

infoUSA INC.
FINANCE COMMITTEE CHARTER

A. PURPOSE

The Finance Committee shall assist the Board of Directors of *infoUSA Inc.* (the “Corporation”) in fulfilling its oversight responsibilities relating to the Corporation’s financial resources, capital structure and financial strategies.

B. ORGANIZATION

1. **Membership.** The Committee shall at all times consist of at least two directors appointed by the Board of Directors of this Corporation, each member to serve until his or her successor is duly appointed, or until his or her earlier death, resignation or removal by the Board of Directors.

2. **Qualifications.** Each member of the Committee shall have such expertise or experience in finance, financial management or financial oversight, or a related professional degree or certification, which in the opinion of the Board of Directors equips the member to carry out the responsibilities of a member of the Committee.

3. **Meetings.**

(a) **Frequency.** The Committee shall meet during each fiscal year of this Corporation as frequently as the Committee deems appropriate.

(b) **Agenda and Notice.** The Chair of the Committee shall establish the meeting dates and the meeting agenda and send proper notice of each Committee meeting to each member prior to each meeting. The Chair or a majority of the members of the Committee may call a special meeting of the Committee upon 48 hours’ prior notice.

(c) **Holding and Recording Meetings.** Committee meetings may be held in person or telephonically, or action may be taken by written consent in accordance with Delaware corporate law. The Committee shall keep written minutes of its meetings and submit such minutes to the Board of Directors.

(d) **Chair.** The Board of Directors shall designate a Chair of the Committee.

(e) **Quorum.** A majority of the members of the Committee shall constitute a quorum.

4. **Compensation.** The compensation of Committee members shall be determined by the Board of Directors.

5. **Subcommittees.** The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time.

C. AUTHORITY AND RESPONSIBILITIES

1. **Financial Resources.** The Committee shall periodically review and make recommendations to the Board of Directors with respect to the Corporation’s financial resources, financing requirements, dividend policy and related matters.

2. **Organizational Capital.** The Committee shall review and make recommendations to the Board of Directors with respect to the Corporation's organizational capital strategies, including bank lines of credit, debt securities and equity securities, and the financial aspects of mergers and acquisitions contemplated by the Corporation from time to time.
3. **Investment Practices.** The Committee shall periodically evaluate and make recommendations to the Board of Directors with respect to the investment practices and quality of investments of the Corporation and the Corporation's employee benefit plans.
4. **Other Financial Matters.** The Committee shall receive and review reports from management with respect to significant financial matters of the Corporation as requested by the Board of Directors or as deemed appropriate by the Committee from time to time.
5. **Regulatory Developments.** The Committee shall monitor and provide reports to the Board of Directors with respect to developments in accounting rules and practices, income tax laws and regulations, and other regulatory requirements that affect matters within the scope of the Committee's authority and responsibilities.

Access to Records, Legal Counsel and Advisors

6. **Access to Records and Personnel.** The Committee shall have full access to any relevant records of the Corporation that it deems necessary to carry out its responsibilities. The Committee may request that any officer or other employee of the Corporation or any advisor to the Corporation meet with members of the Committee or its advisors, as it deems necessary to carry out its responsibilities.
7. **Independent Advisors.** The Committee shall have the authority, without further action by the Board of Directors, to engage and determine funding for such independent legal, accounting and other advisors as it deems necessary to carry out its responsibilities. Such independent advisors may be the regular advisors to the Corporation. The Committee is empowered, without further action by the Board of Directors, to cause the Corporation to pay the compensation of such advisors as established by the Committee.

Other Responsibilities

8. **Reports to Board of Directors.** The Committee shall report regularly to the Board of Directors of the Corporation regarding the meetings of the Committee with such recommendations to the Board of Directors as the Committee deems appropriate.
9. **Periodic Review of this Charter.** The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
10. **Other Responsibilities.** The Committee shall take such other action with respect to the Corporation's capital structure and financial strategies as may be delegated from time to time by the Board of Directors. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.

This Finance Committee Charter was adopted by the Board of Directors of this Corporation on October 20, 2003.