



Truvo Intermediate LLC

€395,000,000 8½% Senior Notes due 2014

\$200,000,000 8¾% Senior Notes due 2014

Financial Results First Six Months 2009

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Presentation of financial information

All financial information in this quarterly report has been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union.

Rounding adjustments have been made in calculating some of the financial information included in this quarterly report. As a result, figures shown as totals in some tables may not be exact arithmetic aggregations of the figures that precede them.

The following discussion and analysis is based on and should be read in conjunction with our historical financial statements included elsewhere in this quarterly report and in our 2008 Annual Report.

The discussion includes forward-looking statements, which, although based on assumptions that we consider reasonable, are subject to risks and uncertainties, which could cause actual events or conditions to differ materially from those expressed or implied herein. For a discussion of some of those risks and uncertainties, please see the section entitled "Forward-looking statements" as well as the section of our 2008 Annual Report entitled "Risk factors".

Comparative figures 2008

The 2008 comparative figures included in this report differ from our 2nd quarter 2008 report as a result of:

- Adjustments phasing of results in 2008; and
- Change in accounting principles Puerto Rico.

For a detailed discussion please refer to our 2008 Annual Report page 30.

Divestiture of operations in The Netherlands

In March 2008, we agreed to sell our operations in The Netherlands, trading as Gouden Gids B.V. and ClearSense B.V., to a subsidiary of European Directories S.A., with effect from November 1, 2007 for Gouden Gids B.V. and completion date for ClearSense B.V. Accordingly and pursuant to IFRS requirements, we classified our operations in The Netherlands as discontinued operations (held for sale) as of November 1, 2007, since the carrying value would be recovered principally through a sale transaction rather than through continuing operations.

On August 29, 2008, the Dutch competition authority (NMa) approved the proposed transaction with European Directories in The Netherlands and granted a license. The sale transaction was completed on September 16, 2008.

In the 2nd quarter of 2009, we recognised an adjustment amounting to €5.9 million, presented on the line discontinued operations, due to a revised calculation of U.S. corporate income tax related to the realised gain.

We have been made aware of a third party appeal against the grant of the licence by the NMa (Dutch competition authority) allowing the sale of our operations in The Netherlands to a subsidiary of European Directories S.A. We are of the opinion that this appeal is without merit, however we have notified the court that we are an interested party to ensure that Truvo's interests are suitably protected during the proceedings. We cannot assure you as to the ultimate outcome of this proceeding.

We have decided that we will use €140.2 million of the cash proceeds from the sale of the Dutch activities for prepayment of the senior loans at par, in accordance with the €1,025 million Senior Facility Agreement, dated May 23, 2007. The payment date is August 28, 2009.

The cash proceeds from the sale after transaction expenses and taxes is €162.5 million. We have applied, or will apply, €22.3 million of this amount for capital expenditure and the purchase of assets. €140.2 million will be used to prepay the senior loans.

Impairment

Based on our accounting principles, we tested goodwill and other intangible assets, as included in the balance sheet as at June 30, 2009 for impairment. The lower fair value of the cash-generating units, caused by lower expected EBITDA's and cash flows based on recently updated mid term plans, resulted in a goodwill impairment charge amounting to €154.8 million (consolidated entities €117.6 million, Axesa Servicios de Información €5.5 million and Trudon (Pty) €31.7 million).

While the impairment charge related to goodwill reduced our reported results, it is a non-cash item in nature and is not affecting Truvo's liquidity, cash flows from operating activities, or debt covenants, or has any impact on future operations. Under IFRS, goodwill is not amortised, but rather is tested for impairment at least annually.

2009 Trading performance

From mid-2008, it became clear that the economic downturn and the rapid decline of the size of the traditional paper directory business would adversely affect Truvo's financial performance. Many of our customers, typically small and medium enterprises, have reduced their advertising spending as a reaction to the negative trends they have experienced in their own businesses and the increasing number of alternatives to printed directories. Historically, our business model tended to be more resilient to economic fluctuations than most other advertising media. However, as our business model moves away from the print only model towards a more diverse mix of local advertising media, we expect to be more sensitive to the economic cycle.

The first quarter is heavily driven by online revenues - in the second quarter of 2009 the first printed directories were published in Belgium and Ireland. Revenues in the first six months of 2009 (including Portugal - Páginas Amarelas) amounted to €116.6 million, a decrease of 12.7% or €17.0 million compared to the first six months of 2008 (€133.6 million) and EBITDA amounted to €29.2 million, a decrease of 24.0% or €9.2 million compared to €38.4 million in the first six months of 2008. In metropolitan areas, we are experiencing a significant reduction in our print sales, which is not compensated by the growth in our online sales.

We expect full year net operating revenues to decrease between 16% and 19% compared to 2008 and EBITDA decline between 35% and 38%.

Group sales performance for 2009 sales cycle up to July 31 shows that the percentage of sales closed is 3% ahead of the same time last year, whilst the year-over-year sales performance is 15% below the same time last year. We have already initiated actions to resize the cost base for our print products to mitigate the impact of revenue losses on our EBITDA, however we caution that, due to the margins we have on these products in the past, this will only be possible to a limited extent. Moreover, we will be required to re invest a portion of the cost savings in the transition to a more online oriented business.

We have engaged Houlihan Lokey to assist us in exploring various business and capital structure alternatives. While the group has retained Houlihan Lokey to assist us in this process, there is no assurance that this process will result in any specific transactions or outcomes.

Forward-looking statements

This quarterly report contains “forward-looking statements”, as that term is defined by U.S. federal securities laws, relating to our business, financial condition and results of operations. You can find many of these statements by looking for words such as “may”, “will”, “expect”, “anticipate”, “believe”, “estimate” and similar words used in this quarterly report.

By their nature, forward-looking statements are subject to numerous assumptions, risks and uncertainties. Accordingly, actual results may differ materially from those expressed or implied by the forward-looking statements. We caution readers not to place undue reliance on these statements, which speak only as of the date of this quarterly report.

The cautionary statements set forth above should be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf might issue. We do not undertake any obligation to review or confirm analysts’ expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this quarterly report.

Risks and uncertainties that could cause actual results to vary materially from those anticipated in the forward-looking statements included in this quarterly report include factors such as:

- the declining usage of printed directories and the shift toward online media and other forms of advertising;
- the possibility that our strategy, including the expansion of our Internet activities to benefit from the shift in usage from print to online media, may not be successful;
- the negative impact of the current global economic crisis on our customers, which in turn will materially adversely affect our results of operations and financial results;
- our dependency on partnerships, joint ventures and the cooperation of the incumbent telecom operators in certain geographic markets;
- our inability to compete successfully in each of our markets due to the competitive nature of the directory advertising industry;
- the failure of our customers to renew their advertising in our directories;
- our exposure to bad credit risk of certain of our customers, due to the credit we extend to small and medium-sized businesses in connection with the sale of advertising space;

- our dependency on earnings derived from companies that we do not control;
- the potential loss of important intellectual property rights;
- our inability to obtain an unqualified audit opinion in future years;
- our reliance on technology;
- government regulation and changes in regulation regarding information technology, data protection, privacy and other matters;
- our reliance on third party providers for printing, distribution, delivery services and revenue collection;
- fluctuations in the price or availability of paper;
- our exposure to currency exchange risks;
- possible political, economic and regulatory instability affecting our minority shareholding in South Africa;
- the interests of our principal shareholders, which may be inconsistent with the interests of the holders of the Notes and of each other;
- our dependency on the key executive officers and our ability to hire, select and retain our sales force and other qualified personnel, in particular new media talent;
- continuing severance costs in the future;
- strikes or industrial action;
- litigation and commercial dispute risks;
- our high leverage and ability to meet our debt service obligations;
- our requirement for a significant amount of cash to service our debt and our ability to generate sufficient cash; and
- our significant restrictive debt covenants, which limit our operating flexibility.

We disclosed important factors that could cause our actual results to differ materially from our expectations under “Risk factors” in our 2008 Annual Report and elsewhere in this quarterly report. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf. When we indicate that an event, condition or circumstance could or would have an adverse effect on us, we mean to include effects upon our business, financial and other conditions, results of operations and ability to make payments on the Senior Notes.

Selected financial data from the consolidated statement of income

In the presentation of the historical consolidated financial data below, we are presenting our figures in two ways:

1. "Equity accounting": Consolidated figures based on the equity method of accounting for our joint venture Páginas Amarelas in accordance with IFRS - the Páginas Amarelas results are included in the line "Share of result after tax of associates and joint ventures"; and
2. "Segment reporting": The presentation used by our management in monitoring the operating results of the business - excluding discontinued operations in The Netherlands (presented on the line "Profit/(loss) for the period from discontinued operations") and including the operating results in Portugal (Páginas Amarelas), fully consolidated.

From revenues to operating profit and (attributable) EBITDA ⁽¹⁾

in € millions	Quarter ended June 30,				Period ended June 30,			
	Equity accounting		Segment reporting		Equity accounting		Segment reporting	
	2009	2008	2009	2008	2009	2008	2009	2008
Net operating revenues	68.8	85.9	81.0	98.8	89.1	104.8	113.4	130.0
Other income	3.0	3.5	1.8	2.0	5.8	6.6	3.2	3.6
Revenues	71.8	89.4	82.8	100.8	94.9	111.4	116.6	133.6
Personnel costs - ordinary	20.5	24.8	25.6	30.7	42.1	49.2	53.3	60.9
Raw materials and purchased services	6.4	7.3	8.1	9.9	8.0	8.9	11.0	12.7
Directories in progress and Internet expense deferrals	3.2	3.9	3.1	3.0	(5.0)	(9.1)	(6.6)	(11.7)
Depreciation and impairment of property, plant and equipment	0.4	0.6	0.5	0.8	0.8	1.0	1.1	1.3
Other operating expenses	11.0	12.5	16.0	15.4	21.9	26.8	29.7	33.3
Total operating costs and expenses	41.5	49.1	53.3	59.8	67.8	76.8	88.5	96.5
Operating profit before amortisation and impairment of intangible assets, personnel costs - restructuring and other non-operating costs	30.3	40.3	29.5	41.0	27.1	34.6	28.1	37.1
Personnel costs - restructuring	3.6	2.8	3.6	2.8	6.8	3.1	6.8	3.1
Other non-operating costs	0.9	(0.7)	0.9	(0.8)	1.1	(0.1)	1.1	(0.2)
Amortisation and impairment of intangible assets	134.5	17.8	138.3	21.6	151.3	35.2	158.9	42.8
Operating profit	(108.7)	20.4	(113.3)	17.4	(132.1)	(3.6)	(138.7)	(8.6)

in € millions	Quarter ended June 30,				Period ended June 30,			
	Equity accounting		Segment reporting		Equity accounting		Segment reporting	
	2009	2008	2009	2008	2009	2008	2009	2008
Operating profit	(108.7)	20.4	(113.3)	17.4	(132.1)	(3.6)	(138.7)	(8.6)
Amortisation and impairment of intangible assets	134.5	17.8	138.3	21.6	151.3	35.2	158.9	42.8
Depreciation and impairment of property, plant and equipment	0.4	0.6	0.5	0.8	0.8	1.0	1.1	1.3
Personnel costs - restructuring	3.6	2.8	3.6	2.8	6.8	3.1	6.8	3.1
Other non-operating costs	0.9	(0.7)	0.9	(0.8)	1.1	(0.1)	1.1	(0.2)
EBITDA ⁽¹⁾	30.7	40.9	30.0	41.8	27.9	35.6	29.2	38.4
South Africa 35.1%	2.8	2.8	2.8	2.8	4.0	4.3	4.0	4.3
Puerto Rico 40.0%	0.8	1.0	0.8	1.0	1.9	2.0	1.9	2.0
Portugal 75.0% and 25.0%, respectively	(0.5)	0.7	0.2	(0.2)	1.0	2.1	(0.3)	(0.7)
ATTRIBUTABLE EBITDA ⁽¹⁾	33.8	45.4	33.8	45.4	34.8	44.0	34.8	44.0

(1) See definition page 8.

From operating profit to profit/(loss) for the period

in € millions	Quarter ended June 30,				Period ended June 30,			
	Equity accounting		Segment reporting		Equity accounting		Segment reporting	
	2009	2008	2009	2008	2009	2008	2009	2008
Operating profit	(108.7)	20.4	(113.3)	17.4	(132.1)	(3.6)	(138.7)	(8.6)
Financial income	4.7	14.1	5.2	14.9	9.8	28.7	10.8	30.3
Financial expense	(44.9)	(53.1)	(45.2)	(54.1)	(92.7)	(107.4)	(93.5)	(109.0)
Results from financial income and expense	(40.2)	(39.0)	(40.0)	(39.2)	(82.9)	(78.7)	(82.7)	(78.7)
Share of result after tax of associates and joint ventures	(37.3)	0.9	(35.4)	2.7	(37.1)	1.6	(33.7)	4.4
Profit/(loss) before tax	(186.2)	(17.7)	(188.7)	(19.1)	(252.1)	(80.7)	(255.1)	(82.9)
Income tax gain/(expense)	5.4	(1.5)	7.4	(0.6)	18.4	9.8	20.4	11.1
Minority interests	-	-	0.6	0.5	-	-	1.1	0.9
Profit/(loss) for the period from continuing operations	(180.8)	(19.2)	(180.7)	(19.2)	(233.7)	(70.9)	(233.6)	(70.9)
Profit/(loss) for the period from discontinued operations	(5.9)	(0.6)	(5.9)	(0.6)	(5.9)	(1.7)	(5.9)	(1.7)
Profit/(loss) for the period	(186.7)	(19.8)	(186.6)	(19.8)	(239.6)	(72.6)	(239.5)	(72.6)

Summary of financial results by geographic region and other

in € millions	Quarter ended June 30,		Period ended June 30,	
	2009	2008	2009	2008
Belgium				
Net operating revenues	65.4	82.0	83.0	98.3
EBITDA ⁽¹⁾	31.4	41.8	34.5	45.4
Ireland				
Net operating revenues	2.1	1.7	4.0	3.4
EBITDA ⁽¹⁾	(1.3)	(3.4)	(4.3)	(7.3)
Other and corporate				
Net operating revenues	1.3	2.2	2.1	3.1
EBITDA ⁽¹⁾	0.6	2.5	(2.3)	(2.5)
Romania				
Net operating revenues	1.3	2.2	2.1	3.1
EBITDA ⁽¹⁾	-	0.2	(0.9)	(0.7)
Headquarters				
Net operating revenues	-	-	-	-
EBITDA ⁽¹⁾	0.6	2.3	(1.4)	(1.8)
Group total				
Net operating revenues	68.8	85.9	89.1	104.8
Other income	3.0	3.5	5.8	6.6
Revenues	71.8	89.4	94.9	111.4
EBITDA ⁽¹⁾	30.7	40.9	27.9	35.6
Portugal (Páginas Amarelas)				
Net operating revenues	12.2	12.9	24.3	25.2
Other income and elimination of group revenues	(1.2)	(1.5)	(2.6)	(3.0)
EBITDA ⁽¹⁾	(0.7)	0.9	1.3	2.8
Total				
Net operating revenues	81.0	98.8	113.4	130.0
Other income	1.8	2.0	3.2	3.6
Revenues	82.8	100.8	116.6	133.6
EBITDA ⁽¹⁾	30.0	41.8	29.2	38.4

(1) See definition page 8.

Summary of the reconciliation from operating profit to EBITDA ⁽¹⁾

in € millions	Quarter ended June 30,		Period ended June 30,	
	2009	2008	2009	2008
Belgium				
Operating profit	(8.7)	29.8	(19.9)	21.6
Depreciation, amortisation and impairment	38.6	11.7	50.5	23.5
Personnel costs - restructuring and other non-operating costs (income)	1.5	0.3	3.9	0.3
EBITDA ⁽¹⁾	31.4	41.8	34.5	45.4
Ireland				
Operating profit	(6.0)	(8.6)	(13.3)	(16.6)
Depreciation, amortisation and impairment	3.7	4.1	7.2	8.2
Personnel costs - restructuring and other non-operating costs (income)	1.0	1.1	1.8	1.1
EBITDA ⁽¹⁾	(1.3)	(3.4)	(4.3)	(7.3)
Other and corporate				
Operating profit	(94.1)	(0.8)	(99.0)	(8.6)
Depreciation, amortisation and impairment	92.7	2.6	94.5	4.5
Personnel costs - restructuring and other non-operating costs (income)	2.0	0.7	2.2	1.6
EBITDA ⁽¹⁾	0.6	2.5	(2.3)	(2.5)
Total consolidated financial statements (equity accounting)				
Operating profit	(108.8)	20.4	(132.2)	(3.6)
Depreciation, amortisation and impairment	135.0	18.4	152.2	36.2
Personnel costs - restructuring and other non-operating costs (income)	4.5	2.1	7.9	3.0
EBITDA ⁽¹⁾	30.7	40.9	27.9	35.6
Portugal (Páginas Amarelas 100%)				
Operating profit	(4.6)	(3.0)	(6.6)	(5.0)
Depreciation, amortisation and impairment	3.9	4.0	7.9	7.9
Personnel costs - restructuring and other non-operating costs (income)	-	(0.1)	-	(0.1)
EBITDA ⁽¹⁾	(0.7)	0.9	1.3	2.8
Total (segment reporting)				
Operating profit	(113.4)	17.4	(138.8)	(8.6)
Depreciation, amortisation and impairment	138.9	22.4	160.1	44.1
Personnel costs - restructuring and other non-operating costs (income)	4.5	2.0	7.9	2.9
EBITDA ⁽¹⁾	30.0	41.8	29.2	38.4

(1) See definition page 8.

Summary of key results

Other financial information

in € millions	Quarter ended June 30,				Period ended June 30,			
	Equity accounting		Segment reporting		Equity accounting		Segment reporting	
	2009	2008	2009	2008	2009	2008	2009	2008
Depreciation, amortisation and impairment	134.9	18.4	138.8	22.4	152.1	36.2	160.0	44.1
Capital expenditure	(0.3)	(0.7)	(0.4)	(1.0)	(0.8)	(1.5)	(1.0)	(1.9)
Intangible assets	(3.1)	(1.8)	(3.3)	(1.9)	(4.4)	(2.2)	(4.8)	(2.4)
Net cash flows (continuing operations):								
from operating activities	31.3	22.9	31.8	23.7	64.9	50.6	71.8	62.7
used in investing activities	(1.5)	(4.0)	(2.4)	(4.3)	(3.3)	(10.5)	(4.3)	(11.0)
Total cash interest-bearing debt ⁽³⁾					1,461.4	1,458.1	1,495.3	1,500.5
Deduct cash and cash equivalents					244.9	29.7	249.5	38.0
Net cash interest-bearing debt ⁽³⁾					1,216.5	1,428.4	1,245.8	1,462.5

Balance sheet information

in € millions	Period ended June 30,			
	Equity accounting		Segment reporting	
	2009	2008	2009	2008
Cash and cash equivalents	244.9	29.7	249.5	38.0
Current assets	364.4	216.8	424.2	281.0
Property, plant and equipment	5.5	5.2	7.2	7.2
Total assets	1,175.8	2,451.5	1,234.6	2,561.3
Equity attributable to equity holders of Truvo Intermediate LLC	(1,414.9)	(270.4)	(1,414.9)	(270.4)

(3) See definition page 8.

Definitions

- “EBITDA”**, a measurement used by management to measure operating performance, represents operating profit before amortisation and impairment of goodwill and other intangible assets, depreciation of property, plant and equipment, personnel costs - restructuring, other non-operating costs and contributions related to the 8% clause Páginas Amarelas. EBITDA is presented because we believe that it is frequently used by security analysts, investors and other interested parties, as a measure of a company's operating performance and debt servicing ability, because it assists in comparing performance on a consistent basis without regard to depreciation and amortisation, which can vary significantly depending upon accounting methods or non-operating factors (such as historical costs). Accordingly, this information has been disclosed in this quarterly report to permit a more complete and comprehensive analysis of our operating performance relative to other companies. However, other companies may calculate EBITDA differently than we do. EBITDA is not a measurement of financial performance under IFRS and should not be considered as an alternative to cash flows from operating activities or as a measurement of liquidity or an alternative to profit/(loss) for the year as an indicator of our operating performance or any other measures of performance derived in accordance with IFRS.

The share of result after tax of associates and joint ventures, principally related to our interests in Páginas Amarelas, Trudon (Pty) (formerly TDS Directory Operations (Pty)) and Axesa Servicios de Información, is not included in EBITDA.

“Attributable EBITDA” represents EBITDA including our interest in the EBITDA of Páginas Amarelas, Trudon (Pty) and Axesa Servicios de Información.
- For **“8% clause Páginas Amarelas”** see the explanation under **“Off-balance sheet arrangements”**.
- “Cash interest-bearing debt”** comprises the Senior Facilities, including the amount drawn under the Revolving Credit Facility, the Senior Notes, and the financial leases as at June 30, 2009 and 2008, respectively. In the figures including Páginas Amarelas, also the Portuguese Credit Facility is included. Cash interest-bearing debt excludes €160.3 million and €144.6 million under the PIK Facility, as at June 30, 2009 and 2008, respectively.

“Net cash interest-bearing debt” comprises cash interest-bearing debt, net of cash and cash equivalents in the amount of €249.5 million and €38.0 million (including Páginas Amarelas €4.6 million and €8.3 million) as at June 30, 2009 and 2008, respectively.
- “Intercreditor Agreement”** refers to the intercreditor agreement dated May 23, 2007 between the Company, Truvo Subsidiary Corp., the subsidiary guarantors, the global coordinator and lenders under the Senior Facility Agreement, the senior agent, lenders under the PIK Facility Agreement and the trustee for the holders of the Senior Dollar Notes and the Senior Euro Notes.
- “PIK Facility”** refers to the €130 million PIK facility entered into in connection with the PIK refinancing.
- “PIK Facility Agreement”** refers to the PIK facility agreement dated May 23, 2007 among the Company and the other borrowers thereunder, with JPMorgan Europe Ltd. as administrative agent and the lender parties, entered into in connection with the PIK refinancing.
- “Revolving Credit Facility”** refers to a revolving credit facility of up to €50 million.
- “Senior Dollar Notes”** refers to the \$200 million principal amount of 8³/₈% notes due 2014 of Truvo

Subsidiary Corp., a wholly owned subsidiary of the Company.

9. **"Senior Euro Notes"** refers to the €395 million principal amount of 8 1/2% notes due 2014 of Truvo Subsidiary Corp., a wholly owned subsidiary of the Company.
10. **"Senior Facilities"** refers to the €1,025 million senior facilities entered into in connection with the refinancing, comprising of two term loan facilities of up to €975 million and a Revolving Credit Facility.
11. **"Senior Facility Agreement"** refers to the senior facility agreement dated May 23, 2007 between Truvo

Acquisition Corp. and the other borrowers thereunder, JPMorgan Europe Ltd. as facility agent and security agent and the lender parties thereto, entered into in connection with the refinancing.

12. **"Senior Notes"** refers to the Senior Dollar Notes and the Senior Euro Notes.
13. In this quarterly report, the **"Company"** refers to Truvo Intermediate LLC; **"we"**, **"us"**, **"our"** and the **"group"** refer, as the context requires, to the Company and its consolidated subsidiaries and certain of its other affiliates described in this quarterly report.

Operating and financial review

In the presentation of the statements of income and cash flows below, we are presenting our figures in two ways:

1. "Equity accounting": Consolidated figures based on the equity method of accounting for our joint venture Páginas Amarelas in accordance with IFRS - the Páginas Amarelas results are included in the line "Share of result after tax of associates and joint ventures"; and
2. "Segment reporting": The presentation used by our management in monitoring the operating results of the business - excluding discontinued operations in The Netherlands (presented on the line "Profit/(loss) for the period from discontinued operations") and including the operating results in Portugal (Páginas Amarelas), fully consolidated.

Comparison of the first six months of 2009 to the first six months of 2008

in € millions	Quarter ended June 30,		Period ended June 30,	
	2009	2008	2009	2008
Net operating revenues				
Belgium	65.4	82.0	83.0	98.3
Ireland	2.1	1.7	4.0	3.4
Romania	1.3	2.2	2.1	3.1
	68.8	85.9	89.1	104.8
Portugal (Páginas Amarelas)	12.2	12.9	24.3	25.2
Net operating revenues	81.0	98.8	113.4	130.0
EBITDA ⁽¹⁾				
Belgium	31.4	41.8	34.5	45.4
Ireland	(1.3)	(3.4)	(4.3)	(7.3)
Romania	-	0.2	(0.9)	(0.7)
Other and corporate	0.6	2.3	(1.4)	(1.8)
	30.7	40.9	27.9	35.6
Portugal (Páginas Amarelas)	(0.7)	0.9	1.3	2.8
EBITDA ⁽¹⁾	30.0	41.8	29.2	38.4

(1) See definition page 8.

Note: The following discussion is including Páginas Amarelas (segment reporting).

Revenues

Revenues in the first six months of 2009 amounted to €116.6 million, a decrease of 12.7% or €17.0 million compared to the first six months of 2008 (€133.6 million).

Net operating revenues in the first six months of 2009 amounted to €113.4 million, a decrease of €16.6 million or 12.8% compared to the first six months of 2008 (€130.0 million). Print revenues in the first six months of 2009 amounted to €60.0 million, a decrease of 28.0% or €23.3 million compared to the first six months of 2008 (€83.3 million), mainly due to Belgium, driven by lower print sales in metropolitan areas. Online revenues in the first six months of 2009 amounted to €53.4 million, a year-on-year growth of 14.3% or €6.7 million compared to the first six months of 2008 (€46.7 million), mainly due to Belgium and Portugal, driven by a continued growth in online usage.

Geographical breakdown of revenues

Belgium. Net operating revenues in Belgium in the first six months of 2009 amounted to €83.0 million, a decrease of 15.6% or €15.3 million compared to the first six months of 2008 (€98.3 million). The decrease in print revenues amounting to €18.7 million or 28.4% (from €65.8 million to €47.1 million), driven by lower advertiser volumes and lower revenue per advertiser, was partly offset by the increase in online revenues of 10.5% or €3.4 million (from €32.5 million to €35.9 million), driven by growth in online usage.

Ireland. Net operating revenues in Ireland in the first six months of 2009, fully comprising of online revenues, driven by growth in online usage, amounted to €4.0 million, an increase of 17.6% or €0.6 million compared to the first six months of 2008 (€3.4 million). In Ireland a severe impact of

the economic crisis is visible with GDP decline twice the European average.

Romania. Net operating revenues in Romania in the first six months of 2009 amounted to €2.1 million, a decrease of 32.3% or €1.0 million compared to the first six months of 2008. The decrease in print revenues amounting to €1.3 million (from €3.0 million to €1.7 million), driven by loss of large advertisers, was partly offset by the increase in online revenues of €0.3 million (from €0.1 million to €0.4 million).

Other income. Other income in the first six months of 2009 amounted to €3.2 million, a decrease of €0.4 million compared to the first six months of 2008 (€3.6 million). This decline was caused by the decrease of the contract service income related to the discontinued operations in The Netherlands.

Portugal. Net operating revenues in Portugal in the first six months of 2009 amounted to €24.3 million, a decrease of 3.6% or €0.9 million compared to the same period in 2008 (€25.2 million). Print revenues of €11.2 million decreased by 22.8% (from €14.5 million) or €3.3 million compared to the same period in 2008, driven by lower advertiser volumes, while online revenues, driven by growth in online usage, amounted to €13.1 million, an increase of 22.4% or €2.4 million compared to the same period in 2008 (€10.7 million).

Total operating costs and expenses

Total operating costs and expenses in the first six months of 2009 were €96.4 million, a decrease of 3.0% or €3.0 million compared to the first six months of 2008 (€99.4 million). The decrease is due to a decrease in personnel costs - ordinary (€7.6 million) and other operating expenses (€3.6 million), partly offset by increases in personnel costs - restructuring (€3.7 million) and directories in progress and Internet expense deferrals (€5.1 million). Excluding the personnel -

restructuring costs (€6.8 million in the first six months of 2009 and €3.1 million in the first six months of 2008) and excluding other non-operating costs of €1.1 million in 2009 and negative €0.2 million in 2008, total operating costs and expenses in the first six months of 2009 amounted to €88.5 million, showing a decrease of 8.3% or €8.0 million compared to the same period in 2008 (€96.5 million).

Personnel costs - ordinary. Personnel - ordinary costs in the first six months of 2009 amounted to €53.3 million, a cost reduction of €7.6 million or 12.5% compared to the first six months of 2008 (€60.9 million). The average number of full-time employees (sales and non-sales combined) decreased by 7.4% from 1,933 in the first six months of 2008 to 1,790 in the first six months of 2009.

Personnel costs - restructuring. Personnel - restructuring costs in the first six months of 2009 amounted to €6.8 million, an increase of €3.7 million compared to the first six months of 2008 where personnel - restructuring costs amounted to €3.1 million. The restructuring costs in the first six months of 2009 mainly related to a work force reduction program in Belgium, Ireland and Headquarters.

Raw materials and purchased services. The costs of raw materials and purchased services in the first six months of 2009 amounted to €11.0 million, a reduction of €1.7 million or 13.4% compared to the €12.7 million in the same period of 2008.

Directories in progress and Internet expense deferrals. Directories in progress and Internet expense deferrals in the first six months of 2009 amounted to €(6.6) million, a decrease of €5.1 million (or 43.6%) compared to the €(11.7) million during the first six months of 2008, as a result of changes in the relation between print and online revenues and lower incurred costs, mainly due to Belgium and Ireland.

Depreciation of property, plant and equipment. Depreciation of property, plant and equipment in the first six months of 2009 amounted to €1.1 million, a decrease of €0.2 million compared to the first six months of 2008 (€1.3 million).

Other operating expenses. Other operating expenses in the first six months of 2009 amounted to €29.7 million, a reduction of €3.6 million or 10.8%, as a result of cost cutting measures, compared to the first six months of 2008 (€33.3 million), partly compensated by higher bad debt costs.

Amortisation of other intangible assets. Total amortisation of other intangible assets (customer relationships, trademarks, publishing rights and software) in the first six months of 2009 amounted to €41.3 million, a decrease of €1.5 million compared to the first six months of 2008 (€42.8 million). The decrease is mainly caused by an impairment of the other intangible assets in the 4th quarter of 2008 regarding Romania.

Impairment of intangible assets. In the first six months of 2009 we recognised an impairment of intangible assets (goodwill) of €117.6 million, compared to €nil in the same period of 2008. The impairment related to our operations in Belgium (€97.0 million) and Ireland (€20.6 million).

Operating profit

As a result of the foregoing, our operating loss for the first six months of 2009 increased by €130.1 million, from an

operating loss of €8.6 million for the first six months of 2008 to an operating loss of €138.7 million for the first six months of 2009. Excluding personnel - restructuring costs, other non-operating expenses and the goodwill impairment charge, our operating loss increased by €7.5 million, from an operating loss of €5.7 million for the first six months of 2008 to an operating loss of €13.2 million in the first six months of 2009. This increase is essentially due to the drop in revenues of €17.0 million.

EBITDA

EBITDA amounted to €29.2 million in the first six months of 2009, a decrease of 24.0% or €9.2 million compared to the €38.4 million in the first six months of 2008.

Results from financial income and expense

Results from financial income and expense in the first six months of 2009 amounted to a net expense of €82.7 million, an increase of €4.0 million or 5.1% compared to the first six months of 2008 (€78.7 million).

This increase in net expense is mainly caused by lower interest income from derivative financial instruments (€7.3 million) and lower other interest income (€12.2 million - mainly related to the sale of the operations in The Netherlands), partly compensated by lower interest expense associated with the Senior Facilities (€12.3 million).

Share of result after tax of associates and joint ventures

Our share of result after tax of associates in the first six months of 2009 was negative €33.7 million (excluding goodwill impairment €3.5 million): negative €29.9 million (excluding impairment €1.8 million) from Trudon in South Africa and negative €3.8 million (excluding impairment €1.7 million) from Axesa in Puerto Rico. In the first six months of 2008, our share of result after tax of associates was €4.4 million: €2.6 million from Trudon and €1.8 million from Axesa.

Income tax gain

The income tax credit in the first six months of 2009 was €20.4 million, representing an increase of 83.8% or €9.3 million compared to the first six months of 2008 (€11.1 million).

Profit/(loss) for the period from continuing operations

As a result of the foregoing, the loss for the first six months of 2009 from continuing operations, excluding the goodwill impairment charge, amounted to €78.8 million, a decrease of 11.1% or €7.9 million compared to the loss in the first six months of 2008 (€70.9 million).

Profit/(loss) for the period from discontinued operations

In the first six months of 2009 we recognised an adjustment amounting to €5.9 million in discontinued operations related to a revised calculation of the U.S. corporate income tax related to the realised gain of the sale of the Dutch operations. In the first six months of 2008 we recognised a loss of €1.7 million related to the results of the Dutch operations.

Note: Please take into account that our net operating revenues and profits do not arise evenly through the year. The following table shows net operating revenues and EBITDA (including Portugal - Páginas Amarelas) of the four financial quarters in 2008:

in € millions	2008			
	1st quarter	2nd quarter	3rd quarter	4th quarter
Print revenues				
Belgium	(0.1)	65.9	21.3	68.5
Ireland	-	-	53.2	11.8
Romania	0.9	2.1	4.0	2.2
Group	0.8	68.0	78.5	82.5
Portugal (Páginas Amarelas)	7.2	7.3	14.4	10.9
Group (including Páginas Amarelas)	8.0	75.3	92.9	93.4
Online revenues				
Belgium	16.4	16.1	16.8	15.6
Ireland	1.7	1.7	1.9	1.9
Romania	-	0.1	-	0.1
Group	18.1	17.9	18.7	17.6
Portugal (Páginas Amarelas)	5.1	5.6	6.1	6.4
Group (including Páginas Amarelas)	23.2	23.5	24.8	24.0
Net operating revenues				
Belgium	16.3	82.0	38.1	84.1
Ireland	1.7	1.7	55.1	13.7
Romania	0.9	2.2	4.0	2.3
Group	18.9	85.9	97.2	100.1
Portugal (Páginas Amarelas)	12.3	12.9	20.5	17.3
Group (including Páginas Amarelas)	31.2	98.8	117.7	117.4

in € millions	2008			
	1st quarter	2nd quarter	3rd quarter	4th quarter
EBITDA ⁽¹⁾				
Belgium	3.6	41.8	17.6	53.0
Ireland	(3.9)	(3.4)	30.8	4.7
Romania	(0.9)	0.2	0.4	0.2
Other and corporate	(4.1)	2.3	6.8	10.8
Group	(5.3)	40.9	55.6	68.7
Portugal (Páginas Amarelas)	1.9	0.9	2.1	4.2
Group (including Páginas Amarelas)	(3.4)	41.8	57.7	72.9
South Africa	1.5	2.8	6.0	4.7
Puerto Rico	1.0	1.0	1.0	1.3
Portugal (25%)	(0.5)	(0.2)	(0.5)	(1.1)
Attributable EBITDA Group ⁽¹⁾	(1.4)	45.4	64.2	77.8

(1) See definition page 8.

Liquidity and capital resources – historical cash flows

in € millions	Quarter ended June 30,				Period ended June 30,			
	Equity accounting		Segment reporting		Equity accounting		Segment reporting	
	2009	2008	2009	2008	2009	2008	2009	2008
Operating activities								
Profit/(loss) from continuing operations	(180.7)	(19.2)	(181.3)	(19.7)	(233.6)	(70.9)	(234.7)	(71.8)
Adjustments to reconcile profit/(loss) for the year to net cash flows from operating activities								
Share of result after tax of associates and joint ventures	37.3	(0.9)	35.4	(2.7)	37.1	(1.6)	33.7	(4.4)
Depreciation and impairment of property, plant and equipment	0.4	0.6	0.5	0.8	0.8	1.0	1.1	1.3
Amortisation of other intangible assets	16.8	17.7	20.6	21.6	33.7	35.2	41.3	42.8
Impairment of intangible assets	117.6	-	117.6	-	117.6	-	117.6	-
Gains/(losses) on disposal of property, plant and equipment	-	0.2	0.1	0.2	-	-	0.1	-
Results from financial income and expense	40.2	39.0	40.0	39.2	82.9	78.7	82.7	78.7
Movements in provisions (non-current)	(0.7)	(0.2)	(0.7)	(0.2)	(1.2)	(0.4)	(1.2)	(0.4)
Deferred tax assets and liabilities	(5.4)	1.4	(7.4)	0.6	(18.5)	(9.8)	(20.4)	(11.1)
Working capital adjustments								
Increase/decrease in inventories and directories in progress	2.9	4.2	2.8	3.1	(5.2)	(9.4)	(6.6)	(12.1)
Increase/decrease in trade and other receivables	(5.9)	(20.6)	(5.1)	(11.8)	25.0	26.8	32.9	41.4
Increase/decrease in other current assets	3.2	0.9	3.1	0.7	0.4	0.9	0.3	0.8
Income tax paid	0.6	(0.4)	0.2	(1.5)	14.4	(0.9)	14.0	(2.1)
Other variations in income tax receivable/payable	(0.1)	1.3	(0.2)	1.3	(0.1)	2.4	(0.3)	2.4
Increase/decrease in trade and other payables	1.0	(1.0)	(0.3)	(9.2)	(3.6)	(1.7)	(4.3)	(8.4)
Increase/decrease in other current liabilities	5.9	5.1	7.1	7.1	18.5	15.9	18.9	16.7
Increase/decrease in related party positions - net:								
Income tax paid	(2.2)	(7.6)	(2.2)	(7.6)	(2.2)	(7.6)	(2.2)	(7.6)
Other activities	0.4	2.4	1.6	1.8	(1.1)	(8.0)	(1.1)	(3.5)
Net cash flows from operating activities	31.3	22.9	31.8	23.7	64.9	50.6	71.8	62.7
Investing activities								
Proceeds from the sale of property, plant and equipment	0.1	(0.3)	-	(0.2)	0.1	0.3	-	0.4
Purchase of property, plant and equipment	(0.3)	(0.7)	(0.4)	(1.0)	(0.8)	(1.5)	(1.0)	(1.9)
Purchase of intangible assets	(3.1)	(1.8)	(3.3)	(1.9)	(4.4)	(2.2)	(4.8)	(2.4)
Acquisition of interests in associates and joint ventures	1.8	(1.2)	1.8	(1.2)	1.8	(7.1)	1.8	(7.1)
Other investing activities	-	-	(0.5)	-	-	-	(0.3)	-
Net cash flows used in investing activities	(1.5)	(4.0)	(2.4)	(4.3)	(3.3)	(10.5)	(4.3)	(11.0)
Net cash flows from operating activities less net cash flows used in investing activities	29.8	18.9	29.4	19.4	61.6	40.1	67.5	51.7

in € millions	Quarter ended June 30,				Period ended June 30,			
	Equity accounting		Segment reporting		Equity accounting		Segment reporting	
	2009	2008	2009	2008	2009	2008	2009	2008
Net cash flows from operating activities								
less net cash flows used in investing activities	29.8	18.9	29.4	19.4	61.6	40.1	67.5	51.7
Financing activities								
Dividends received from associates and joint ventures	6.2	(0.2)	6.2	(0.1)	7.1	9.9	7.1	3.9
Dividends paid to minority interests	-	-	-	-	-	-	-	(2.0)
Interest income received	0.8	1.0	1.2	1.8	2.7	2.2	3.6	3.8
Interest expense paid	(31.2)	(38.2)	(31.6)	(40.6)	(44.4)	(54.7)	(45.5)	(57.1)
Interest rate swaps and interest rate currency swaps net	0.2	0.9	0.2	0.9	0.2	2.5	0.2	2.5
Repayment of borrowings	(11.1)	-	(13.2)	-	(11.1)	-	(15.3)	-
Loans with related parties and other financing	-	(1.5)	0.4	(1.6)	(0.7)	(3.3)	(0.3)	(3.1)
Net cash flows used in financing activities	(35.1)	(38.0)	(36.8)	(39.6)	(46.2)	(43.4)	(50.2)	(52.0)
Net increase/(decrease) in cash and cash equivalents from continuing operations	(5.3)	(19.1)	(7.4)	(20.2)	15.4	(3.3)	17.3	(0.3)
Net increase/(decrease) in cash and cash equivalents from discontinued operations	(1.1)	(0.6)	(1.1)	(0.6)	(1.1)	(1.7)	(1.1)	(1.7)
Net increase/(decrease) in cash and cash equivalents	(6.4)	(19.7)	(8.5)	(20.8)	14.3	(5.0)	16.2	(2.0)
Net foreign exchange differences	0.1	0.6	0.1	0.5	0.5	(1.3)	0.5	(1.4)
Cash and cash equivalents at beginning of period	251.2	48.8	257.9	58.3	230.1	36.0	232.8	41.4
Cash and cash equivalents at end of period	244.9	29.7	249.5	38.0	244.9	29.7	249.5	38.0

Net cash flows from operating activities

In the first six months of 2009, the working capital generated a cash inflow of €51.6 million, representing an inflow increase of €24.0 million compared to the cash inflow of €27.6 million in the first six months of 2008. This inflow of €51.6 million was due to a decrease in trade and other receivables (€32.9 million), income tax received (€14.0 million) and an increase in other current liabilities of €18.9 million, partly compensated by an increase in inventories and directories in progress (€6.6 million).

The inflow from current assets (the first three lines) of €26.6 million in the first six months of 2009 was mainly attributable to a decrease of €32.9 million in trade and other receivables, partly offset by an increase of €6.6 million in deferred costs for not-yet published directories.

The inflow from current liabilities (the other five lines) of €25.0 million in the first six months of 2009 was mainly driven by income tax received of €14.0 million and an increase in other current liabilities of €18.9 million (deferred income), partly offset by a decrease in trade and other payables (€4.3 million) and related party positions (€3.3 million).

The most material differences between the working capital movements in the first six months of 2009 compared to the first six months of 2008 were: lower trade and other receivables (€8.5 million) and lower other variations in income tax (€2.7 million), and on the other side, higher income tax received (€16.1 million), lower inventories and directories in progress (€5.5 million) and higher trade and other payables (€4.1 million), other current liabilities (€2.2 million) and related party positions (€7.8 million).

In the first six months of 2009, net cash flows from operating activities amounted to €71.8 million, an increase of 14.5% or €9.1 million compared to the first six months of 2008 (€62.7 million).

Net cash flows used in investing activities

Our net cash flows used in investing activities amounted to €4.3 million during the first six months of 2009. This

represents a decrease of €6.7 million compared to the first six months of 2008.

In the first six months of 2009, we invested €1.0 million for property, plant and equipment, a decrease of €0.5 million compared to the first six months of 2008. We also invested €4.8 million for intangible assets (software) in the first six months of 2009, an increase of €2.4 million compared to the first six months of 2008.

In the first six months of 2009 we received €1.8 million (whereas in 2008 we paid €5.9 million) related to the final settlement of an indemnity and the discussion regarding the statements of working capital and net indebtedness with The Nielsen Company B.V. We also invested €1.2 million in 2008 for the acquisition of ClearSense B.V. (the third instalment of a net total price-to-be-paid of €5.4 million).

Net cash flows used in financing activities

Our net cash flows used in financing activities amounted to €50.2 million during the first six months of 2009 compared to €52.0 million in the same period of 2008.

In the first six months of 2009 we received €7.1 million in dividends from our associates Axesa (€1.6 million) and Trudon (€5.5 million). In the first six months of 2008 we received €3.9 million in dividends: €1.6 million from Axesa and €2.3 million from Trudon. The dividend amount of €2.0 million in the first six months of 2008 was paid to Portugal Telecom.

The interest income received in the first six months of 2009 amounted to €3.6 million (€3.8 million for the same period in 2008). This also included interest charged to clients for late payments in Belgium and interest in relation to extended payment terms of Portugal Telecom. In the first six months of 2009 and 2008, we paid €45.5 million and €57.1 million, respectively for interest expense. This was essentially related to interest expense associated with the Senior Facilities for €21.3 million in the first six months of 2009 (2008: €31.0 million) and the Senior Notes for €22.8 million in the first six months of 2009 (2008: €22.1 million). Furthermore the financing activities included in the first six

months of 2009 an amount of €0.2 million related to interest rate swaps and interest rate currency swaps (2008: €2.5 million).

The repayment of borrowings in the first six months of 2009 was essentially related to the Senior Facilities for €11.1 million (2008: €nil) and the Portuguese credit facility for €4.2 million (2008: €nil). In the first six months of 2009 we lent €0.3 million to related parties (2008 €3.1 million).

Future liquidity

Capital resources

Our principal sources of liquidity are our net cash flows from operating activities, which are analysed above. Our ability to generate cash from our operations depends on future operating performance which is in turn dependent on general economic, financial, competitive market, legislative, regulatory and other factors, many of which are beyond our control, as well as the other factors discussed in the section of our 2008 Annual Report entitled "Risk factors".

In addition, under our Senior Facilities, we have a committed Revolving Credit Facility of €50.0 million to service our working capital needs, which we have fully available. The availability of this facility is dependent upon certain conditions, as described below.

Truvo Acquisition Corp., Truvo Subsidiary Corp. and the Company are holding companies with no source of operating profit. They are therefore dependent on capital raising abilities, dividend payments from subsidiaries and payment on intercompany loans to generate funds. The terms of the Senior Facilities, our other outstanding debt and the indenture governing the Senior Notes contain a number of significant covenants that restrict our ability, and the ability of our subsidiaries to, among other things, pay dividends or make other distributions, make capital expenditure and incur additional debt and grant guarantees. Furthermore, the ability of the Company's subsidiaries to pay dividends and to make other payments to Truvo Acquisition Corp., Truvo Subsidiary Corp. and the Company may be restricted by, among other things, other agreements and legal prohibitions on such payments.

We believe that our net cash flows from operating activities, together with the possible borrowings under the Revolving Credit Facility, will be sufficient to fund our working capital requirements, anticipated capital expenditure and debt service requirements as they become due for the foreseeable future, although we cannot assure you that this will be the case.

If our future cash flows from operating activities and other capital resources (including borrowings under the Revolving Credit Facility under the Senior Facilities) are insufficient to pay our obligations as they mature or to fund our liquidity needs, we may be forced to:

- reduce or delay our business activities, capital expenditure and research and development;
- sell assets;
- obtain additional debt or equity capital; or
- refinance all or a portion of our debt, including the Senior Notes, on or before maturity.

We cannot assure you that we would be able to accomplish any of these alternatives on a timely basis or on satisfactory terms, if at all. In addition, the terms of our existing debt, including the Notes, the PIK Facility and the Senior Facilities, limit, and any future debt may limit, our ability to pursue any of these alternatives. As market conditions warrant, we and our Sponsors, including our and our Sponsors' affiliates, may

from time to time purchase, repurchase, redeem, prepay or otherwise cancel our indebtedness, including debt under the Senior Facilities, the PIK Facility, and the Senior Notes, in privately negotiated or open market transactions, by tender offer or otherwise. No assurance can be given as to whether or when such purchases, repurchases, redemptions or prepayments will occur and at what price.

We have decided to use the cash proceeds from the sale of the Dutch activities to prepay senior debt at par for €140.2 million to the Facility 1 loan and the Facility 2 loan. We have engaged Houlihan Lokey to assist us in exploring various business and capital structure alternatives. There is no assurance that this process will result in any specific transactions or outcomes.

Financing arrangements

Senior Facilities

Senior Facilities amounting to €1,025 million were made available under the Senior Facility Agreement dated May 23, 2007 between, amongst others, Truvo Acquisition Corp. and the other borrowers thereunder, JPMorgan Europe Ltd. as facility agent and security agent and the lender parties thereto (the "Senior Facility Agreement"). The Senior Facilities comprise of two term facilities of up to €975 million and a revolving credit facility of up to €50 million (the "Revolving Credit Facility").

The total proceeds of Facility 1 and Facility 2 were used to repay all outstanding borrowings under the 2004 Senior Facilities on May 29, 2007.

Structure

At June 30, 2009, the Senior Facilities consisted of (after redemptions):

- i. a Term Facility 1 in the principal amount of €640 million repayable in full on May 31, 2014;
- ii. a Term Facility 2 in the principal amount of €284 million repayable in full on May 31, 2014; and
- iii. a multicurrency Revolving Credit Facility in maximum principal amount of €50 million available until November 30, 2013.

Revolving Credit Facility

The Revolving Credit Facility is available to Truvo Services & Technology B.V. (formerly Truvo Services B.V.). Any amount drawn under the Revolving Credit Facility may be used to finance the general corporate purposes of Truvo Acquisition Corp. and its restricted subsidiaries (the "Group") including working capital requirements of the Group. The Revolving Credit Facility can be made available in the form of multicurrency advances up to a maximum aggregate amount of €50 million or in the form of ancillary facilities, letters of credit and/or bank guarantees. As of June 30, 2009, no amounts were drawn under the Revolving Credit Facility.

Interest rates and fees

The interest rate on each advance under the Senior Facilities is EURIBOR or LIBOR plus a margin of 2.00% per annum. An annual commitment fee of 0.50% is payable on unused amounts available under the Revolving Credit Facility. The above margin may be:

- i. increased by mandatory cost of the lenders because of compliance with minimum reserve requirements of the European Central Bank or certain rules of the Bank of England and/or the Financial Services Authority, as applicable; and
- ii. reduced or increased in accordance with the ratio of Senior indebtedness (less cash and cash equivalents

free and clear of any liens) to EBITDA and the thresholds for the relevant facility set out in the Senior Facility Agreement. Accordingly, the margin has been reduced to 1.75% from August 29 till December 1 and to 1.5% from December 1, 2008 till March 2, 2009 and increased to 1.75% from March 2, 2009.

The margin adjustment is subject to readjustment if the audited financial statements differ from the financial statements delivered to the agent or in case of an event of default.

Guarantees

Truvo Acquisition Corp., Truvo Belgium Comm. V, Truvo Curaçao N.V, Truvo Services & Technology B.V., Truvo Corporate CVBA, Truvo Dutch Holdings B.V., Truvo Nederland Holdings B.V., Truvo Ireland Holdings B.V., Truvo Nederland B.V., Truvo Ireland Ltd. and Truvo USA, Inc. are guarantors under the Senior Facility Agreement. Each guarantor, subject to certain limitations set out in the Senior Facility Agreement, irrevocably and unconditionally jointly and severally guarantees to each lender the performance of each other obligor's obligations thereunder and indemnifies each lender immediately on demand against any cost, loss or liability suffered by that lender if any payment obligation thereunder is or becomes unenforceable, invalid or illegal. The amount of the cost, loss or liability shall be equal to the amount, which that lender would otherwise have been entitled to recover.

Such guarantee is a continuing guarantee and will extend to the ultimate balance of sums payable by any obligor in respect of its obligations thereunder, regardless of any intermediate payment or discharge in whole or in part. However, to comply with local laws, the obligations of each U.S., Dutch, Dutch Antilles, Belgian and Irish guarantor are subject to limitations under local laws as specified in the Senior Facility Agreement.

Security

Obligations under the Senior Facility Agreement have the benefit of first ranking security as follows:

- Truvo Subsidiary Corp. grants a pledge of 65% of its shares in Truvo Acquisition Corp., a lien in respect of all personal property (excluding shares in group companies) inclusive (but on a second ranking basis as regards among others the Truvo Proceeds Loan) of any intercompany loans and certain security in respect of its bank accounts;
- Truvo Acquisition Corp. grants a pledge of 65% of its shares in Truvo USA, Inc., a lien in respect of all personal property (excluding shares in group companies) inclusive of all intercompany loans and its bank accounts;
- Truvo USA, Inc. grants certain security in respect of all personal property (excluding shares in group companies); security over all intercompany loans, certain security over its intellectual property, its bank accounts, and a pledge of 65% of its shares in Truvo Belgium Comm. V;
- Truvo Corporate CVBA grants certain security over its bank accounts, its receivables (including intercompany loans and insurance claims), and on certain other business assets;
- Truvo Belgium Comm. V grants certain security over its bank accounts, its receivables (including intercompany loans and insurance claims), its intellectual property rights and on certain other business assets and 65% of the shares in Truvo Services & Technology B.V.;

- Truvo Services & Technology B.V. grants a pledge of 65% of the shares in Truvo Dutch Holdings B.V., and over its shares in Truvo Curaçao N.V. and certain security over its bank accounts, its receivables (including intercompany loans and insurance claims), and on certain other movables;
- Truvo Dutch Holdings B.V. grants a pledge over its shares in Truvo Nederland Holdings B.V. and Truvo Ireland Holdings B.V. and certain security over its bank accounts and its receivables (including intercompany loans and insurance claims);
- Truvo Nederland Holdings B.V. grants a pledge over its shares in Truvo Nederland B.V.;
- Truvo Ireland Holdings B.V. grants a pledge over its shares in Truvo Ireland Ltd. and certain security over its bank accounts;
- Truvo Curaçao N.V. grants certain security over its intercompany loans and its bank accounts;
- Truvo Nederland B.V. grants certain security over its bank accounts and certain IP; and
- Truvo Ireland Ltd. grants certain security over all of its properties and assets (including real properties, plant and equipment areas and other securities (other than shares in group companies), intellectual property rights, receivables and bank accounts).

Undertakings

The Senior Facilities contain covenants restricting the ability of Truvo Acquisition Corp. and its subsidiaries to, among other things, incur additional indebtedness, pay dividends or make other distributions or repurchase or redeem their stock, make investments or certain other restricted payments, create liens, enter into certain transactions with affiliates, sell, lease, transfer or otherwise dispose of certain assets, enter into agreements that restrict the restricted subsidiaries' ability to pay dividends, and consolidate, merge or sell all or substantially all of their assets. The Senior Facility Agreement contains no financial maintenance covenants.

Prepayments

Truvo Acquisition Corp. may prepay advances under the Senior Facilities at par at any time.

Events of default

The Senior Facility Agreement sets out certain events of default customary for leveraged acquisition financings, the occurrence of which allow the lenders to accelerate all outstanding loans and terminate their commitments.

Maturity

All amounts outstanding under the Facilities 1 and 2 are required to be repaid by May 31, 2014. All outstanding loans under the Revolving Credit Facility and letters of credit or bank guarantees thereunder shall be repaid by November 30, 2013.

Senior Notes due 2014

Truvo Subsidiary Corp., our direct subsidiary, issued €395 million 8¹/₂% Senior Notes due December 1, 2014 and \$200 million 8³/₈% Senior Notes due December 1, 2014.

Ranking

The Senior Notes are senior obligations of Truvo Subsidiary Corp. and rank equal in right of payment with all of Truvo Subsidiary Corp.'s existing and future senior debt. The Senior Notes rank senior to any of Truvo Subsidiary Corp.'s existing or future indebtedness that is expressly subordinated to the Senior Notes.

Truvo Intermediate LLC has provided a subordinated guarantee in respect of the Senior Notes.

Subsidiary guarantees

The Senior Notes are guaranteed, subject to certain limits imposed by local law, on a senior subordinated basis (the "subsidiary guarantees") by the following subsidiaries of Truvo Subsidiary Corp. (together, the "subsidiary guarantors"): Truvo Acquisition Corp., Truvo USA, Inc., Truvo Belgium Comm. V, Truvo Services & Technology B.V., and Truvo Corporate CVBA.

The subsidiary guarantees given by the subsidiary guarantors may be released in certain circumstances, including upon the sale of a subsidiary guarantor, if certain conditions are met. The obligations of each of the subsidiary guarantors are limited as necessary under the respective guarantee to prevent such guarantee constituting a fraudulent conveyance under applicable law or otherwise to reflect limitations under applicable law.

Security

The Senior Notes are secured by a second-ranking pledge of certain shares of Truvo Acquisition Corp. and a first-ranking pledge of certain of Truvo Subsidiary Corp.'s assets.

The subsidiary guarantee of Truvo Acquisition Corp. is secured by a second-ranking pledge of certain assets of Truvo USA, Inc. and certain shares of Truvo Acquisition Corp.

The subsidiary guarantee of Truvo USA, Inc. is secured by a second-ranking pledge of certain shares of Truvo Belgium Comm. V and certain assets of Truvo USA, Inc.

The security interests in favour of the Senior Notes and the subsidiary guarantees of Truvo USA, Inc. and Truvo Acquisition Corp. are subject to release under certain circumstances.

Where the Senior Notes and the Senior Facilities share the same security, such security is granted by the relevant subsidiary guarantor as first ranking security. However, other than in relation to the Truvo Acquisition Proceeds Loan, via the Intercreditor Agreement, the Senior Facilities are preferred which in effect makes the security second ranking as regards the Senior Notes.

In addition, in the event any of Truvo Acquisition Corp., Truvo USA, Inc. or Truvo Belgium Comm. V is sold pursuant to an enforcement action, any shares in such companies not subject to the respective pledge arrangements must also be sold to the prospective purchaser of Truvo Acquisition Corp., Truvo USA, Inc. or Truvo Belgium Comm. V.

Covenants

The indenture governing the Senior Notes contains covenants which limit, among other things, Truvo Subsidiary Corp.'s ability and the ability of its restricted subsidiaries to incur or guarantee additional indebtedness, pay dividends or make other distributions or repurchase or redeem their stock, make investments or other restricted payments, create liens, enter into certain transactions with affiliates, enter into agreements that restrict our restricted subsidiaries' ability to pay dividends, and consolidate, merge or sell all or substantially all of our assets. The indenture governing the Senior Notes contains no financial maintenance covenants.

PIK Facility

A €130.2 million facility was made available to Truvo Intermediate LLC pursuant to the PIK Facility Agreement. The PIK Facility is due for repayment on November 29, 2015. The total proceeds from the PIK Facility have been used to prepay all outstanding principal of the PIK Notes as of May 29, 2007.

Ranking

The amounts drawn under the PIK facility are senior unsecured obligations of the Company and rank equally with all of the company's existing and future senior unsecured debt and will be effectively subordinated in right of payment to all existing and future indebtedness and other liabilities and commitments of the company's subsidiaries and all secured indebtedness of the company.

Interest rate

The interest rate of the PIK Facility is EURIBOR plus a margin of 6%. After March 31, 2008, this margin may be retroactively (to the beginning of the interest period) increased by a ratchet margin of 1% if the ratio of all net (external) borrowings (less cash and cash equivalents free and clear of any lien) to EBITDA of the Company is above certain thresholds at the end of a six-month interest period. Interest is payable semi-annually in arrears and will be payable, at the Company's option: in cash or through an addition to the principal amount of the PIK Facility. To date, all interest payments have been capitalised and the principal amount of the PIK Facility as at June 30, 2009 was €160.3 million.

Undertakings

The PIK Facility contains covenants restricting the ability of Truvo Intermediate LLC and its subsidiaries to, among other things, incur or guarantee additional indebtedness, pay dividends or make other distributions or repurchase or redeem our stock, make investments or other restricted payments, create liens, enter into certain transactions with affiliates, and consolidate, merge or sell all or substantially all of our assets.

The PIK Facility Agreement contains no financial maintenance covenants.

Prepayments

Truvo Intermediate LLC may prepay the principal of the PIK Facility in total or in multiples of €1,000,000, at the redemption price plus unpaid interest. The redemption price is:

- 100% if prepayment is before November 29, 2009;
- 102% if between November 29, 2009 and November 29, 2010;
- 101% if between November 29, 2010 and November 29, 2011; and
- 100% if on or after November 29, 2012.

Guarantees and security

The PIK Facility does not benefit from any guarantees or security.

Events of default

The PIK Facility Agreement sets out certain events of default customary for PIK instruments forming part of leveraged acquisition financings, the occurrence of which allow the lenders to accelerate all outstanding loans.

Maturity

All amounts outstanding under the PIK Facility are required to be repaid by November 29, 2015.

Intercreditor Agreement

In connection with the Senior Facilities, the Senior Notes and the PIK Facility, we, our direct subsidiary Truvo Subsidiary Corp. and the subsidiary guarantors entered into the Intercreditor Agreement with the global coordinator and lenders under the Senior Facility Agreement, the senior agent and security agent under the Intercreditor Agreement, and the trustee under the Senior Notes indenture and the agent for the PIK Facility, among others.

The Intercreditor Agreement sets out:

- the relative ranking of the indebtedness of the Company and its subsidiaries;
- when payments will be blocked in respect of certain indebtedness;
- when enforcement actions can be taken in respect of certain indebtedness;
- the terms pursuant to which certain indebtedness will be subordinated upon the occurrence of certain insolvency events;
- turnover provisions; and
- when guarantees and security will be released to permit an enforcement sale.

Portuguese credit facility

A €42.4 million facility was made available to and fully drawn by Páginas Amarelas, our Portuguese joint venture, pursuant to a credit facility agreement dated May 2, 2000 (and amended on May 2, 2004 and May 2, 2008) between Caixa Geral De Depósitos, S.A. ("CGD") and Páginas Amarelas (the "Portuguese credit facility"). As from the last amendment date, the Portuguese credit facility expires on April 30, 2013 and has to be repaid in 20 consecutive equal instalments. As at June 30, 2009 €33.9 million was outstanding under the facility.

Interest rate

As from the last amendment date, the interest rate on the loan for each interest period is the sum of the three-month EURIBOR, plus a margin of 1.375% and interest is payable quarterly in arrears.

CGD will be entitled to capitalise any unpaid interest every three months as well as any unpaid default interest for a period of no less than one year. In the case of a late payment, Páginas Amarelas shall pay as default interest an additional 2% per annum.

Undertakings

The Portuguese credit facility agreement contains certain covenants that require Páginas Amarelas to, among other things, only use the funds for purposes specified in the Portuguese credit facility, to inform CGD of the occurrence of any event which might have a material adverse effect on the net asset value of Páginas Amarelas in a way that would reduce CGD's ability to be paid, and to inform CGD of any event likely to jeopardise or prevent the fulfilment of the undertakings under the Portuguese credit facility.

The Portuguese credit facility also contains affirmative undertakings by Páginas Amarelas, including, but not limited

to, undertakings related to the crediting of the amounts payable by Portugal Telecom under the Páginas Amarelas joint venture to an account held with CGD.

Supplemental indenture agreement

The company has entered into a supplemental indenture among Truvo Subsidiary Corp., Truvo Belgium Comm. V, Truvo Services & Technology B.V., Truvo Corporate CVBA, among others whereby it agrees to become a parent guarantor and to unconditionally guarantee all of Truvo Subsidiary Corp.'s obligations under the Senior Notes.

Further intra-group loans

From Truvo Subsidiary Corp. the net proceeds of the Senior Notes and funds received under an intercompany loan of the PIK Facility proceeds have been onloaned to Truvo Acquisition Corp., from Truvo Acquisition Corp. to Truvo USA, Inc. and from Truvo USA, Inc. to other group companies in various amounts.

Certain additional shareholder funding

The Company has received €415.0 million plus an additional €47.5 million under an intra-group loan from Truvo Parent Corp., the parent company of the Company, which is subordinated to the Senior Facilities, the Senior Notes and the PIK Facility. Such intra-group loan mirrors the terms of an original shareholder note between Truvo Luxembourg S.à r.l. as lender and Truvo Parent Corp. as borrower on which all interest is rolled-up. Therefore, such intra-group loan will accrete at a rate of 10% per annum, compounded annually on each anniversary. As of June 30, 2009, the outstanding principal amount of the shareholders' loan was €715.8 million. The maturity date of such intra-group loan is 2104. The funds received by the Company have been loaned to other group companies in various amounts, in each case pursuant to an intra-group loan mirroring key terms of the original shareholder note (with the exception of the principal amount of the original shareholder note).

Summary of commitments

The following table summarises our contractual obligations and the principal payments we and our subsidiaries are obliged to make as of June 30, 2009 under our debt instruments as well as other agreements including the Senior Notes.

in € millions	Within a year	1-5 years	Exceeding 5 years	Total 2009
Senior bank facilities				
Term B facilities 1 and 2	-	-	924.0	924.0
Revolving credit facility ⁽¹⁾	-	-	-	-
Total senior bank facilities	-	-	924.0	924.0
Senior euro notes	-	-	395.0	395.0
Senior dollar notes	-	-	142.4	142.4
Currency-swap - senior dollar notes	7.6	-	-	7.6
Total senior notes	7.6	-	537.4	545.0
PIK facility	-	-	160.3	160.3
Total external loans	7.6	-	1,621.7	1,629.3
Shareholders' loan	-	-	715.8	715.8
Total liabilities	7.6	-	2,337.5	2,345.1
Portuguese credit facility	8.5	25.4	-	33.9
Total liabilities including Portugal	16.1	25.4	2,337.5	2,379.0

(1) At June 30, 2009, no amounts were drawn under the Revolving Credit Facility of €50.0 million.

Risks related to our indebtedness

Our high leverage and debt service obligations could materially adversely affect our business, financial condition or results of operations and preclude us from satisfying our obligations under our indebtedness:

We are highly leveraged and have significant debt service obligations. On June 30, 2009, we (excluding Páginas Amarelas) had €1,621.7 million of external debt, of which €924.0 million is term indebtedness under the Senior Facilities, €160.3 million under the PIK Facility and €537.4 million of indebtedness under the Senior Notes. Our cash interest-bearing debt (excluding the PIK Facility) was €1,461.4 million. Our Revolving Credit Facility allows us to increase our debt by €50.0 million.

Our substantial leverage poses the risk that:

- the aggregate amount of our indebtedness will exceed the value of our assets;
- our vulnerability to a downturn in our business or economic and industry conditions is relatively high;
- our ability to obtain additional financing to fund future working capital, capital expenditure, business opportunities and other corporate requirements will be limited;
- we may have a much higher level of debt than certain of our competitors, which may put us at a competitive disadvantage and may make it difficult for us to pursue our business strategy and to grow our business in accordance with our strategy;
- a substantial portion of our cash flows from operating activities will have to be dedicated to the payment of principal of, and interest on, our indebtedness, which means that the cash flows will not be available to fund our operations, capital expenditure or other corporate purposes; and
- our flexibility in planning for, or reacting to, changes in our business, the competitive environment and the industry in which we operate will be limited.

Any of these or other consequences or events could have a material adverse effect on our ability to satisfy our debt obligations, including the Senior Notes. See our 2008 Annual

Report note 2.2 "Notes to the consolidated financial statements - Basis of preparation / Statement of compliance - Going concern".

In addition, we may incur substantial additional indebtedness in the future, which could be structurally senior to the Senior Notes or could mature prior to the Senior Notes. The terms of the indentures governing the Senior Notes and the terms of the Senior Facilities restrict us from incurring additional indebtedness but do not prohibit us from doing so. The incurrence of additional indebtedness would increase the leverage-related risks described in this quarterly report.

We require a significant amount of cash to service our debt. Our ability to generate sufficient cash or access capital resources depends on many factors beyond our control:

Our ability to make payments on and to refinance our debt and to fund working capital and capital expenditure depends on our future operating performance and ability to generate sufficient cash. This depends, to some extent, on general economic, financial, competitive, market, legislative, regulatory and other factors, many of which are beyond our control, as well as the other factors discussed in the section "Risk factors" in our 2008 Annual Report.

We cannot assure you that our business will generate sufficient cash flows from operating activities or that future debt and equity financing will be available to us in an amount sufficient to enable us to pay our debt when due, including the Senior Notes, or to fund our other liquidity needs. In particular, the difficult current credit conditions have resulted in a reduction of the amount of funds available and a general increase in the cost of capital. Concerns about the general stability of the financial markets and the solvency of specific counterparties have increased interest rates. Many lenders have imposed tighter lending standards, refused to refinance existing debt or terms similar to those for the existing debt or at all and have reduced or even ceased to provide any new funding. Please see the discussion of our cash flows and liquidity elsewhere in this quarterly report.

If our future cash flows from operating activities and other capital resources (including borrowings under the Revolving Credit Facility under the Senior Facilities) are insufficient to pay our obligations as they mature or to fund our liquidity needs, we may be forced to:

- reduce or delay our business activities, capital expenditure and research and development;
- sell assets;
- obtain additional debt or equity capital; or
- restructure or refinance all or a portion of our debt, including the Senior Notes, on or before maturity.

The terms of our debt, including the Senior Notes, the PIK Facility and the Senior Facilities, limit, and any future debt may limit, our ability to pursue any of these alternatives.

We cannot assure you that we would be able to accomplish any of these alternatives on a timely basis or on satisfactory terms, if at all. At the date of this quarterly report, Standard & Poor's and Moody's have rated us as "B-" and "B3", respectively, with a negative rating outlook and have rated the Senior Notes as "CCC" and "Caa2", respectively, with a negative rating outlook. The corporate ratings express the rating companies' assessment of our overall financial capacity to pay our financial obligations and the Senior Notes ratings express the rating companies' assessment of our financial capacity with respect to the Senior Notes. The rating outlook assesses the potential direction of a rating over the intermediate term and a negative outlook means that a rating may be lowered. Because our corporate ratings and our Senior Notes ratings have a negative outlook, our ratings may be downgraded at any time. We may face difficulty in obtaining capital resources with our current ratings or if our ratings were to worsen.

We are subject to significant restrictive debt covenants, which limit our operating flexibility:

The Senior Facilities, the PIK Facility and the indenture governing the Senior Notes contain covenants significantly restricting our ability to, among other things:

- incur or guarantee additional indebtedness;
- pay dividends or make other distributions or repurchase or redeem our stock;
- make investments or other restricted payments;
- create liens;
- enter into certain transactions with affiliates;
- enter into agreements that restrict our restricted subsidiaries' ability to pay dividends (in the case of the Senior Facilities and Senior Notes indenture only); and
- consolidate, merge or sell all or substantially all of our assets.

These covenants could limit our ability to finance our future operations and capital needs and our ability to pursue acquisitions and other business activities that may be in our interest.

In the event of a default under the Senior Facilities, the PIK Facility, the Senior Notes or certain other defaults under other agreements, the lenders or holders of the Senior Notes could declare all amounts owed to them due and payable and, in the case of the Senior Facilities, terminate their revolving loan commitments. Borrowings under other debt instruments that contain cross-acceleration or cross-default provisions may, as a result, also be accelerated and become due and payable. We may be unable to pay these debts in such circumstances.

Significant accounting policies and critical accounting estimates and judgments

Our significant accounting policies and critical estimates and judgments are more fully described in the consolidated financial statements included in our 2008 Annual Report - please refer to notes 2.2 to 2.5. Certain of our accounting policies are particularly important to the presentation of our results of operations and require the application of significant judgment by our management.

Accounting estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results.

Judgments

In the process of applying the Company's accounting policies, the following judgments have been made, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements.

Accounting treatment of our interest in Páginas Amarelas

The Company has a 75% economic interest in Páginas Amarelas, a Portuguese company. Based on our analysis of the agreement with the other shareholder, Portuguese Telecom, we are of the opinion that we do not control Páginas Amarelas, but that together with Portuguese Telecom we jointly control this entity. As allowed by IAS 31 "Interests in joint ventures", the Company is recognising its interest in Páginas Amarelas using the equity method of accounting. If we have control we should consolidate Páginas Amarelas resulting in a €9.1 million higher EBITDA in 2008 and the recognition of a minority interest.

Directories in progress

Revenue from printed advertisements is recognised on the date that the directory in which these advertisements are included is published. The related costs are maintained in the balance sheet under the caption "directories in progress" until the moment revenue is recognised. An important part of these costs are incurred by sales persons and include among others sales commissions. Based on the analysis of the nature of such costs, we have judged that some costs incurred with respect to our sales force are in substance costs incurred in the production of the directories and are deferred in the balance sheet as part of the caption "directories in progress". The outcome of the judgment is influencing the level of the deferred costs included in the caption "directories in progress" (as at June 30, 2009 €30.1 million).

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Impairment of non-financial assets

The Company assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill and other indefinite life intangible assets are tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. The recoverable amount used in the impairment tests for goodwill and other intangible assets with indefinite useful lives is based on the higher of an asset's fair value less costs to sell and the value in use.

For the fair value less costs to sell calculations the Company is following a market approach, for which the public companies market multiples ("PCMM") method has been adopted. This PCMM method uses EBITDA/EBIT multiples, which data are derived from most recent prepared financial projections. For the value in use calculations, management has estimated the expected future cash flows from the asset or cash-generating units and chosen a suitable discount rate in order to calculate the present value of those cash flows. The recoverable amount is most sensitive to the EBITDA/EBIT amounts and multiples used in the calculation.

Income taxes

Although the Company is confident that tax returns have been appropriately prepared and filed, there is risk that additional tax may be assessed on certain transactions or that the deductibility of certain expenditures may be disallowed for tax purposes. The Company's policy is to estimate tax risk to the best of its ability and provide accordingly for those risks and take positions in which a high degree of confidence exists that the tax treatment will be accepted by the tax authorities. The policy in respect of deferred taxation is to provide in full for timing differences using the liability method.

Deferred tax assets and liabilities are computed by assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Management judgment is required to determine the amount of the deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies taking into account any unresolved tax risks.

Pension and other post-employment benefits

The determination of benefit obligations and expense is based on actuarial models. In order to measure benefit costs and obligations using these models, certain assumptions are made with regard to the discount rate, expected return on plan assets and the assumed rate of compensation increases. In addition retiree medical care cost trend rates are a key assumption used in determining costs for post-employment benefit plans. Management reviews these assumptions at least annually. Other assumptions involve demographic factors such as the turnover, retirement and mortality rates. Management reviews these assumptions periodically and updates them when necessary. Due to the long-term nature of these plans, the estimates are subject to significant uncertainty.

In applying these policies, our management uses its judgment to determine the appropriate assumptions to be used in the determination of certain estimates used in the

preparation of our results of operations. These estimates are based on our previous experience, the terms of existing contracts, information provided by our customers, information available from other outside sources and other factors, as appropriate.

Commitments and contingencies

Material legal proceedings and commercial disputes

We are involved in a number of legal proceedings and commercial disputes, the following of which is substantial in nature and may potentially adversely affect our business.

- Van Remmerden Beheer B.V. and its subsidiary Just Voice B.V. have started a summary proceeding against Truvo Nederland claiming approximately €3.7 million for breach of contract. Truvo Nederland entered into a data license agreement with Van Remmerden Beheer B.V. for the Gouden Gids database and a memorandum of understanding with Just Voice B.V. of voice automated directory services. The data license agreement is conditioned upon the signing of a call option agreement and the memorandum of understanding has a non-binding clause, which says that parties are free until an agreement has been negotiated and duly signed. Truvo Nederland won the summary proceedings. Van Remmerden Beheer B.V. and Just Voice B.V. have now started a full proceeding and another summary proceeding that Truvo Nederland initially lost but won in appeal in 2006. The proceedings continued through 2007. In 2008 in the case on the merits Truvo Nederland won the Van Remmerden Beheer B.V. case but was found liable towards Just Voice B.V. The amount of damages however was not set by the Court but was instead referred to separate proceedings. These proceedings have commenced in 2009. Truvo Nederland has meanwhile filed an appeal in the Just Voice B.V. case.

We believe that no other proceedings that we are involved in as part of our business activities, either individually or in the aggregate, are likely to have a material adverse effect on our business, financial condition or results of operations.

Lease and other commitments

The Company has entered into operating leases with respect to real estate facilities, computers and other equipment used in the conduct of its business. Such leases expire at various dates and may include renewals and escalations.

At December 31, 2008, the approximate minimum annual rental expense for real estate, computers and other equipment that have remaining non-cancellable terms in excess of one year, net of sublease rentals, was as follows:

in € thousands	2008
2009	9,861
2010	8,315
2011	7,040
2012	4,119
Thereafter	15,060
	44,395

Guarantees

Please refer to the above section "Financing arrangements".

Off-balance sheet arrangements

Pursuant to the agreement between Truvo and Portugal Telecom establishing Páginas Amarelas, if the profit for the year of Páginas Amarelas falls below 8% of its net sales attributable to insertions and advertising, Truvo will contribute an amount equal to approximately 22% of the shortfall up to a maximum of 5% of annual net sales attributable to insertions and advertising in that year and Portugal Telecom will contribute an amount equal to approximately 78% of the shortfall up to a maximum of 18%

of the annual net sales attributable to insertions and advertising. If these contributions are not sufficient, both parties will be required to make additional contributions to support Páginas Amarelas' profit, such additional support being an amount of not more than 5% and 18%, respectively of Páginas Amarelas' net sales attributable to insertions and advertising.

Long-term purchase contracts

To reduce risks, the Company has concluded long-term agreements for most of its papers needs as from 2006.

Consolidated statement of income

in € thousands	For the quarter ended June 30,		For the period ended June 30,	
	2009	2008	2009	2008
Net operating revenues	68,726	86,005	89,066	104,847
Other income	2,988	3,472	5,797	6,597
Revenues	71,714	89,477	94,863	111,444
Personnel costs - ordinary	20,486	24,818	42,052	49,243
Personnel costs - restructuring	3,606	2,842	6,757	3,143
Total personnel costs	24,092	27,660	48,809	52,386
Raw materials and purchased services	6,318	7,341	7,956	8,941
Directories in progress and Internet expense deferrals	3,165	3,864	(4,988)	(9,138)
Depreciation of property, plant and equipment	404	629	813	992
Other operating expenses	12,068	12,000	23,122	26,749
Total operating costs and expenses before amortisation and impairment of intangible assets	46,047	51,494	75,712	79,930
Operating profit before amortisation and impairment of intangible assets	25,667	37,983	19,151	31,514
Amortisation of other intangible assets	16,737	17,615	33,633	35,127
Impairment of intangible assets	117,644	-	117,644	-
Operating profit	(108,714)	20,368	(132,126)	(3,613)
Financial income	4,777	14,096	9,843	28,732
Financial expense	(44,995)	(53,136)	(92,771)	(107,469)
Results from financial income and expense	(40,218)	(39,040)	(82,928)	(78,737)
Share of result after tax of associates and joint ventures	(37,302)	968	(37,084)	1,637
Profit/(loss) before tax	(186,234)	(17,704)	(252,138)	(80,713)
Income tax gain/(expense)	5,393	(1,427)	18,447	9,818
Profit/(loss) for the period from continuing operations	(180,841)	(19,131)	(233,691)	(70,895)
Profit/(loss) for the period from discontinued operations	(5,935)	(689)	(5,935)	(1,743)
Profit/(loss) for the period	(186,776)	(19,820)	(239,626)	(72,638)
Attributable to:				
Equity holders of Truvo Intermediate LLC	(186,776)	(19,820)	(239,626)	(72,638)
Minority interests	-	-	-	-

Consolidated statement of recognised income and expense

in € thousands	For the period ended June 30,		For the period ended June 30,	
	2009	2008	2009	2008
Cash flow hedges gains/(losses) taken to equity	(1,121)	(316)	(1,566)	(5,122)
Exchange differences on translation of foreign operations	6,817	(32,699)	11,943	(60,100)
Tax on items taken directly in or transferred to equity	(156)	109	-	1,443
Profit/(loss) for the period from continuing operations	5,540	(32,906)	10,377	(63,779)
Profit/(loss) for the period	(186,776)	(19,820)	(239,626)	(72,638)
Total recognised income and expense for the period	(181,236)	(52,726)	(229,249)	(136,417)
Attributable to:				
Equity holders of Truvo Intermediate LLC	(181,047)	(52,726)	(229,060)	(136,417)
Minority interests	(189)	-	(189)	-

Consolidated balance sheet

in € thousands	As at June 30,	
	2009	2008
Non-current assets		
Goodwill	357,120	1,119,205
Other intangible assets	274,166	341,519
Intangible assets	631,286	1,460,724
Property, plant and equipment	5,534	5,227
Investments accounted for under the equity method	76,239	246,551
Deferred tax assets	85,286	52,364
Other financial assets	13,093	42,802
Total non-current assets	811,438	1,807,668
Current assets		
Inventories	1,311	1,071
Directories in progress	30,142	31,836
Inventories and directories in progress	31,453	32,907
Trade and other receivables	80,704	129,698
Prepayments and accrued income	2,702	2,125
Other current assets	4,306	18,683
Income tax receivable	332	47
Derivative financial instruments	-	3,638
Cash and cash equivalents	244,896	29,701
Total current assets	364,393	216,799
Assets classified as held for sale	-	427,064
TOTAL ASSETS	1,175,831	2,451,531

Consolidated balance sheet (continued)

in € thousands	As at June 30,	
	2009	2008
Equity attributable to equity holders		
Share capital and additional paid-in capital		
Issued share capital	-	-
Additional paid-in capital	199,995	199,995
Reserves		
Revaluation and other reserves	(69,845)	(100,095)
Retained earnings	(1,305,412)	(313,161)
Profit/(loss) for the period	(239,626)	(72,638)
Amount recognised directly in equity relating to assets held for sale	-	15,477
Total equity attributable to equity holders	(1,414,888)	(270,422)
Minority interests	18	207
Total equity	(1,414,870)	(270,215)
Non-current liabilities		
Financial liabilities	2,323,261	2,236,666
Derivative financial instruments	-	21,596
Provisions	38,482	63,652
Deferred tax liabilities	83,601	105,294
Other long-term liabilities	3,713	3,500
Total non-current liabilities	2,449,057	2,430,708
Current liabilities		
Financial liabilities	(2,703)	30,381
Derivative financial instruments	7,863	-
Provisions	925	3,685
Trade and other payables	10,454	12,165
Income tax payable	24,616	8,387
Other current liabilities	100,489	122,047
Total current liabilities	141,644	176,665
Liabilities directly associated with the assets classified as held for sale	-	114,373
TOTAL EQUITY AND LIABILITIES	1,175,831	2,451,531

Consolidated statement of changes in equity

in € thousands	Issued share capital	Additional paid-in capital	Revaluation and other reserves	Retained earnings	Amount recognised directly in equity relating to assets held for sale	Equity attributable to directly in equity holders of Truvo Intermediate LLC	Minority interests	Total equity
Balance at December 31, 2007	-	199,995	(36,315)	(313,161)	15,477	(134,004)	207	(133,797)
Net income/(expense) recognised directly in equity	-	-	(42,641)	-	-	(42,641)	-	(42,641)
Profit/(loss) for the year	-	-	-	(992,251)	-	(992,251)	-	(992,251)
Total recognised income/(expense) for the year	-	-	(42,641)	(992,251)	-	(1,034,892)	-	(1,034,892)
Discontinued operations	-	-	(1,455)	-	(15,477)	(16,932)	-	(16,932)
Balance at December 31, 2008	-	199,995	(80,411)	(1,305,412)	-	(1,185,828)	207	(1,185,621)
Net income/(expense) recognised directly in equity	-	-	10,566	-	-	10,566	(189)	10,377
Profit/(loss) for the year	-	-	-	(239,626)	-	(239,626)	-	(239,626)
Total recognised income/(expense) for the year	-	-	10,566	(239,626)	-	(229,060)	(189)	(229,249)
Balance at June 30, 2009	-	199,995	(69,845)	(1,545,038)	-	(1,414,888)	18	(1,414,870)

Consolidated statement of cash flows

in € thousands	For the quarter ended June 30,		For the period ended June 30,	
	2009	2008	2009	2008
Operating activities				
Profit/(loss) for the period from continuing operations	(180,841)	(19,131)	(233,691)	(70,895)
Adjustments to reconcile profit/(loss) for the period to net cash flows from operating activities				
Share of result after tax of associates and joint ventures	37,302	(968)	37,084	(1,637)
Depreciation of property, plant and equipment	404	629	813	992
Amortisation of other intangible assets	16,737	17,615	33,633	35,127
Impairment of intangible assets	117,644	-	117,644	-
Gains/(losses) on disposal of property, plant and equipment	21	269	36	20
Results from financial income and expense	40,218	39,040	82,928	78,737
Movements in provisions (non-current)	(681)	(203)	(1,186)	(407)
Deferred tax assets and liabilities	(5,393)	1,427	(18,447)	(9,818)
Working capital adjustments				
Increase/decrease in inventories and directories in progress	2,952	4,184	(5,154)	(9,388)
Increase/decrease in trade and other receivables	(5,888)	(20,634)	24,967	26,778
Increase/decrease in other current assets	3,187	833	401	869
Income tax paid	509	(400)	14,350	(879)
Other variations in income tax receivable/payable	(89)	1,368	(116)	2,422
Increase/decrease in trade and other payables	965	(988)	(3,604)	(1,707)
Increase/decrease in other current liabilities	6,032	5,211	18,585	15,979
Increase/decrease in related party positions - net:				
Income tax paid	(2,161)	(7,583)	(2,161)	(7,583)
Other activities	355	2,361	(1,151)	(8,021)
Net cash flows from operating activities	31,273	23,030	64,931	50,589
Investing activities				
Proceeds from the sale of property, plant and equipment	25	(326)	69	254
Purchase of property, plant and equipment	(260)	(675)	(816)	(1,488)
Purchase of intangible assets	(3,006)	(1,732)	(4,350)	(2,102)
Acquisition of subsidiaries, net of cash acquired	1,798	(1,250)	1,798	(7,141)
Other investing activities	21	-	(15)	-
Net cash flows used in investing activities	(1,422)	(3,983)	(3,314)	(10,477)
Financing activities				
Dividends received from associates and joint ventures	6,268	(114)	7,126	9,938
Interest income received	702	1,039	2,679	2,212
Interest expense paid	(31,145)	(38,217)	(44,428)	(54,668)
Interest rate swaps and interest rate currency swaps net	187	821	187	2,453
Proceeds from borrowings	-	(5)	-	-
Repayment of borrowings	(11,007)	-	(11,050)	-
Loans with related parties and other financing	(91)	(1,566)	(761)	(3,318)
Net cash flows used in financing activities	(35,086)	(38,042)	(46,247)	(43,383)
Net increase/(decrease) in cash and cash equivalents from continuing operations	(5,235)	(18,995)	15,370	(3,271)
Net increase/(decrease) in cash and cash equivalents from discontinued operations	(1,063)	(689)	(1,063)	(1,743)
Net increase/(decrease) in cash and cash equivalents	(6,298)	(19,684)	14,307	(5,014)
Net foreign exchange differences	22	594	441	(1,324)
Cash and cash equivalents at beginning of period	251,172	48,791	230,148	36,039
Cash and cash equivalents at end of period	244,896	29,701	244,896	29,701

Segment information

For management purposes, the Company is organised into business units based on their geographical location of operations, and has three reportable operating segments as follows:

- Belgium
- Ireland
- Portugal (activities in this country are conducted through the joint venture Páginas Amarelas, which is accounted for under the equity method in the consolidated financial statements)
- Discontinued operations: Gouden Gids B.V. and ClearSense B.V. (see also page 2).

No operating segments have been aggregated to form the above reportable operating segments. Management is monitoring the operating results of the business units separately for the purpose of making decisions about allocation of resources and assessment of performance. Segment performance is evaluated based on operating profit or loss, which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements. Group financing (including financial income and expense) and income taxes are managed on a group basis and not allocated to operating segments. Transfer prices between the operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Segment information first six months of 2009

in € thousands	Belgium	Ireland	Portugal	Adjustments and eliminations	Consolidated 2009
Revenues					
Third party	83,070	4,022	24,758	(16,987)	94,863
Intersegment	215	-	-	(215)	-
Revenues	83,285	4,022	24,758	(17,202)	94,863
Operating profit	(19,882)	(13,328)	(6,581)	(92,335)	(132,126)
Depreciation, amortisation and impairment	50,551	7,179	7,940	86,420	152,090
Personnel costs - restructuring	3,871	1,812	-	1,074	6,757
Other non-operating items	-	-	-	1,132	1,132
EBITDA	34,540	(4,337)	1,359	(3,709)	27,853
Share of result after tax of associates and joint ventures					
Net result after tax from operations	-	-	-	114	114
Impairment of intangible assets	-	-	-	(37,198)	(37,198)
Total	-	-	-	(37,084)	(37,084)

1. Discontinued operations are shown separately in the statement of income as a one-line item "Profit/(loss) for the period from discontinued operations".
2. Intersegment revenues are eliminated on consolidation.
3. Depreciation and amortisation related to discontinued operations are not included in consolidated profit/(loss) before tax.
4. Segment operating profit does not include financial income (€9,843), financial expense (€92,771) or income tax (€18,447). Segment operating profit does not include the loss from discontinued operations (€5,935)

Segment information first six months of 2008

in € thousands	Belgium	Ireland	Portugal	Adjustments and eliminations	Consolidated 2008
Revenues					
Third party	98,297	3,416	25,608	(15,877)	111,444
Intersegment	128	-	-	(128)	-
Revenues	98,425	3,416	25,608	(16,005)	111,444
Operating profit					
Depreciation, amortisation and impairment	23,560	8,290	7,843	(3,574)	36,119
Personnel costs - restructuring	256	1,066	-	1,821	3,143
Other non-operating items	-	-	-	(161)	(161)
EBITDA	45,431	(7,282)	2,808	(5,469)	35,488
Share of result after tax of associates and joint ventures					
Net result after tax from operations	-	-	-	1,637	1,637
Impairment of intangible assets	-	-	-	-	-
Total	-	-	-	1,637	1,637

- Discontinued operations are shown separately in the statement of income as a one-line item "Profit/(loss) for the period from discontinued operations".
- Intersegment revenues are eliminated on consolidation.
- Depreciation and amortisation related to discontinued operations are not included in consolidated profit/(loss) before tax.
- Segment operating profit does not include financial income (€28,732), financial expense (€107,469) or income tax (€9,818). Segment operating profit does not include the loss from discontinued operations (€1,743).