

UNITED STATES OF AMERICA

Congress of the United States

To Gary A. Johnson, or Custodian of Records for Vertrue, Inc.

, Greeting:

Pursuant to lawful authority, YOU ARE HEREBY COMMANDED to appear before the Senate Committee on Commerce, Science, and Transportation of the Senate of the United States, on August 18, 2009, at 10:00 o'clock a. m., at their committee room 253 Russell Senate Office Building, Washington, DC, then and there to testify what you may know relative to the subject matters under consideration by said committee.

And produce all materials as set forth in the Schedule, attached hereto and made a part hereof. Personal appearance in Washington, DC waived if subpoenaed materials are produced to the Committee on or before the herein appointed date and time.

Hereof fail not, as you will answer your default under the pains and penalties in such cases made and provided.

To any Committee staff member or U.S. Marshal to serve and return.

Given under my hand, by order of the committee, this 28th day of July, 2009.



Chairman, Committee on Commerce, Science, and Transportation

SCHEDULE

1. Documents sufficient to show every e-commerce retailer or website a Vertrue company has entered into a business relationship with to market a Vertrue company's online membership services or discount clubs (also referenced herein as "partner"). A "Vertrue company" refers to Vertrue or a Vertrue subsidiary, including, but not limited to, Adaptive Marketing LLC.

For each of these business relationships, provide the following documents:

- a. documents sufficient to show the length of the relationship, whether it is ongoing, the amount of revenue the relationship generated for a Vertrue company and its partner on a yearly basis; and
 - b. copies of all contracts or agreements and all amendments to the contracts or agreements with the website or e-commerce retailer.
2. All documents and communications related to internal discussions regarding internet consumers accidentally or unknowingly signing up for an online membership service or discount club offered by any Vertrue company, including, but not limited to, documents and communications related to any Vertrue company's efforts to minimize this problem.
 3. All documents and communications related to customer complaints or inquiries about charges by any Vertrue company to their credit card or debit card, including, but not limited to, documents and communications related to any compilation of the number of complaints in aggregate form.
 4. All communications between any Vertrue company and any of their partners regarding:
 - a. customer complaints;
 - b. customer cancellations;
 - c. transferring consumer credit card or debit card account information from the Vertrue company's partner to the Vertrue company, including instructions about how to transfer the data;
 - d. the post-transaction marketing techniques used to promote any Vertrue company's products or services, including the use of a cash back award or a "pop-up" window; and
 - e. if applicable, the termination of the business relationship.
 5. All communications between any Vertrue company and any payment processing company, bank, credit card company, or debit card company regarding unauthorized charges, including, but not limited to, cardholder complaints or inquiries about unauthorized charges by Vertrue.

6. All scripts, policies, manuals, or procedures that have been provided to any Vertrue company employee to use in preparation for or during communications with any Vertrue company customer, including, but not limited to, scripts, policies, manuals, or procedures for handling customer complaints, and all documents and communications related to evaluations of any Vertrue company employee's ability to handle customer complaints.
7. All articles of incorporation, annual or other periodic reports, and audited financial statements for Vertrue and its subsidiaries for the last ten years, including, but not limited to, Adaptive Marketing LLC.

RESPONDING TO COMMITTEE SUBPOENAS

In responding to the subpoena, please apply the instructions and definitions set forth below:

INSTRUCTIONS

1. In complying with this subpoena, you are required to produce all responsive documents that are in your possession, custody, or control, whether held by you or your past or present agents, employees, and representatives acting on your behalf. You are also required to produce documents that you have a legal right to obtain, documents that you have a right to copy or have access to, and documents that you have placed in the temporary possession, custody, or control of any third party.
2. Documents responsive to the subpoena shall not be destroyed, modified, removed, transferred, or otherwise made inaccessible to the Committee.
3. In the event that any entity, organization, or individual denoted in the subpoena has been, or is currently, known by any other name than that herein denoted, the subpoena shall be read also to include them under that alternative identification.
4. Each document shall be produced in a form that renders the document susceptible of copying.
5. When you produce documents, you shall identify the paragraph or clause in the Committee's subpoena to which the documents respond.
6. Documents produced in response to this subpoena shall be produced together with copies of file labels, dividers, or identifying markers with which they were associated when this subpoena was issued. To the extent that documents were not stored with file labels, dividers, or identifying markers, they shall be organized into separate folders by subject matter prior to production.
7. Each folder and box shall be numbered, and a description of the contents of each folder and box, including the paragraph or clause of the subpoena to which the documents are responsive, shall be provided in an accompanying index.
8. It shall not be a proper basis to refuse to produce documents that any other person or entity also possesses non-identical or identical copies of the same document.

9. The Committee accepts electronic documents in lieu of paper productions. If any of the subpoenaed information is available in machine-readable or electronic form (such as on a computer server, hard drive, CD, DVD, memory stick, flash drive, or computer back up tape), you shall consult with Committee staff to determine the appropriate format in which to produce the information. Documents produced in electronic format shall be organized, identified, and indexed electronically in a manner comparable to the organizational structure called for in (6) and (7) above.
10. If any document responsive to this subpoena was, but no longer is, in your possession, custody, or control, you shall identify the document (stating its date, author, subject and recipients) and explain the circumstances by which the document ceased to be in your possession, custody, or control.
11. If a date or other descriptive detail set forth in this subpoena referring to a document, communication, meeting, or other event is inaccurate, but the actual date or other descriptive detail is known to you or is otherwise apparent from the context of the subpoena, you shall produce all documents which would be responsive as if the date or other descriptive detail were correct.
12. The subpoena is continuing in nature and applies to any newly discovered document. Any document not produced because it has not been located or discovered by the return date shall be produced immediately upon location or discovery subsequent thereto.
13. All documents shall be bates-stamped sequentially and produced sequentially. In the cover letter, you shall include a total page count for the entire production, including both hardcopy and electronic documents.
14. The documents shall be delivered to Room 516 of the Dirksen Senate Office Building. You shall consult with Committee staff regarding the method of delivery prior to sending any materials.
15. As a general matter, the Committee does not permit documents to be withheld based upon nonconstitutional privileges, such as the attorney-client privilege. However, the Committee has discretion whether to recognize nonconstitutional privileges. In the event that a responsive document is withheld, you shall provide the following information concerning any such document: (a) the reason the document is not being produced; (b) the type of document; (c) the general subject matter; (d) the date, author and addressee; (e) the relationship of the author and addressee to each other; and (f) any other

description necessary to identify the document and to explain the basis for not producing the document.

16. If the subpoena cannot be complied with in full, it shall be complied with to the extent possible, which shall include an explanation of why full compliance is not possible.
17. Upon completion of the document production, you shall submit a written certification, signed by you or your counsel, stating that: (1) a diligent search has been completed of all documents in your possession, custody, or control which reasonably could contain responsive documents; and (2) all documents located during the search that are responsive have been produced to the Committee or identified in a privilege log provided to the Committee called for in (15) above.

DEFINITIONS

1. The term “document” means any written, recorded, or graphic matter of any nature whatsoever, regardless of how recorded, and whether original or copy, including but not limited to, the following: memoranda, reports, expense reports, books, manuals, instructions, financial reports, working papers, records, notes, letters, notices, confirmations, telegrams, receipts, appraisals, pamphlets, magazines, newspapers, prospectuses, interoffice and intra-office communications, electronic mail (e-mail), instant messages, calendars, contracts, cables, notations of any type of conversation, telephone call, meeting or other communication, bulletins, printed matter, computer printouts, invoices, transcripts, diaries, analyses, returns, summaries, minutes, bills, accounts, estimates, projections, comparisons, messages, correspondence, press releases, circulars, financial statements, reviews, opinions, offers, studies and investigations, questionnaires and surveys, power point presentations, spreadsheets, and work sheets. The term includes all drafts, preliminary versions, alterations, modifications, revisions, changes, and amendments to the foregoing, as well as any attachments or appendices thereto. The term also means any graphic or oral records or representations of any kind (including without limitation, photographs, charts, graphs, voice mails, microfiche, microfilm, videotape, recordings, and motion pictures), electronic and mechanical records or representations of any kind (including, without limitation, tapes, cassettes, disks, computer server files, computer hard drive files, CDs, DVDs, memory sticks, recordings, and removable computer media such as thumb drives, flash drives, memory cards, and external hard drives), and other written, printed, typed, or other graphic or recorded matter of any kind or nature, however produced or reproduced, and whether preserved in writing, film, tape, electronic format, disk, videotape or otherwise. A document bearing any notation not part of the original text is considered to be a separate

document. A draft or non-identical copy is a separate document within the meaning of this term.

2. The term “documents in your possession, custody or control” means (a) documents that are in your possession, custody, or control, whether held by you or your past or present agents, employees, or representatives acting on your behalf; (b) documents that you have a legal right to obtain, that you have a right to copy, or to which you have access; and (c) documents that you have placed in the temporary possession, custody, or control of any third party.
3. The term “communication” means each manner or means of disclosure, transmission, or exchange of information, in the form of acts, ideas, inquiries, or otherwise, regardless of means utilized, whether oral, electronic, by document or otherwise, and whether face-to-face, in a meeting, by telephone, mail, e-mail, instant message, discussions, releases, personal delivery, or otherwise.
4. The terms “and” and “or” shall be construed broadly and either conjunctively or disjunctively as necessary to bring within the scope of this subpoena any information which might be otherwise be construed to be outside its scope. The singular includes the plural number, and vice versa. The masculine includes the feminine and neuter genders.
5. The term “person” or “persons” means natural persons, firms, partnerships, associations, corporations, subsidiaries, divisions, departments, joint ventures, proprietorships, syndicates, or other legal, business or government entities, and all subsidiaries, affiliates, divisions, departments, branches, and other units thereof.
6. The terms “referring” or “relating,” with respect to any given subject, means anything that constitutes, contains, embodies, reflects, identifies, states, refers to, deals with, or is in any manner whatsoever pertinent to that subject.