

INFOUSA INC
Form DFAN14A
May 17, 2006

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☒

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☒ Definitive Additional Materials

☐ Soliciting Material under Rule 14a-12

infoUSA Inc.

(Name of Registrant as Specified In Its Charter)

Dolphin Limited Partnership I, L.P.

Dolphin Financial Partners, L.L.C.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

Common Stock, \$.0025 par value

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

r Fee paid previously with preliminary materials.

r Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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(212) 750-5833

**DOLPHIN CALLS ON *infoUSA* TO PROVE ITS NEW FOUND COMMITMENT
TO GOOD CORPORATE GOVERNANCE**

Says infoUSA Continues To Avoid The Real Issues

STAMFORD, CONNECTICUT, May 17, 2006 - Dolphin Limited Partnership I, L.P. and Dolphin Financial Partners, L.L.C., which together own 2.0 million shares, or 3.6% of *infoUSA* Inc. (NASDAQ: IUSA), today called upon *infoUSA*'s Board to prove its new found "commitment to good corporate governance" by making real changes, rather than misleading shareholders yet again.

infoUSA's recent letter to stockholders states that the *infoUSA* Board is "committed to the principles of good corporate governance."

We say to Mr. Vinod Gupta and the full Board: Show Us!

Demonstrate your newly discovered "commitment to good corporate governance" by:

- Reconstituting the Special Committee to complete its review
- Eliminating Mr. Vinod Gupta's exclusive exemption from the Poison Pill
- Eliminating all related party and/or direct payments for the 80 foot yacht, jet planes, residences, luxury cars, etc.
 - Holding top management accountable for continued poor operating performance and missed targets
 - Eliminating further option grants to Mr. Vinod Gupta that expand his control
 - Eliminating the repricing provisions in the stock option plan
- Replacing directors that have conflicts and/or ties to *infoUSA* or its top management
- Bringing down to earth your "larger than life" Chairman, as incumbent Director George Haddix described Mr. Vinod Gupta

While we would applaud a genuine death bed conversion to the principals of good corporate governance, we believe that actions speak louder than words.

Unfortunately, the full Board appears more focused on misleading than executing!

infoUSA's long record of poor operating performance and poor corporate governance is highlighted further by their recent complaint about our analyses demonstrating *infoUSA*'s poor performance by professing ignorance of the data demonstrating such record. Our financial data, as previously noted, came from Bloomberg, a universally recognized independent source. (As the corporate and investment community is well aware and expects, these data exclude certain items, and these exclusions are clearly footnoted by Bloomberg.)

Similarly, you have suggested that one of our nominees is somehow the cause of a problem at a company, -- in fact, he was brought in to solve the problem -- as he has done at other companies. These independent nominees are only serving to benefit the *infoUSA* unaffiliated stockholders. They have no ties to Dolphin or *infoUSA* or its management. We believe our nominees, Mick M. Aslin, Karl O. Meyer and Robert O. Trevisani, if elected, will act to put *infoUSA* on the correct footing.

With 51% of *infoUSA*'s shares held by professional investors and institutions, including Dolphin, it's more important than ever to vote on the crystal clear issues confronting *infoUSA*'s stockholders.

Dolphin encourages all stockholders to visit its Web site www.iusaccountability.com to learn more about Dolphin's nominees and their plan to build stockholder value and to see important original documents involving Mr. Vinod Gupta and the *infoUSA* Board, obtained through Dolphin's extensive books and records search under Delaware Law.

Dolphin urges all stockholders to VOTE the Blue proxy card today!

infoUSA stockholders should sign, date and return the **BLUE** proxy card **FOR** Dolphin's nominees and by-law amendment at the upcoming Annual Meeting of Stockholder on May 26, 2006. If you have any questions, or would like assistance in voting your shares, please contact the company that is helping us with this most important election, Innisfree M&A Incorporated, at 1-888-750-5834.