EQUIFAX INC
Form 424B3
June 26, 2007
SUBJECT TO COMPLETION, DATED JUNE 26, 2007

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus do not constitute an offer to sell these securities and we are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Filed pursuant to Rule 424(b)(3)
Registration Statement No. 333-144009

Preliminary Prospectus Supplement
June , 2007
(To Prospectus dated June 25, 2007)

$250,000,000

Equifax Inc.

% Senior Notes due 2037

We will pay interest on the notes semi-annually on and of each year, beginning on , 2008. The notes will mature on , 2037. We may redeem some or all of the notes at any time before maturity at the applicable make-whole price set forth in this prospectus supplement under Description of the Notes Optional Redemption. If we experience a change of control triggering event and we have not otherwise elected to redeem the notes, we will be required to offer to repurchase the notes from holders as described under Description of the Notes Change of Control Offer.

The notes will be our senior unsecured obligations and will rank equally with our other existing and future unsecured senior debt from time to time outstanding.

The notes will not be listed on any securities exchange or quoted on any automated dealer quotation system. Currently, there is no public market for the notes.

Investing in the notes involves risks. You should consider carefully the risks set forth in Supplemental Risk Factors beginning on page S-5, as well as the risks set forth in other filings with the Securities and Exchange Commission, which are incorporated by reference in this prospectus supplement, before investing in the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	% Senior Notes due 2037 Per Note	**Total**
Price to public(1)	%	$
Underwriting discount	%	$
Proceeds to Equifax (before expenses)(1)	%	$

(1) Plus accrued interest, if any, from , 2007, if settlement occurs after that date.

The underwriters expect to deliver the notes in book-entry form only through the facilities of The Depository Trust Company, Clearstream, *société anonyme*, or the Euroclear Bank S.A./N.V., on or about , 2007.

Joint Book-Running Managers

Banc of America Securities LLC

Wachovia Securities

Senior Co-Managers

RBS Greenwich Capital

SunTrust Robinson Humphrey

JPMorgan

Co-Managers

BNY Capital Markets, Inc.

Mizuho Securities USA Inc.

Morgan Keegan & Company, Inc.

Wells Fargo Securities

Bear, Stearns & Co., Inc.

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Prospectus Supplement

Prospectus

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the prospectus. The second part, the accompanying prospectus, gives more general information about debt securities we may offer from time to time.

If the description of this offering or the notes varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in or incorporated by reference into this prospectus supplement. You should also read and consider the additional information under the caption Where You Can Find More Information in this prospectus supplement and the accompanying prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, in the accompanying prospectus and in any free writing prospectus with respect to the offering filed by us with the Securities and Exchange Commission, or SEC. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any free writing prospectus with respect to the offering filed by us with the SEC and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

The underwriters are offering to sell, and are seeking offers to buy, the notes only in jurisdictions where offers and sales are permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus supplement and the accompanying prospectus must inform themselves about and observe any restrictions relating to the offering of the notes and the distribution of this prospectus supplement and the accompanying prospectus outside the United States. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this prospectus supplement and the accompanying prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

WHERE YOU CAN FIND MORE INFORMATION

The registration statement that we have filed with the SEC registers the notes offered by this prospectus supplement under the Securities Act of 1933, as amended, or the Securities Act. The registration statement, including the exhibits to it, contains additional relevant information about us. The rules and regulations of the SEC allow us to omit some information included in the registration statement from this prospectus.

In addition, we file annual, quarterly and other reports, proxy and information statements and other information with the SEC. You may read and copy any document we file at the SEC s public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-732-0330 for further information on the operation of the SEC s public reference room. Our SEC filings are available on the SEC s web site at http://www.sec.gov. You also may read reports and other information about us at the offices of the New York Stock Exchange at 20 Broad Street, New York, New York 10005.

We also make available free of charge on our website, *www.equifax.com*, under About Equifax/Investor Center, all materials that we file electronically with the SEC, including our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, Section 16 reports and amendments to those reports as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the SEC. Information contained on our website or any other website is not incorporated by reference into this prospectus supplement and does not constitute a part of this prospectus supplement or the accompanying prospectus.

The SEC allows us to incorporate by reference the information we and TALX Corporation have filed with the SEC. This means that we can disclose important information to you without actually including the specific information in this prospectus or the accompanying prospectus by referring you to other documents filed separately with the SEC. These other documents contain important information about us, our financial condition and our results of operations. The information incorporated by reference is an important part of this prospectus and the accompanying prospectus. Information that we file later with the SEC will automatically update and may replace information in this prospectus supplement, the accompanying prospectus and information previously filed with the SEC.

We incorporate by reference in this prospectus and the accompanying prospectus the documents and portions of documents listed below:

- our annual report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007 (including information specifically incorporated by reference into our Form 10-K from our definitive proxy statement relating to our 2007 annual meeting of shareholders, filed on March 30, 2007);

- our quarterly report on Form 10-Q for the quarter ended March 31, 2007, filed on May 4, 2007;

- our current reports on Form 8-K filed on January 4, 2007, February 8, 2007 (only with respect to Item 5.02), February 15, 2007, March 1, 2007, May 4, 2007, May 15, 2007 and May 23, 2007, and our current report on Form 8-K/A filed on June 25, 2007;

- all documents filed by us under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act (other than portions of those documents not deemed to be filed) between the date of this prospectus supplement and the termination of this offering;

- Part I, Item 1A, Risk Factors contained in the annual report on Form 10-K for the year ended March 31, 2006 of TALX Corporation (SEC file number 000-21465), which we acquired on May 15, 2007; and

- Part II, Item 1A, Risk Factors contained in the quarterly report on Form 10-Q for the quarter ended June 30, 2006 of TALX Corporation.

You may obtain any of the documents incorporated by reference in this prospectus supplement and the accompanying prospectus from the SEC through the SEC s website at the address provided above. You may also request a copy of any document incorporated by reference in this prospectus supplement (including exhibits to those documents specifically incorporated by reference in those documents), at no cost, by visiting our internet website at *www.equifax.com,* or by writing or calling us at the following address and telephone number:

Equifax Inc.
Corporate Secretary
1550 Peachtree Street, N.W.
Atlanta, Georgia 30309
Telephone (404) 885-8000

FORWARD-LOOKING STATEMENTS

This prospectus supplement contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by words such as may, could, should, would, believe, expect, anticipate, estimat seek, plan, project, continue, predict or words of similar meaning and include, but are not limited to, statements regarding the outlook for ou future business and financial performance. Forward-looking statements are based on management s current expectations and assumptions, which are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Actual outcomes and results may differ materially due to global political, economic, business, competitive, market, regulatory and other factors, including the items identified under Supplemental Risk Factors in this prospectus supplement; in Part I, Item 1A, Risk Factors in our annual report on Form 10-K for the year ended December 31, 2006; in Part II, Item 1A, Risk Factors in our quarterly report on Form 10-Q for the quarter ended March 31, 2007; in Part I, Item 1A, Risk Factors in TALX Corporation s annual report on Form 10-K for the year ended March 31, 2006; and in Part II, Item 1A, Risk Factors in TALX Corporation s quarterly report on Form 10-Q for the quarter ended June 30, 2006, each of which is incorporated by reference herein. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise.

SUMMARY

This summary highlights information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. As used in this prospectus supplement and the accompanying prospectus, unless the context otherwise requires, references to we, us, our, Equifax and the Company refer to Equifax Inc. and its subsidiaries and references to TALX are to TALX Corporation and its subsidiaries.

Equifax Inc.

We are a leading global provider of information solutions, leveraging our consumer and commercial data, along with advanced analytics and proprietary technology, to create customized insights that enrich both the performance of businesses and the lives of consumers. We collect, organize and manage numerous types of credit, financial, public record, demographic and marketing information regarding individuals and businesses. This information originates from a variety of sources including financial or credit granting institutions, which provide loan and accounts receivable information; governmental entities, which provide public records of bankruptcies, liens and judgments; and consumers who participate in surveys and submit warranty registration cards from which we gather demographic and marketing information. The original data is compiled and processed utilizing our proprietary software and systems and distributed to customers in a variety of user-friendly and value-add formats.

Our products and services include consumer credit information, information database management, marketing information, business credit information, decisioning and analytical tools and identity verification services which enable businesses to make informed decisions about extending credit or service, mitigate fraud, manage portfolio risk and develop marketing strategies for consumers and businesses. We also enable consumers to manage and protect their financial affairs through a portfolio of products that we sell directly to consumers via the internet and in various hard-copy formats.

We currently operate in 14 countries: Argentina, Brazil, Canada, Chile, Costa Rica, El Salvador, Honduras, Peru, Portugal, the Republic of Ireland, Spain, the United Kingdom, Uruguay and the United States. Of the countries we operate in, 72% of our revenue was generated in the United States during the twelve months ended December 31, 2006. We serve customers across a wide range of industries, including the financial services, retail, telecommunications, utilities, automotive, brokerage, healthcare and insurance industries, as well as state and federal governments. We also serve customers directly. Our revenue stream is highly diversified, with our largest customer providing slightly more than 2% of total revenues.

Upon our acquisition of TALX Corporation on May 15, 2007, we also became a leading provider of payroll-related and human resources business process outsourcing services. TALX s services enable customers to outsource and automate the performance of certain payroll and human resources business processes that would otherwise be performed by their own in-house payroll and/or human resources departments. TALX s customers are primarily large and mid-size organizations, including more than three-fourths of the Fortune 500 companies in a wide variety of industries, as well as a number of government agencies and public sector organizations. Current services offered by TALX include employment and income verification and other payroll-related services, unemployment tax management services, tax credit and incentive services and talent management services.

For the year ended December 31, 2006, our revenues were $1.546 billion and our net income was $274.5 million. For the three months ended March 31, 2007, our revenues were $405.1 million and our net income was $69 million. On a pro forma basis to reflect our acquisition of TALX Corporation, we would have recorded $1.8 billion of revenues and $277 million of income from continuing operations for the year ended December 31, 2006 and we would have recorded $479 million of revenues and $70.9 million of income from continuing operations for the three months ended March 31, 2007.

On June 25, 2007, we agreed to issue and sell in a registered public offering $300,000,000 aggregate principal amount of our 6.30% Senior Notes due 2017, which we refer to as the 2017 Notes . The sale of the 2017 Notes is expected to close on June 28, 2007.

Our principal executive offices are located at 1550 Peachtree Street, N.W., Atlanta, Georgia 30309. Our telephone number at that address is (404) 885-8000. We maintain a variety of websites to communicate with our distributors, customers and investors and to provide information about various insurance and investment products to the general public. None of the information on our websites is part of this prospectus supplement or the accompanying prospectus.

The Offering

Issuer	Equifax Inc.
Notes Offered	$ aggregate principal amount of % senior notes due , 2037.
Maturity Date	, 2037.
Interest	Interest on the notes will accrue from their date of issuance at a rate of % per year, and will be payable in cash semi-annually in arrears on and of each year, beginning on , 2008.
Ranking	The notes will be unsecured and will rank equally in right of payment among themselves and with all of our other unsecured debt. As of May 15, 2007, the date of our acquisition of TALX, we had approximately $855 million of unsecured and unsubordinated debt outstanding, including amounts outstanding under bank credit facilities. On June 25, 2007, we agreed to issue and sell in $300 million aggregate principal amount of the 2017 notes, which will rank equally in right of payment with the notes offered hereby. The notes will not be guaranteed by any of our subsidiaries and so will be effectively subordinated to all of the obligations of these subsidiairies, including trade payables and lease obligations. As of March 31, 2007, on a pro forma basis to reflect our acquisition of TALX, our subsidiaries would have had $233 million of debt outstanding, $57 million of which was secured debt of Equifax subsidiaries and $176 million was unsecured debt of TALX and its subsidiaries.
Optional Redemption	We may redeem all or a portion of the notes at any time, at our option, at the make-whole price equal to the greater of (1) 100% of the aggregate principal amount of the notes being redeemed, plus accrued and unpaid interest to, but excluding, the date of redemption and (2) the sum of the present values of the remaining scheduled payments of principal and interest in respect of the notes being redeemed (not including any portion of the payments of interest accrued as of the date of redemption) discounted to the redemption date, on a semi-annual basis, at the treasury rate plus basis points, plus accrued and unpaid interest to, but excluding, the date of redemption. See Description of the Notes Optional Redemption in this prospectus supplement.

Change of Control Offer	If a change of control triggering event, as described in this prospectus supplement, occurs, then we will be required to offer to repurchase the notes at the price described in this prospectus supplement. See Description of the Notes Change of Control Offer in this prospectus supplement.
Use of Proceeds	The net proceeds to us from the sale of the notes, after the underwriting discount and estimated expenses, will be approximately $ million and will be used by us, together with the net proceeds from the offering of the 2017 notes, to repay short-term indebtedness, a substantial portion of which was incurred in connection with our acquisition of TALX. Pending such use of the net proceeds, we may invest the proceeds in short-term marketable securities.
Further Issuances	The notes will initially be limited to an aggregate principal amount of $. We may, from time to time, without your consent, increase the principal amount of the notes by issuing additional notes or in the future on the same terms and conditions, except for the issue date and offering price. Any additional notes will constitute a single series of debt securities under the indenture with the notes offered by this prospectus supplement.
Covenants	The indenture governing the notes contains various covenants. These covenants are subject to a number of important qualifications and exceptions. See Description of the Debt Securities Covenants in the Indenture in the accompanying prospectus.
Form and Denomination	The notes will be offered in book-entry form through the facilities of The Depository Trust Company in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof. Investors may elect to hold interests in the notes through Clearstream Banking, *société anonyme*, or Euroclear Bank S.A./N.V., as operator of the Euroclear System, if they are participants in these systems, or indirectly through organizations which are participants in these systems.

Risk Factors	Your investment in the notes will involve risks. You should consider carefully all of the information set forth in this prospectus supplement, the accompanying prospectus, any free writing prospectus with respect to this offering filed by us with the SEC and the documents incorporated by reference herein and, in particular, you should evaluate the specific factors set forth in the section of this prospectus supplement entitled Supplemental Risk Factors; in Part I, Item 1A, Risk Factors in our annual report on Form 10-K for the year ended December 31, 2006; in Part II, Item 1A, Risk Factors in our quarterly report on Form 10-Q for the quarter ended March 31, 2007; in Part I, Item 1A, Risk Factors in TALX Corporation s annual report on Form 10-K for the year ended March 31, 2006; and in Part II, Item 1A, Risk Factors in TALX Corporation s quarterly report on Form 10-Q for the quarter ended June 30, 2006, before deciding whether to purchase any notes in this offering.
Listing	The notes will not be listed on any securities exchange or quoted on any automated dealer quotation system.
Governing Law	The indenture governing the notes is, and the notes will be, governed by the laws of the State of New York.
Trustee	The Bank of New York Trust Company, N.A.

SUPPLEMENTAL RISK FACTORS

You should carefully consider the supplemental risks described below in addition to the risks described in: Part I, Item 1A, Risk Factors in our annual report on Form 10-K for the year ended December 31, 2006; in Part II, Item 1A, Risk Factors in our quarterly report on Form 10-Q for the quarter ended March 31, 2007; in Part I, Item 1A, Risk Factors in TALX Corporation s annual report on Form 10-K for the year ended March 31, 2006; and in Part II, Item 1A, Risk Factors in TALX Corporation s quarterly report on Form 10-Q for the quarter ended June 30, 2006, each of which is incorporated by reference herein, as well as the other information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus, before investing in the notes. You could lose part or all of your investment.

There are no financial covenants in the indenture, and the indenture does not restrict the amount of additional debt we may incur.

Neither we nor any of our subsidiaries are restricted from incurring additional debt or other liabilities, including additional senior debt, under the indenture. If we incur additional debt or liabilities, our ability to pay our obligations on the notes could be adversely affected. We expect that we will from time to time incur additional debt and other liabilities. In addition, we are not restricted from paying dividends or issuing or repurchasing our securities under the indenture.

There are no financial covenants in the indenture. You are not protected under the indenture in the event of a highly leveraged transaction, reorganization, change of control, restructuring, merger or similar transaction that may adversely affect you, except to the extent described under Description of the Notes Change of Control Offer in this prospectus supplement and Description of the Debt Securities Covenants in the Indenture in the accompanying prospectus.

The notes will not be guaranteed by any of our subsidiaries and will be structurally subordinated to the debt and other liabilities of our subsidiaries, which means that creditors of our subsidiaries will be paid from their assets before holders of the notes would have any claims to those assets.

We are a holding company and conduct our operations primarily through subsidiaries. However, the notes will be obligations exclusively of Equifax Inc. and will not be guaranteed by any of our subsidiaries. As a result, the notes will be structurally subordinated to all debt and other liabilities of our subsidiaries, which means that creditors of our subsidiaries will be paid from their assets before holders of the notes would have any claims to those assets. As of March 31, 2007, Equifax subsidiaries and TALX and its subsidiaries had $719 million and $262 million, respectively, of total liabilities, including $57 million and $176 million, respectively, of outstanding debt (excluding, in each case, intercompany liabilities). As of March 31, 2007, on a pro forma basis to reflect our acquisition of TALX, our subsidiaries would have had $981 million of total liabilities, including $233 million of outstanding debt (excluding, in each case, intercompany liabilities). Since our acquisition of TALX, we have repaid $154 million of the debt of our subsidiaries, including TALX. See Capitalization.

The notes are subject to prior claims of any of our secured creditors.

The notes are our unsecured general obligations, ranking equally with other unsecured senior indebtedness including, when issued, the 2017 notes, but below any secured indebtedness to the extent of the value of the assets constituting the security. If we incur any debt secured by our assets or assets of our subsidiaries, these assets will be subject to the prior claims of our secured creditors.

In the event of a bankruptcy, liquidation, dissolution, reorganization or similar proceeding, our pledged assets would be available to satisfy obligations of the secured debt before any payment could be made on the notes. To the extent that such assets cannot satisfy in full our secured debt, the holders of such debt would have a claim for any shortfall that would rank equally in right of payment with the notes. In that case, we may not have sufficient assets remaining to pay amounts due on any or all of the notes.

We may not be able to repurchase notes upon the occurrence of a change of control triggering event.

Upon the occurrence of a change of control triggering event, which is a triggering event involving both a change of control and the notes of a particular series being rated below investment grade following a downgrade by each of S&P and Moody s, we will be required to make an offer to repurchase all or any part of each holder s notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of repurchase. If any such change of control triggering event occurs we may not have sufficient financial resources available to satisfy our obligations to repurchase the notes. Our failure to repurchase the notes as required under the indenture governing the notes would result in a default under the indenture, which could have material adverse consequences for us and the holders of the notes. In addition, the definition of Change of Control includes a phrase relating to the direct or indirect sale, lease, transfer, conveyance or other disposition of all or substantially all of the properties or assets of Equifax and its subsidiaries taken as a whole. Although there is a limited body of law interpreting the phrase substantially all, there is no precise established definition of the phrase under applicable law. Accordingly, the ability of a holder of notes to require us to repurchase its notes as a result of a sale, lease, transfer, conveyance or other disposition of less than all of the assets of Equifax and its subsidiaries taken as a whole to another person (as defined in the indenture) or group may be uncertain. See Description of the Notes Change of Control Offer.

An active trading market for the notes may not develop.

The notes constitute a new issue of securities, for which there is no existing market. We do not intend to apply for listing of the notes on any securities exchange or for quotation of the notes in any automated dealer quotation system. We cannot provide you with any assurance regarding (i) whether a trading market for the notes will develop, or, if a market develops, that it will be liquid or sustainable, and (ii) the ability of holders of the notes to sell their notes or the price at which holders may be able to sell their notes. The underwriters have advised us that they currently intend to make a market in the notes. However, the underwriters are not obligated to do so, and any market-making with respect to the notes may be discontinued at any time without notice. If no active trading market develops, you may be unable to resell your notes at any price or at their fair market value.

If a trading market does develop, changes in our credit ratings or the debt markets could adversely affect the market price of the notes.

The price for the notes will depend on many factors, including:

- our credit ratings with major credit rating agencies;
- the prevailing interest rates being paid by other companies similar to us;
- the market price of our common stock;
- our financial condition, financial performance and future prospects; and
- the overall condition of the financial markets.

The condition of the financial markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future. Such fluctuations could have an adverse effect on the price of the notes.

In addition, credit rating agencies continually review their ratings for the companies that they follow, including us. The credit rating agencies also evaluate the insurance industry as a whole and may change their credit rating for us based on their overall view of our industry. A negative change in our rating could have an adverse effect on the price of the notes.

USE OF PROCEEDS

The net proceeds from the offering, after the underwriters discount and estimated offering expenses, will be approximately $ million. The net proceeds from this offering, together with the net proceeds from the offering of the 2017 notes, will be used by us to repay short-term indebtedness, a substantial portion of which was incurred in connection with our acquisition of TALX. Pending such use of the net proceeds, we may invest the proceeds in short-term marketable securities.

CAPITALIZATION

The following table sets forth our cash and cash equivalents, debt and total capitalization as of March 31, 2007 on (1) an actual basis, (2) a pro forma basis to give effect to our acquisition of TALX, and (3) a pro forma as adjusted basis to reflect the acquisition of TALX, the completion of this offering of $250 million principal amount of notes, the completion of the offering of $300 million prinicipal amount of the 2017 notes and the application of the estimated net proceeds of such offerings as described in Use of Proceeds, as if these events had occurred on March 31, 2007.

The pro forma capitalization below reflects our purchase on May 15, 2007 of TALX for approximately $1.3 billion, including our payment of approximately $283 million representing the cash portion of the purchase price (which we financed initially with borrowings under our $850 million long-term senior unsecured revolving credit facility), our issuance of Equifax common stock to TALX shareholders and assumption of TALX stock options valued at approximately $922 million, our assumption of the $75 million outstanding principal amount of TALX s 7.34% senior guaranteed notes due May 2014, our assumption of $97 million in outstanding borrowings under TALX s long-term revolving credit facility and cash acquired of approximately $14 million.

You should read this information in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes included in our quarterly report on Form 10-Q for the quarter ended March 31, 2007 and our annual report on Form 10-K for the year ended December 31, 2006, each of which is incorporated by reference herein. See also the consolidated financial statements of TALX for the three years ended March 31, 2007 included in our current report on Form 8-K/A which we filed on June 25, 2007, which is also incorporated by reference herein.