

*info*GROUP Inc.

**Resolutions of the Independent Directors\* of the Board**

**January 29, 2009**

**Revised Delegation of Authority to the Officers of the Company**

**WHEREAS**, The parties to the Derivative Litigation (as such term is defined in the Form 8-K/A filed by the Company with the Securities and Exchange Commission on August 22, 2008) have entered into a Stipulation of Settlement, dated as of August 20, 2008 (the “Stipulation of Settlement”); and

**WHEREAS**, In connection with the Stipulation of Settlement, the Independent Directors of the Board (as such term is defined in the Stipulation of Settlement) (the “Independent Directors”) of *info*GROUP Inc. (collectively with its subsidiaries, the “Company”) have undertaken to approve and adopt a delegation of authority protocol to, among other things, specify the size of transactions, actions, arrangements and obligations each officer of the Company is authorized to enter into on behalf of the Company without prior Board approval; and

**WHEREAS**, In connection with the Stipulation of Settlement, the Independent Directors have, by resolution dated October 24, 2008 undertaken to approve and adopt certain policies to govern business expenses and perquisites; and

**WHEREAS**, The Independent Directors now desire to amend the October 24, 2008 resolution to more efficiently accomplish the objectives of the relevant provisions of the Stipulation of Settlement.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the October 24, 2008 resolutions are hereby revised and amended in their entirety by the following resolutions; and

**RESOLVED FURTHER**, that the following transactions, actions, arrangements and obligations (including entering into binding commitments therefor) shall require approval by the Board, the Independent Directors or a duly authorized committee of the Board, as applicable:

- (i) all matters related to the equity securities of the Company (including derivatives involving the equity securities of the Company), including but not limited to issuances, redemption, reclassification, any changes to the rights of equity securities and dividends on equity securities;
- (ii) purchase or acquisition of any equity or debt securities (including derivatives) of a third party; provided however, that the Chief Financial Officer shall be permitted to use the Company’s excess cash balances to make investments in (and take redemptions from) money market accounts or other cash equivalent instruments;

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\* As defined herein.

- (iii) establishment of equity or debt security repurchase plans;
- (iv) financing arrangements, loans, other borrowings, guarantees, pledging of Company assets or joint ventures; provided, however, that any capital leases below \$2 million may jointly be approved by the Chief Executive Officer and the Chief Financial Officer of the Company; and, provided further, that borrowings, repayments or prepayments under previously approved financing arrangements may be undertaken by the Chief Financial Officer; and, provided further, that guarantees of obligations of wholly-owned subsidiaries of *infoGROUP* Inc. by the parent, which are below \$2 million, may jointly be approved by the Chief Executive Officer and the Chief Financial Officer of the Company;
- (v) acquisition of another company through a merger, share purchase or acquisition of substantially all of the assets of such company;
- (vi) sale or disposition of Company property including real property (but excluding the Company's products and services) with a market value or a net book value in excess of \$2 million; provided, however, that any sale or disposition of Company property including real property (but excluding the Company's products and services) with a market value or a net book value below \$2 million may jointly be approved by the Chief Executive Officer and the Chief Financial Officer of the Company;
- (vii) any loans to employees (excluding ordinary course advancements or similar arrangements related to the ongoing performance of an employee's duties and responsibilities);
- (viii) any purchases or leases of real property; provided, however, that the lease of real property, the total annual obligation of which does not exceed \$750,000, may jointly be approved by the Chief Executive Officer and the Chief Financial Officer of the Company; and
- (ix) insurance programs; provided, however, that the purchase of insurance (other than director and officer liability insurance), the total obligation of which does not exceed \$500,000, may jointly be approved by the Chief Executive Officer and the Chief Financial Officer of the Company.

**RESOLVED FURTHER**, that notwithstanding the resolutions set forth herein, any related party transactions shall be effected through a separate policy to be approved by the Independent Directors as set forth in the Stipulation of Settlement;

**RESOLVED FURTHER**, that, subject to the limitations set forth above and those contained in the Company's Code of Business Conduct and Ethics, the Chief Executive Officer, the Executive Vice Presidents, the Senior Vice Presidents and the Vice Presidents (collectively the "Officers") of the Company are hereby authorized to negotiate, approve, execute and deliver any contracts, agreements, payments, instruments, reports or any other document in connection with Ordinary Course Of Business Transactions. For purposes of this resolution, the term "Ordinary Course of Business Transactions" means any of those categories of transactions listed on Appendix A. Appendix A shall be maintained by the EVP for Business Conduct and General Counsel, and such officer may update or modify the list with other similar transactions which are approved by the EVP for Business Conduct and General Counsel, provided that such officer notifies the Chairman of the Board and the Chairman of the Audit Committee of the Board as soon as practicable of any such approval.

**RESOLVED FURTHER**, that, subject to the limitations set forth in the above resolutions concerning related party transactions and those limitations contained in the Company's Code of Business Conduct and Ethics, the Officers may, upon prior written approval of the Chairman of the Board, the Chairman of the Audit Committee of the Board and the EVP for Business Conduct and General Counsel, negotiate, approve and execute and deliver any contracts, agreements, instruments, reports or any other document in connection with Extraordinary Transactions.

For purposes of this resolution, the term "Extraordinary Transactions" means any of the following involving the Company:

- (i) any transaction (which is not a designated Ordinary Course of Business Transaction) involving total payments by the Company of \$2 million or more;
- (ii) the purchase or lease of aircraft (whole or partial interests) by the Company or the purchase or lease of motor vehicles (not including conventional car rentals) by the Company for or on behalf of any employee, consultant, officer or director of the Company;
- (iii) any payment of club membership fees by the Company for or on behalf of any employee, consultant, officer or director of the Company;
- (iv) any payment of mortgage or rental fees on offices, homes, apartments or any other real property not used exclusively for business purposes by the Company on behalf of any employee, consultant, officer or director of the Company;
- (v) any charitable contributions by the Company in excess of \$10,000 per year, whether in a single donation or series of donations;
- (vi) any political contributions by the Company (which shall also require the approval of the Chief Executive Officer), whether in a single donation or series of donations;
- (vii) any consulting agreement with the Company with a total value in excess of \$150,000;
- (viii) interest rate contracts, foreign currency risk management instruments, swaps and other derivative arrangements;
- (ix) any material "perquisite" (as such term is defined by the Securities and Exchange commission for the purposes of public disclosure requirements), provided that provision of perquisites to employees is generally discouraged and, in no case, shall the Company provide home office allowances; and
- (x) any other transaction which is not an Ordinary Course of Business Transaction.

**RESOLVED FURTHER**, that any non-compliance with the delegation of authority protocol set forth in these resolutions shall be reported to the EVP for Business Conduct and General Counsel who shall report such non-compliance to the Board;

**RESOLVED FURTHER**, that the EVP for Business Conduct and General Counsel shall have the authority to interpret and enforce the delegation of authority protocol set forth in these resolutions and

to communicate the actions of the Board, Independent Directors or a duly authorized committee of the Board, as applicable, concerning the delegation of authority protocol set forth in these resolutions;

**RESOLVED FURTHER**, that notwithstanding the restrictions and limitations set forth in the foregoing resolutions, other than in contravention of applicable law, the Company's Certificate of Incorporation and the Bylaws, and the Stipulation of Settlement, the Chairman of the Board and the Chairman of the Audit Committee of the Board, or any of them, may waive the requirements set forth in the foregoing resolutions;

**RESOLVED FURTHER**, that all Company reimbursements for expenses shall be subject to uniform, Company-wide procedures, which shall include the ability to obtain restitution, via the retention of compensation and other means, for any expense later deemed to have been paid in contravention to these resolutions;

**RESOLVED FURTHER**, that Company payment or reimbursement of expenses shall be strictly limited to legitimate business expenses. For purposes of this resolution, "legitimate business expenses" shall mean expenditures, the exclusive purpose of which is the advancement of the Company's business interests, as demonstrated by contemporaneous objective documentation. The Company shall neither incur nor reimburse any expense that conveys to any employee a significant personal benefit unrelated to the Company's business interests;

**RESOLVED FURTHER**, that no employee shall use Company resources, including credit cards, for personal expenses;

**RESOLVED FURTHER**, that the Board hereby determines that it is advisable and in the best interests of the Company and its stockholders for the Company to require that the EVP for Business Conduct and General Counsel report to the Audit Committee of the Board the details of any Extraordinary Transaction;

**RESOLVED FURTHER**, that the EVP for Business Conduct and General Counsel is hereby authorized, in the name and on behalf of the Company, to take all actions as he may determine to be necessary or appropriate (such determination to be conclusively, but not exclusively, evidenced by the action taken by the EVP for Business Conduct and General Counsel) in connection with the matters set forth in the foregoing resolution; and

**RESOLVED FURTHER**, that the Board hereby determines that it is advisable and in the best interests of the Company and its stockholders for the Company to prohibit any future purchase or lease of a yacht by the Company.