



CORPORATE FINANCE

# Deal Announcement

ADVISORY

KPMG Corporate Finance advised Neverblue Media Incorporated on its sale to Vertrue Incorporated (NASDAQ:VTRU).



**Neverblue Media  
Incorporated**

**KPMG Corporate Finance**

acted as financial adviser to  
Neverblue Media Incorporated  
on its sale to Vertrue Incorporated

February 2007

## **The Company**

Neverblue Media Incorporated (Neverblue or the Company) is a leading online advertising company that specializes in client acquisition and lead generation. Founded by industry veterans in 2003 and based in Victoria, British Columbia, Neverblue delivers millions of profitable customers to clients all over the world. Neverblue provides its marketing solutions through five business units: NeverblueADS, CrossPub Network, Neverblue Properties, Veraleads, Coreg Solutions, and Neverblue SEM. Its marketing and lead generation services include affiliate marketing, exclusive Internet properties, search engine marketing, phone-interviewed lead generation, and co-registration campaigns.

## **The Situation**

In response to a number of unsolicited offers, the shareholders of Neverblue retained KPMG Corporate Finance to assist in evaluating and negotiating the offers and potentially exploring additional market interest in the business. The Company was experiencing significant growth, but remained a smaller business in an industry that is undergoing rapid change and consolidation. The shareholders believed that the Company would be better positioned for long-term success with a larger partner that had greater resources and infrastructure, complimentary service offerings, and additional customer relationships. The active shareholders wanted to continue to manage the business and participate in its growth.

## **The Transaction**

KPMG Corporate Finance reviewed the offers and provided guidance to the shareholders with regard to valuation, structure, and other major deal terms. One of the unsolicited offers was sufficiently attractive that the shareholders wanted to pursue the opportunity. With a number of enhancements to the terms, an agreement was signed with Vertrue Incorporated, a publicly traded online marketing services firm. Vertrue represented an excellent fit for the business from a strategic and cultural perspective, and offered the infrastructure, diversity, and expertise that the shareholders believe will help the business to realize its full potential.

*KPMG Corporate Finance: Objectivity. Insight. Experience.*

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***We welcome the opportunity to meet with you, learn more about your company's objectives, and discuss our people and capabilities.***

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