future.

Acquisition Accounting

We completed the acquisition of numerous businesses and websites between 2008 and 2010. The acquisition method of accounting requires companies to assign values to assets and liabilities acquired based upon their fair values. In most instances, there is not a readily defined or listed market price for individual assets and liabilities acquired in connection with a business, including intangible assets. The determination of fair value for assets and liabilities in many instances requires a high degree of estimation. The valuation of intangibles assets, in particular, is very subjective. We generally use internal cash flow models. The use of different valuation techniques and assumptions can change the amounts and useful lives assigned to the assets and liabilities acquired, including goodwill and other intangible assets and related amortization expense. We adopted the provisions of ASC 805, *Business Combinations*, effective January 1, 2009. We will have applied ASC 805 prospectively to business combinations for which the acquisition date was on or after January 1, 2009.

Contingencies

As discussed in Note 8 to our consolidated financial statements, included elsewhere in this prospectus, various legal proceedings are pending against us.

We record provisions in the consolidated financial statements for pending litigation when we determine that an unfavorable outcome is probable and the amount of the loss can be reasonably estimated. Except as discussed in Note 8, at the present time, while it is reasonably possible that an unfavorable outcome in a case may occur, (i) management has concluded that it is not probable that a loss has been incurred; (ii) management is unable to estimate the possible loss or range of loss that could result from an unfavorable outcome; and (iii) accordingly, management has not provided any amounts in the consolidated financial statements for unfavorable outcomes, if any. Legal defense costs are expensed as incurred.

Revenue Recognition

Online advertising is the sale of advertising, sponsorships, hyperlinks, and lead generation within our online network through *Bankrate.com*, *Interest.com*, *Bankaholic.com*, *Mortgage-calc.com*, *CreditCardGuide.com*, *Nationwidecardservices.com*, *Creditcardsearchengine.com*, *InsuranceQuotes.com*, *InsureMe.com*, *Bankrate.com.cn* (China), *CreditCards.com*, *CreditCards.ca*, *NetQuote.com*, and *CD.com*. The print publishing and licensing business is primarily engaged in the sale of advertising in the *Mortgage Guide* and *CD & Deposit Guide* rate tables, newsletter subscriptions, and licensing of research information.

Our largest customer accounted for less than 10% of total revenue, and our ten largest customers accounted for approximately 40% of total revenues, for the year ended December 31, 2010. Our largest customer accounted for 12% of total revenue and our ten largest customers accounted for approximately 46% of total revenue for the three months ended March 31, 2011. No material revenues were generated outside of the United States.

Display Advertising Revenue

Display advertising sales are invoiced monthly at amounts based on specific contract terms predominantly based on the number of impressions actually delivered to the advertiser.

Hyperlink Revenue

We recognize hyperlink revenue monthly for each link based on the number of clicks at the cost per click contracted for during the auction bidding process.

Lead Generation Revenue

For the insurance vertical category, we recognize revenue on a per-lead basis. For the credit card industry, we recognize revenue on a per-action basis. We have also entered into revenue sharing arrangements with our vertical content partners based on the revenue earned from their leads.

Revenue is recorded at gross amounts and partnership payments are recorded in cost of revenue, pursuant to the provisions of ASC Topic 605-45, *Reporting Revenue Gross as a Principal versus Net as an Agent*.

Print Publishing and Licensing Revenue

We charge for placement in the *Mortgage Guide* and *CD & Deposit Guide* in a print publication. Advertising revenue is recognized when the *Mortgage Guide* and *CD & Deposit Guide* run in the publication. Revenue from our newsletters is recognized ratably over the period of the subscription, which is generally up to one year. Revenue from the sale of research information is recognized ratably over the contract period.

Revenue for distributing editorial rate tables is recognized ratably over the contract/subscription periods.

Stock Based Compensation

The Predecessor used the Black-Scholes option pricing model to determine the fair value of our stock options. The determination of the fair value of the awards on the date of grant using an option-pricing model was affected by the price of our common stock, as well as assumptions regarding a number of complex and subjective variables. These variables included expected stock price volatility over the term of the awards, actual and projected employee stock option exercise behaviors, risk-free interest rates, expected dividends and the estimated forfeiture rate.

We estimated the expected term of outstanding stock options by taking the average of the vesting term and the contractual term of the option, as illustrated in ASC 718, *Compensation Stock Compensation.* We used the simplified method to estimate the expected term for employee stock option grants as adequate historical experience was not available to provide a reasonable estimate. The Predecessor estimated the volatility of our common stock by using a weighted average of historical stock price volatility and implied volatility in market traded options in accordance with ASC 718. The decision to use a weighted average volatility factor was based upon the relatively short period of availability of data on actively traded options on our common stock, and our assessment that implied volatility was more representative of future stock price trends than historical volatility. We based the risk-free interest rate used in the option pricing model on U.S. Treasury constant maturity issues having remaining terms similar to the expected terms of the options. We did not anticipate paying any cash dividends in the foreseeable future and therefore use an expected dividend yield of zero in the option pricing model. We were required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. We used historical data to estimate pre-vesting option forfeitures and record stock based compensation expense only for those awards that were expected to vest. All stock based payment awards were amortized on a straight-line basis over the requisite service periods, which was generally the vesting period.

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If factors had changed and we had employed different assumptions for estimating stock based compensation expense in future periods or if we had decided to use a different valuation model, the future periods may have differed significantly from what we recorded in the current period and could have materially affected our operating income and net income.

Stock based compensation expense recognized in our consolidated statements of income as set forth below for each of the periods stated:

	Fiscal 2008 Predecessor			Fiscal 2009 Predecessor	Fiscal 2009 Successor	Fiscal 2010 Successor			Successor	
($ in thousands)	**Period from January 1, 2008 to August 24, 2008**	**Period from August 25, 2008 through December 31, 2008**	**Year ended December 31, 2008**	**Period from January 1, 2009 through August 24, 2009**	**Period from August 25, 2009 through December 31, 2009**	**Period from January 1, 2010 to August 24, 2010**	**Period from August 25, 2010 through December 31, 2010**	**Year ended December 31, 2010**	**Three months ended March 31, 2010**	**Three months ended March 31, 2011**
Cost of revenue:	$ 1,432	$ 531	$ 1,963	$ 2,858	$	$	$	$	$	$
Operating expenses:										
Sales	1,381	825	2,206	5,540						
Marketing	513	247	760	890						
Product development	714	354	1,068	948						
General and administrative	5,172	2,248	7,420	12,178						
Total stock based compensation expense	$ 9,212	$ 4,205	$ 13,417	$ 22,414	$	$	$	$	$	$

There was $0 of stock based compensation expense recognized in our consolidated statements of operations for the three months ended March 31, 2011 and 2010, the year ended December 31, 2010, and the period from August 25, 2009 through December 31, 2009 (Successor).

Included in stock based compensation expenses for the period from January 1, 2009 to August 24, 2009 is $16.3 million due to the recognition of unamortized compensation costs as the acquisition of the Company triggered the change in control provisions of the stock based compensation instruments and resulted in the immediate acceleration of the vesting. Effective with the Bankrate Acquisition, all outstanding in-the-money stock options were settled with cash, and all outstanding out-of-money stock options were cancelled.

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Results of Operations

The following is our analysis of the results of operations for the periods covered by our financial statements. This analysis should be read in conjunction with our financial statements, including the related notes to the financial statements. A detailed discussion of our accounting policies and procedures is set forth in the applicable sections of this analysis. Other accounting policies are contained in Note 2 to the consolidated financial statements.

The following table displays our results for the respective periods expressed as a percentage of total revenue.

	Fiscal 2008			Fiscal 2009		Fiscal 2010				
	Predecessor			Predecessor	Successor	Successor			Successor	
	Period from January 1, 2008 to August 24, 2008	Period from August 25, 2008 through December 31, 2008	Year ended December 31, 2008	Period from January 1, 2009 through August 24, 2009	Period from August 25, 2009 through December 31, 2009	Period from January 1, 2010 to August 24, 2010	Period from August 25, 2010 through December 31, 2010	Year ended December 31, 2010	Three months ended March 31, 2010	Three months ended March 31, 2011
Statement of Operation Data										
Revenue	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Cost of revenue	41	37	40	44	43	40	37	39	41	38
Gross margin	59	63	60	56	57	60	63	61	59	62
Operating expenses										
Sales	5	6	5	12	6	5	3	4	6	3
Marketing	7	9	8	8	8	9	13	11	8	16
Product development	4	4	4	6	6	4	3	4	5	3
General and administrative	16	17	17	26	13	11	9	10	13	9
Acquisition related expenses	0	0	0	39	6	14	2	8	3	1
Restructuring charges	0	0	0	0	0	2	1	1	2	0
Impairment charges	0	4	1	0	0	0	0	0	0	0
Legal settlements	0	0	0	0	0	0	2	1	0	0
Depreciation and amortization	5	6	5	9	22	19	13	16	20	12
	37	46	40	100	61	64	46	55	57	44
Income (loss) from operations	22	17	20	(44)	(4)	(4)	17	6	2	18
Interest (expenses) income, net	1	0	1	0	(28)	(22)	(14)	(18)	(26)	(9)
Income before income taxes	23	17	21	(44)	(32)	(26)	3	(12)	(24)	9
Income tax expense (benefit)	10	8	9	(5)	(13)	(5)	1	(2)	(9)	4
Net income (loss)	13%	9%	12%	(39)%	(19)%	(21)%	2%	(10)%	(15)%	5%

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The following table displays our total revenue for the periods indicated.

	Fiscal 2008			Fiscal 2009		Fiscal 2010				
	Predecessor			Predecessor	Successor		Successor		Successor	
($ in thousands)	Period from January 1, 2008 to August 24, 2008	Period from August 25, 2008 through December 31, 2008	Year ended December 31, 2008	Period from January 1, 2009 through August 24, 2009	Period from August 25, 2009 through December 31, 2009	Period from January 1, 2010 to August 24, 2010	Period from August 25, 2010 through December 31, 2010	Year ended December 31, 2010	Three months ended March 31, 2010	Three months ended March 31, 2011
Online(1)	$ 101,992	$ 56,061	$ 158,053	$ 82,618	$ 41,369	$ 107,949	$ 105,630	$ 213,579	$ 32,900	$ 96,944
Print publishing	6,132	2,670	8,802	5,028	2,468	4,225	2,794	7,019	1,560	2,134
Total revenue	$ 108,124	$ 58,731	$ 166,855	$ 87,646						