
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Quarterly Period Ended June 30, 2020
or
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____
Commission File No. 001-34063
-



LendingTree, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

26-2414818

(I.R.S. Employer Identification No.)

11115 Rushmore Drive, Charlotte, North Carolina 28277

(Address of principal executive offices)(Zip Code)

(704) 541-5351

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value per share	TREE	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of July 29, 2020, there were 13,115,157 shares of the registrant's common stock, par value \$.01 per share, outstanding, excluding treasury shares.

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

LENDINGTREE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
 (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
	<i>(in thousands, except per share amounts)</i>			
Revenue	\$ 184,326	\$ 278,421	\$ 467,410	\$ 540,811
Costs and expenses:				
Cost of revenue <i>(exclusive of depreciation and amortization shown separately below)</i>	13,464	16,310	27,716	33,980
Selling and marketing expense	113,921	191,629	309,459	366,520
General and administrative expense	28,489	27,951	60,571	59,068
Product development	10,812	10,175	21,775	20,341
Depreciation	3,550	2,559	6,928	5,041
Amortization of intangibles	13,756	14,280	27,513	27,707
Change in fair value of contingent consideration	9,175	2,790	1,053	17,382
Severance	32	403	190	457
Litigation settlements and contingencies	(1,325)	8	(996)	(199)
Total costs and expenses	191,874	266,105	454,209	530,297
Operating (loss) income	(7,548)	12,316	13,201	10,514
Other (expense) income, net:				
Interest expense, net	(4,955)	(5,095)	(9,789)	(10,563)
Other income	7	71	7	139
(Loss) income before income taxes	(12,496)	7,292	3,419	90
Income tax benefit	3,880	5,689	6,941	13,441
Net (loss) income from continuing operations	(8,616)	12,981	10,360	13,531
Loss from discontinued operations, net of tax	(21,141)	(763)	(25,716)	(1,825)
Net (loss) income and comprehensive (loss) income	\$ (29,757)	\$ 12,218	\$ (15,356)	\$ 11,706
Weighted average shares outstanding:				
Basic	12,984	12,805	12,971	12,762
Diluted	12,984	14,908	13,954	14,622
(Loss) income per share from continuing operations:				
Basic	\$ (0.66)	\$ 1.01	\$ 0.80	\$ 1.06
Diluted	\$ (0.66)	\$ 0.87	\$ 0.74	\$ 0.93
Loss per share from discontinued operations:				
Basic	\$ (1.63)	\$ (0.06)	\$ (1.98)	\$ (0.14)
Diluted	\$ (1.63)	\$ (0.05)	\$ (1.84)	\$ (0.12)
Net (loss) income per share:				
Basic	\$ (2.29)	\$ 0.95	\$ (1.18)	\$ 0.92
Diluted	\$ (2.29)	\$ 0.82	\$ (1.10)	\$ 0.80

The accompanying notes to consolidated financial statements are an integral part of these statements.

LENDINGTREE, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2020	December 31, 2019
	<i>(in thousands, except par value and share amounts)</i>	
ASSETS:		
Cash and cash equivalents	\$ 101,764	\$ 60,243
Restricted cash and cash equivalents	94	96
Accounts receivable (net of allowance of \$1,756 and \$1,466, respectively)	77,037	113,487
Prepaid and other current assets	25,654	15,516
Current assets of discontinued operations	84	84
Total current assets	204,633	189,426
Property and equipment (net of accumulated depreciation of \$20,971 and \$17,979, respectively)	34,735	31,363
Operating lease right-of-use assets	87,892	25,519
Goodwill	420,139	420,139
Intangible assets, net	154,067	181,580
Deferred income tax assets	84,160	87,664
Equity investment (Note 7)	80,000	—
Other non-current assets	5,192	4,330
Non-current assets of discontinued operations	16,759	7,948
Total assets	\$ 1,087,577	\$ 947,969
LIABILITIES:		
Revolving credit facility	\$ 130,000	\$ 75,000
Accounts payable, trade	8,792	2,873
Accrued expenses and other current liabilities	88,569	112,755
Current contingent consideration	19,029	9,028
Current liabilities of discontinued operations	63,006	31,050
Total current liabilities	309,396	230,706
Long-term debt	271,378	264,391
Operating lease liabilities	86,649	21,358
Non-current contingent consideration	9,488	24,436
Other non-current liabilities	4,689	4,752
Total liabilities	681,600	545,643
Commitments and contingencies (Note 15)		
SHAREHOLDERS' EQUITY:		
Preferred stock \$.01 par value; 5,000,000 shares authorized; none issued or outstanding	—	—
Common stock \$.01 par value; 50,000,000 shares authorized; 15,730,643 and 15,676,819 shares issued, respectively, and 13,089,325 and 13,035,501 shares outstanding, respectively	157	157
Additional paid-in capital	1,196,990	1,177,984
Accumulated deficit	(608,009)	(592,654)
Treasury stock; 2,641,318 shares	(183,161)	(183,161)
Total shareholders' equity	405,977	402,326
Total liabilities and shareholders' equity	\$ 1,087,577	\$ 947,969

The accompanying notes to consolidated financial statements are an integral part of these statements.

LENDINGTREE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Unaudited)

	Common Stock				Treasury Stock		
	Total	Number of Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Number of Shares	Amount
	<i>(in thousands)</i>						
Balance as of December 31, 2019	\$ 402,326	15,677	\$ 157	\$ 1,177,984	\$ (592,654)	2,641	\$ (183,161)
Net income and comprehensive income	14,401	—	—	—	14,401	—	—
Non-cash compensation	11,917	—	—	11,917	—	—	—
Issuance of common stock for stock options, restricted stock awards and restricted stock units, net of withholding taxes	(5,087)	27	—	(5,087)	—	—	—
Other	—	—	—	(1)	1	—	—
Balance as of March 31, 2020	\$ 423,557	15,704	\$ 157	\$ 1,184,813	\$ (578,252)	2,641	\$ (183,161)
Net loss and comprehensive loss	(29,757)	—	—	—	(29,757)	—	—
Non-cash compensation	13,158	—	—	13,158	—	—	—
Issuance of common stock for stock options, restricted stock awards and restricted stock units, net of withholding taxes	(981)	27	—	(981)	—	—	—
Balance as of June 30, 2020	\$ 405,977	15,731	\$ 157	\$ 1,196,990	\$ (608,009)	2,641	\$ (183,161)

	Common Stock				Treasury Stock		
	Total	Number of Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Number of Shares	Amount
	<i>(in thousands)</i>						
Balance as of December 31, 2018	\$ 346,208	15,428	\$ 154	\$ 1,134,227	\$ (610,482)	2,618	\$ (177,691)
Net loss and comprehensive loss	(512)	—	—	—	(512)	—	—
Non-cash compensation	14,053	—	—	14,053	—	—	—
Purchase of treasury stock	(3,976)	—	—	—	—	18	(3,976)
Issuance of common stock for stock options, restricted stock awards and restricted stock units, net of withholding taxes	(3,585)	87	1	(3,586)	—	—	—
Balance as of March 31, 2019	\$ 352,188	15,515	\$ 155	\$ 1,144,694	\$ (610,994)	2,636	\$ (181,667)
Net income and comprehensive income	12,218	—	—	—	12,218	—	—
Non-cash compensation	15,982	—	—	15,982	—	—	—
Issuance of common stock for stock options, restricted stock awards and restricted stock units, net of withholding taxes	(6,501)	89	1	(6,502)	—	—	—
Balance as of June 30, 2019	\$ 373,887	15,604	\$ 156	\$ 1,154,174	\$ (598,776)	2,636	\$ (181,667)

The accompanying notes to consolidated financial statements are an integral part of these statements.

LENDINGTREE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30,	
	2020	2019
<i>(in thousands)</i>		
Cash flows from operating activities attributable to continuing operations:		
Net (loss) income and comprehensive (loss) income	\$ (15,356)	\$ 11,706
Less: Loss from discontinued operations, net of tax	25,716	1,825
Income from continuing operations	10,360	13,531
Adjustments to reconcile income from continuing operations to net cash provided by operating activities attributable to continuing operations:		
Loss (gain) on impairments and disposal of assets	552	(1,729)
Amortization of intangibles	27,513	27,707
Depreciation	6,928	5,041
Non-cash compensation expense	25,075	30,035
Deferred income taxes	(7,000)	(13,624)
Change in fair value of contingent consideration	1,053	17,382
Bad debt expense	949	1,282
Amortization of debt issuance costs	1,158	970
Amortization of convertible debt discount	6,250	5,929
Reduction in carrying amount of ROU asset, offset by change in operating lease liabilities	1,956	184
Changes in current assets and liabilities:		
Accounts receivable	35,501	(48,396)
Prepaid and other current assets	1,369	(190)
Accounts payable, accrued expenses and other current liabilities	(19,134)	28,105
Current contingent consideration	(2,670)	(3,000)
Income taxes receivable	63	4,388
Other, net	(2,007)	260
Net cash provided by operating activities attributable to continuing operations	87,916	67,875
Cash flows from investing activities attributable to continuing operations:		
Capital expenditures	(9,108)	(9,769)
Proceeds from sale of fixed assets	—	24,062
Equity investment	(80,000)	—
Acquisition of ValuePenguin, net of cash acquired	—	(105,578)
Acquisition of QuoteWizard, net of cash acquired	—	447
Net cash used in investing activities attributable to continuing operations	(89,108)	(90,838)
Cash flows from financing activities attributable to continuing operations:		
Payments related to net-share settlement of stock-based compensation, net of proceeds from exercise of stock options	(6,068)	(7,646)
Contingent consideration payments	(3,330)	(3,000)
Net proceeds from (repayment of) revolving credit facility	55,000	(10,000)
Payment of debt issuance costs	(306)	(31)
Purchase of treasury stock	—	(3,976)
Other financing activities	(14)	—
Net cash provided by (used in) financing activities attributable to continuing operations	45,282	(24,653)
Total cash provided by (used in) continuing operations	44,090	(47,616)
Discontinued operations:		
Net cash used in operating activities attributable to discontinued operations	(2,571)	(6,152)
Total cash used in discontinued operations	(2,571)	(6,152)
Net increase (decrease) in cash, cash equivalents, restricted cash and restricted cash equivalents	41,519	(53,768)
Cash, cash equivalents, restricted cash and restricted cash equivalents at beginning of period	60,339	105,158
Cash, cash equivalents, restricted cash and restricted cash equivalents at end of period	\$ 101,858	\$ 51,390
Non-cash investing activities:		
Capital additions from tenant improvement allowance	\$ —	\$ 1,111

The accompanying notes to consolidated financial statements are an integral part of these statements.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1—ORGANIZATION

Company Overview

LendingTree, Inc. is currently the parent of LendingTree, LLC and several companies owned by LendingTree, LLC (collectively, "LendingTree" or the "Company").

LendingTree operates what it believes to be the leading online consumer platform that connects consumers with the choices they need to be confident in their financial decisions. The Company offers consumers tools and resources, including free credit scores, that facilitate comparison-shopping for mortgage loans, home equity loans and lines of credit, reverse mortgage loans, auto loans, credit cards, deposit accounts, personal loans, student loans, small business loans, insurance quotes and other related offerings. The Company primarily seeks to match in-market consumers with multiple providers on its marketplace who can provide them with competing quotes for loans, deposit products, insurance or other related offerings they are seeking. The Company also serves as a valued partner to lenders and other providers seeking an efficient, scalable and flexible source of customer acquisition with directly measurable benefits, by matching the consumer inquiries it generates with these providers.

The consolidated financial statements include the accounts of LendingTree and all its wholly-owned entities, except Home Loan Center, Inc. ("HLC") subsequent to its bankruptcy filing on July 21, 2019 which resulted in the Company's loss of a controlling interest in HLC under applicable accounting standards. Intercompany transactions and accounts have been eliminated.

Discontinued Operations

The LendingTree Loans business, which consisted of originating various consumer mortgage loans through HLC (the "LendingTree Loans Business"), is presented as discontinued operations in the accompanying consolidated balance sheets, consolidated statements of operations and comprehensive income and consolidated cash flows for all periods presented. The notes accompanying these consolidated financial statements reflect the Company's continuing operations and, unless otherwise noted, exclude information related to the discontinued operations. See Note 18—Discontinued Operations for additional information.

Basis of Presentation

The accompanying unaudited interim consolidated financial statements as of June 30, 2020 and for the three and six months ended June 30, 2020 and 2019, respectively, have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). In the opinion of management, the unaudited interim consolidated financial statements have been prepared on the same basis as the audited financial statements, and include all adjustments, consisting only of normal recurring adjustments, necessary for the fair statement of the Company's financial position for the periods presented. The results for the three and six months ended June 30, 2020 are not necessarily indicative of the results to be expected for the year ending December 31, 2020, or any other period. The accompanying consolidated balance sheet as of December 31, 2019 was derived from audited financial statements included in the Company's annual report on Form 10-K for the year ended December 31, 2019 (the "2019 Annual Report"). The accompanying consolidated financial statements do not include all of the information and footnotes required by GAAP for annual financial statements. Accordingly, they should be read in conjunction with the audited financial statements and notes thereto included in the 2019 Annual Report.

NOTE 2—SIGNIFICANT ACCOUNTING POLICIES

Accounting Estimates

Management is required to make certain estimates and assumptions during the preparation of the consolidated financial statements in accordance with GAAP. These estimates and assumptions impact the reported amount of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the consolidated financial statements. They also impact the reported amount of net earnings during any period. Actual results could differ from those estimates.

Significant estimates underlying the accompanying consolidated financial statements, including discontinued operations, include: the recoverability of long-lived assets, goodwill and intangible assets; the determination of income taxes payable and deferred income taxes, including related valuation allowances; fair value of assets acquired in a business combination; contingent consideration related to business combinations; litigation accruals; HLC ownership related claims; contract assets; various other

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

allowances, reserves and accruals; assumptions related to the determination of stock-based compensation; and the determination of the right-of-use assets and lease liabilities.

The Company considered the impact of COVID-19 on the assumptions and estimates used when preparing its quarterly financial statements including, but not limited to, our allowance for doubtful accounts, valuation allowances, contract asset and contingent consideration. These assumptions and estimates may change as new events occur and additional information is obtained. If economic conditions caused by COVID-19 do not recover as currently estimated by management, such future changes may have an adverse impact on the Company's results of operations, financial position and liquidity.

Certain Risks and Concentrations

LendingTree's business is subject to certain risks and concentrations including dependence on third-party technology providers, exposure to risks associated with online commerce security and credit card fraud.

Financial instruments, which potentially subject the Company to concentration of credit risk at June 30, 2020, consist primarily of cash and cash equivalents and accounts receivable, as disclosed in the consolidated balance sheet. Cash and cash equivalents are in excess of Federal Deposit Insurance Corporation insurance limits, but are maintained with quality financial institutions of high credit. The Company requires certain Network Partners to maintain security deposits with the Company, which in the event of non-payment, would be applied against any accounts receivable outstanding.

Due to the nature of the mortgage lending industry, interest rate fluctuations may negatively impact future revenue from the Company's marketplace.

Lenders and lead purchasers participating on the Company's marketplace can offer their products directly to consumers through brokers, mass marketing campaigns or through other traditional methods of credit distribution. These lenders and lead purchasers can also offer their products online, either directly to prospective borrowers, through one or more online competitors, or both. If a significant number of potential consumers are able to obtain loans and other products from Network Partners without utilizing the Company's services, the Company's ability to generate revenue may be limited. Because the Company does not have exclusive relationships with the Network Partners whose loans and other financial products are offered on its online marketplace, consumers may obtain offers from these Network Partners without using its services.

Other than a support services office in India, the Company's operations are geographically limited to and dependent upon the economic condition of the United States.

Litigation Settlements and Contingencies

Litigation settlements and contingencies consists of expenses related to actual or anticipated litigation settlements.

Recently Adopted Accounting Pronouncements

In August 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2018-15, which aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). This ASU is effective for annual and interim reporting periods beginning after December 15, 2019. The amendments should be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. The Company adopted ASU 2018-15 in the first quarter of 2020 using the prospective approach. Subsequent to the adoption of this ASU, capitalizable implementation costs incurred in a hosting arrangement that is a service contract are recorded within prepaid and other current assets and other non-current assets on the consolidated balance sheet. The expense related to these capitalized implementation costs are included within general and administrative expense on the consolidated statement of operations and comprehensive income. The adoption of ASU 2018-15 did not have a material impact on the consolidated financial statements as of June 30, 2020 and for the three and six months ended June 30, 2020.

In August 2018, the FASB issued ASU 2018-13, which removes, modifies and adds certain disclosure requirements in Accounting Standards Codification ("ASC") Topic 820, Fair Value Measurement. This ASU is effective for annual and interim reporting periods beginning after December 15, 2019. Certain amendments must be applied prospectively while others are to be applied on a retrospective basis to all periods presented. The Company adopted ASU 2018-13 in the first quarter of 2020. See Note 16—Fair Value Measurements.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In January 2017, the FASB issued ASU 2017-04, which eliminates the requirement to calculate the implied fair value of goodwill to measure a goodwill impairment charge (Step 2 of the goodwill impairment test). Instead, an impairment charge will be based on the excess of the carrying amount over the fair value. This ASU is effective for annual and interim impairment tests performed in periods beginning after December 15, 2019. The Company adopted ASU 2017-04 in the first quarter of 2020.

In June 2016, the FASB issued ASU 2016-13, which requires entities to measure expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. This ASU introduces ASC Topic 326, Financial Instruments—Credit Losses, which replaces the existing incurred loss model and is applicable to financial assets measured at amortized cost, including trade receivables and certain other financial assets that have the contractual right to receive cash. ASC Topic 326 is effective for annual and interim reporting periods beginning after December 15, 2019. The guidance must be adopted using a modified retrospective transition. The Company adopted ASC Topic 326 as of January 1, 2020, which did not result in any cumulative effect adjustment to the opening balance of accumulated deficit in the period of adoption.

Recently Issued Accounting Pronouncements

In December 2019, the FASB issued ASU 2019-12, which simplifies the accounting for income taxes by removing certain exceptions to the general principles in ASC Topic 740, Income Taxes, and clarifies certain aspects of the current guidance to improve consistency among reporting entities. This ASU is effective for annual and interim reporting periods beginning after December 15, 2020. Early adoption is permitted, including adoption in interim periods. Entities electing early adoption must adopt all amendments in the same period. Most amendments must be applied prospectively while others are to be applied on a retrospective basis for all periods presented or a modified retrospective basis through a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption. The Company is evaluating the impact this ASU will have on its consolidated financial statements and whether to early adopt.

NOTE 3—REVENUE

Revenue is as follows (*in thousands*):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Home	\$ 74,123	\$ 71,756	\$ 153,297	\$ 135,193
Credit cards	7,194	56,045	58,780	110,551
Personal loans	8,827	41,109	40,336	73,640
Other Consumer	21,097	31,809	57,926	65,501
Total Consumer	37,118	128,963	157,042	249,692
Insurance	72,919	71,941	155,656	139,033
Other	166	5,761	1,415	16,893
Total revenue	\$ 184,326	\$ 278,421	\$ 467,410	\$ 540,811

The Company derives its revenue primarily from match fees and closing fees. Revenue is recognized when performance obligations under the terms of a contract with a customer are satisfied and promised services have transferred to the customer. The Company's services are generally transferred to the customer at a point in time.

Revenue from Home products is primarily generated from upfront match fees paid by mortgage Network Partners that receive a loan request, and in some cases upfront fees for clicks or call transfers. Match fees and upfront fees for clicks and call transfers are earned through the delivery of loan requests that originated through the Company's websites or affiliates. The Company recognizes revenue at the time a loan request is delivered to the customer, provided that no significant obligations remain. The Company's contractual right to the match fee consideration is contemporaneous with the satisfaction of the performance obligation to deliver a loan request to the customer.

Revenue from Consumer products is generated by match and other upfront fees for clicks or call transfers, as well as from closing fees, approval fees and upfront service and subscription fees. Closing fees are derived from lenders on certain auto loans, business loans, personal loans and student loans when the lender funds a loan with the consumer. Approval fees are derived from credit card issuers when the credit card consumer receives card approval from the credit card issuer. Upfront service fees and

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

subscription fees are derived from consumers in the Company's credit services product. Upfront fees paid by consumers are recognized as revenue over the estimated time the consumer will remain a customer and receive services. Subscription fees are recognized over the period a consumer is receiving services.

The Company recognizes revenue on closing fees and approval fees at the point when a loan request or a credit card consumer is delivered to the customer. The Company's contractual right to closing fees and approval fees is not contemporaneous with the satisfaction of the performance obligation to deliver a loan request or a credit card consumer to the customer. As such, the Company records a contract asset at each reporting period-end related to the estimated variable consideration on closing fees and approval fees for which the Company has satisfied the related performance obligation, but are still pending the loan closing or credit card approval before the Company has a contractual right to payment. This estimate is based on the Company's historical closing rates and historical time between when a consumer request for a loan or credit card is delivered to the lender or card issuer and when the loan is closed by the lender or approved by the card issuer.

Revenue from the Company's Insurance products is primarily generated from upfront match fees, and upfront fees for website clicks or fees for calls. Match fees and upfront fees for clicks and call transfers are earned through the delivery of consumer requests that originated through the Company's websites or affiliates. The Company recognizes revenue at the time a consumer request is delivered to the customer, provided that no significant obligations remain. The Company's contractual right to the match fee consideration is contemporaneous with the satisfaction of the performance obligation to deliver a consumer request to the customer.

The contract asset recorded within prepaid and other current assets on the consolidated balance sheets related to estimated variable consideration was \$6.5 million at each of June 30, 2020 and December 31, 2019.

The contract liability recorded within accrued expenses and other current liabilities on the consolidated balance sheets related to upfront fees paid by consumers in the Company's Consumer business was \$0.9 million and \$0.6 million at June 30, 2020 and December 31, 2019, respectively. During the second quarter and first six months of 2020, the Company recognized revenue of \$0.1 million and \$0.6 million, respectively, that was included in the contract liability balance at December 31, 2019. During the second quarter and first six months of 2019, the Company recognized revenue of \$0.1 million and \$0.4 million, respectively, that was included in the contract liability balance at December 31, 2018.

Revenue recognized in any reporting period includes estimated variable consideration for which the Company has satisfied the related performance obligations, but are still pending the occurrence or non-occurrence of a future event outside the Company's control (such as lenders providing loans to consumers or credit card approvals of consumers) before the Company has a contractual right to payment. The Company recognized increases to such revenue from prior periods of \$0.3 million and \$0.5 million in the second quarters of 2020 and 2019, respectively.

NOTE 4—CASH AND RESTRICTED CASH

Total cash, cash equivalents, restricted cash and restricted cash equivalents consist of the following (*in thousands*):

	June 30, 2020	December 31, 2019
Cash and cash equivalents	\$ 101,764	\$ 60,243
Restricted cash and cash equivalents	94	96
Total cash, cash equivalents, restricted cash and restricted cash equivalents	\$ 101,858	\$ 60,339

NOTE 5—ALLOWANCE FOR DOUBTFUL ACCOUNTS

Accounts receivable are stated at amounts due from customers, net of an allowance for doubtful accounts.

The Company determines its allowance for doubtful accounts by considering a number of factors, including the length of time accounts receivable are past due, previous loss history, current and expected economic conditions and the specific customer's current and expected ability to pay its obligation. Accounts receivable are considered past due when they are outstanding longer than the contractual payment terms. Accounts receivable are written off when management deems them uncollectible.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

A reconciliation of the beginning and ending balances of the allowance for doubtful accounts is as follows (*in thousands*):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Balance, beginning of the period	\$ 2,021	\$ 1,370	\$ 1,466	\$ 1,143
Charges to earnings	69	772	949	1,282
Write-off of uncollectible accounts receivable	(337)	(473)	(669)	(761)
Recoveries collected	3	7	10	12
Balance, end of the period	\$ 1,756	\$ 1,676	\$ 1,756	\$ 1,676

NOTE 6—GOODWILL AND INTANGIBLE ASSETS

The balance of goodwill and intangible assets, net is as follows (*in thousands*):

	June 30, 2020	December 31, 2019
Goodwill	\$ 903,227	\$ 903,227
Accumulated impairment losses	(483,088)	(483,088)
Net goodwill	\$ 420,139	\$ 420,139
Intangible assets with indefinite lives	\$ 10,142	\$ 10,142
Intangible assets with definite lives, net	143,925	171,438
Total intangible assets, net	\$ 154,067	\$ 181,580

Goodwill and Indefinite-Lived Intangible Assets

The Company's goodwill at each of June 30, 2020 and December 31, 2019 consists of \$59.3 million associated with the Home segment, \$166.1 million associated with the Consumer segment, and \$194.7 million associated with the Insurance segment.

Intangible assets with indefinite lives relate to the Company's trademarks.

Intangible Assets with Definite Lives

Intangible assets with definite lives relate to the following (*in thousands*):

	Cost	Accumulated Amortization	Net
Technology	\$ 116,200	\$ (63,126)	\$ 53,074
Customer lists	77,300	(15,506)	61,794
Trademarks and tradenames	17,200	(8,177)	9,023
Website content	51,000	(30,967)	20,033
Other	5	(4)	1
Balance at June 30, 2020	\$ 261,705	\$ (117,780)	\$ 143,925

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Cost	Accumulated Amortization	Net
Technology	\$ 116,200	\$ (48,938)	\$ 67,262
Customer lists	77,300	(12,452)	64,848
Trademarks and tradenames	17,200	(6,407)	10,793
Website content	51,000	(22,467)	28,533
Other	5	(3)	2
Balance at December 31, 2019	\$ 261,705	\$ (90,267)	\$ 171,438

Amortization of intangible assets with definite lives is computed on a straight-line basis and, based on balances as of June 30, 2020, future amortization is estimated to be as follows (*in thousands*):

	Amortization Expense
Remainder of current year	\$ 25,565
Year ending December 31, 2021	42,738
Year ending December 31, 2022	25,256
Year ending December 31, 2023	8,602
Year ending December 31, 2024	6,747
Thereafter	35,017
Total intangible assets with definite lives, net	\$ 143,925

NOTE 7—EQUITY INVESTMENT

On February 28, 2020, the Company acquired an equity interest in Stash Financial, Inc. (“Stash”) for \$80.0 million. Stash is a consumer investing and banking platform. Stash brings together banking, investing, and education into one seamless experience offering a full-suite of personal investment accounts, Traditional and Roth IRAs, custodial investment accounts, and banking services, including checking accounts and debit cards with a Stock-Back® rewards program.

The Stash equity securities do not have a readily determinable fair value and, upon acquisition, the Company elected the measurement alternative to value its securities. The Stash equity securities will be carried at cost and subsequently marked to market upon observable market events with any gains or losses recorded in operating income in the consolidated statement of operations. As of June 30, 2020, there have been no observable market events that would result in upward or downward adjustments in the fair value and there have been no impairments to the original cost of \$80.0 million.

NOTE 8—BUSINESS ACQUISITIONS

Changes in Contingent Consideration

In 2018, the Company acquired all of the outstanding equity interests of QuoteWizard.com, LLC (“QuoteWizard”) and Ovation Credit Services, Inc. (“Ovation”).

In 2017, the Company acquired certain assets of Snap Capital LLC, which does business under the name SnapCap (“SnapCap”) and all of the assets of Deposits Online, LLC, which does business under the name DepositAccounts.com (“DepositAccounts”).

The Company will make an earnout payment of \$4.4 million based on the achievement of certain defined operating metrics for Ovation, and payments ranging from zero to \$46.8 million based on the achievement of certain defined performance targets for QuoteWizard. During 2020, the Company made the final earnout payments related to the achievement of certain defined earnings targets for SnapCap.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Changes in the fair value of contingent consideration is summarized as follows (*in thousands*):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
QuoteWizard	\$ 8,058	\$ 2,534	\$ (204)	\$ 16,893
Ovation	1,039	634	1,180	(14)
SnapCap	78	(142)	77	1,450
DepositAccounts	—	(236)	—	(947)
Total changes in fair value of contingent consideration	\$ 9,175	\$ 2,790	\$ 1,053	\$ 17,382

As of June 30, 2020, the estimated fair value of the contingent consideration for the QuoteWizard acquisition totaled \$24.2 million, of which \$14.7 million is included in current contingent consideration and \$9.5 million is included in non-current contingent consideration in the accompanying consolidated balance sheet. The estimated fair value of the contingent consideration payments is determined using an option pricing model. The estimated value of the contingent consideration is based upon available information and certain assumptions, known at the time of this report, which management believes are reasonable.

As of June 30, 2020, the estimated fair value of the contingent consideration for the Ovation acquisition totaled \$4.3 million, which is included in current contingent consideration in the accompanying consolidated balance sheet. The estimated fair value of the contingent consideration payment is based on the \$4.4 million achieved target discounted from the payment due date to June 30, 2020.

As of June 30, 2020, no liability remains outstanding for the DepositAccounts acquisition in the accompanying consolidated balance sheet for the final contingent consideration payment based on Federal Funds interest rates and the earnout is complete.

Any differences in the actual contingent consideration payments will be recorded in operating income in the consolidated statements of operations and comprehensive income.

NOTE 9—ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consist of the following (*in thousands*):

	June 30, 2020	December 31, 2019
Accrued advertising expense	\$ 46,114	\$ 65,836
Accrued compensation and benefits	10,068	10,540
Accrued professional fees	2,188	1,560
Customer deposits and escrows	8,768	6,920
Contribution to LendingTree Foundation	3,333	3,333
Current lease liabilities	5,923	6,885
Other	12,175	17,681
Total accrued expenses and other current liabilities	\$ 88,569	\$ 112,755

NOTE 10—LEASES

The Company is a lessee to leases of corporate offices and certain office equipment. The majority of leases for corporate offices include one or more options to renew, with renewal terms ranging from two to five years. These renewal options have not been included in the calculation of right-of-use assets and lease liabilities, as the Company is not reasonably certain of the exercise of these renewal options. The Company used its incremental borrowing rate to calculate the right-of-use asset and lease liability for each lease.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As of June 30, 2020, right-of-use assets totaled \$87.9 million and lease liabilities, the current portion of which is included in accrued expenses and other current liabilities in the accompanying balance sheet, totaled \$92.6 million. At December 31, 2019, right-of-use assets totaled \$25.5 million and lease liabilities totaled \$28.2 million. During the second quarter of 2020 the right-of-use assets and lease liabilities increased \$65.7 million due to commencement of the lease, as defined under ASC Topic 842, Leases, for the Company's new principal executive offices currently under construction in Charlotte, North Carolina, occurring during the second quarter.

Lease expense, which is included in general and administrative expense on the accompanying consolidated statements of operations and comprehensive income, consists of the following (*in thousands*):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Operating lease cost	\$ 2,140	\$ 1,467	\$ 3,994	\$ 2,730
Short-term lease cost	17	9	38	48
Total lease cost	\$ 2,157	\$ 1,476	\$ 4,032	\$ 2,778

Weighted average remaining lease term and discount rate for operating leases are as follows:

	June 30, 2020	December 31, 2019
Weighted average remaining lease term	14.0 years	5.0 years
Weighted average discount rate	5.0%	4.7%

Supplemental cash flow information related to leases is as follows (*in thousands*):

	Six Months Ended June 30,	
	2020	2019
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 4,056	\$ 2,581
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 65,740	\$ 11,398

Maturities of lease liabilities as of June 30, 2020 are as follows (*in thousands*):

	Operating Leases
Remainder of current year	\$ 4,052
Year ending December 31, 2021	8,595
Year ending December 31, 2022	12,530
Year ending December 31, 2023	12,409
Year ending December 31, 2024	10,885
Thereafter	105,398
Total lease payments	153,869
Less: Interest	47,219
Less: Tenant improvement allowances	14,078
Present value of lease liabilities	\$ 92,572

Rental income of \$0.1 million and \$0.3 million in the second quarter and first six months of 2019, respectively, is included in other income on the accompanying consolidated statements of operations and comprehensive income.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 11—SHAREHOLDERS' EQUITY

Basic and diluted income per share was determined based on the following share data (*in thousands*):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Weighted average basic common shares	12,984	12,805	12,971	12,762
Effect of stock options	—	810	592	777
Effect of dilutive share awards	—	194	91	191
Effect of Convertible Senior Notes and warrants	—	1,099	300	892
Weighted average diluted common shares	12,984	14,908	13,954	14,622

For the three months ended June 30, 2020, the Company had a loss from continuing operations and, as a result, no potentially dilutive securities were included in the denominator for computing diluted loss per share, because the impact would have been anti-dilutive. Accordingly, the weighted average basic shares outstanding was used to compute loss per share. Approximately 0.8 million shares related to potentially dilutive securities were excluded from the calculation of diluted loss per share for the three months ended June 30, 2020, because their inclusion would have been anti-dilutive. For the three months ended June 30, 2020, the weighted average shares that were anti-dilutive included options to purchase 0.7 million shares of common stock and 0.1 million restricted stock units. For the six months ended June 30, 2020, the weighted average shares that were anti-dilutive included options to purchase 0.2 million shares of common stock.

For each of the three and six months ended June 30, 2019, the weighted average shares that were anti-dilutive included options to purchase 0.1 million shares of common stock.

The convertible notes and the warrants issued by the Company could be converted into the Company's common stock, subject to certain contingencies. See Note 14—Debt and Note 19—Subsequent Events for additional information. Shares of the Company's common stock associated with the warrants were excluded from the calculation of diluted income per share for the six months ended June 30, 2020 as they were anti-dilutive since the strike price of the warrants was greater than the average market price of the Company's common stock during the period.

Common Stock Repurchases

In each of February 2018 and February 2019, the board of directors authorized and the Company announced the repurchase of up to \$100.0 million and \$150.0 million, respectively, of LendingTree's common stock. During the first six months of 2019, the Company purchased 17,501 shares of its common stock for aggregate consideration of \$4.0 million. At June 30, 2020, approximately \$179.7 million of the previous authorizations to repurchase common stock remain available.

NOTE 12—STOCK-BASED COMPENSATION

Non-cash compensation related to equity awards is included in the following line items in the accompanying consolidated statements of operations and comprehensive income (*in thousands*):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Cost of revenue	\$ 333	\$ 197	\$ 575	\$ 350
Selling and marketing expense	1,597	2,283	2,753	4,032
General and administrative expense	9,729	11,686	18,852	21,907
Product development	1,499	1,816	2,895	3,746
Total non-cash compensation	\$ 13,158	\$ 15,982	\$ 25,075	\$ 30,035

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Stock Options

A summary of changes in outstanding stock options is as follows:

	Number of Options	Weighted Average Exercise Price <i>(per option)</i>	Weighted Average Remaining Contractual Term <i>(in years)</i>	Aggregate Intrinsic Value ^(a) <i>(in thousands)</i>
Options outstanding at January 1, 2020	777,871	\$ 69.87		
Granted ^(b)	73,737	276.38		
Exercised	(20,141)	73.09		
Forfeited	(503)	297.63		
Expired	(1,974)	352.10		
Options outstanding at June 30, 2020	828,990	87.36	4.23	\$ 169,184
Options exercisable at June 30, 2020	670,266	\$ 45.85	3.16	\$ 164,215

- (a) The aggregate intrinsic value represents the total pre-tax intrinsic value (the difference between the Company's closing stock price of \$289.53 on the last trading day of the quarter ended June 30, 2020 and the exercise price, multiplied by the number of shares covered by in-the-money options) that would have been received by the option holder had the option holder exercised these options on June 30, 2020. The intrinsic value changes based on the market value of the Company's common stock.
- (b) During the six months ended June 30, 2020, the Company granted stock options to certain employees and members of the board of directors with a weighted average grant date fair value per share of \$138.75, calculated using the Black-Scholes option pricing model, which vesting periods include (a) immediate vesting on grant date (b) 1 year from grant date (c) three years from grant date and (d) four years from grant date.

For purposes of determining stock-based compensation expense, the weighted average grant date fair value per share of the stock options was estimated using the Black-Scholes option pricing model, which requires the use of various key assumptions. The weighted average assumptions used are as follows:

Expected term ⁽¹⁾	5.00 - 6.25 years
Expected dividend ⁽²⁾	—
Expected volatility ⁽³⁾	52 - 60%
Risk-free interest rate ⁽⁴⁾	0.33 - 0.96%

- (1) The expected term of stock options granted was calculated using the "Simplified Method," which utilizes the midpoint between the weighted average time of vesting and the end of the contractual term. This method was utilized for the stock options due to a lack of historical exercise behavior by the Company's employees.
- (2) For all stock options granted in 2020, no dividends are expected to be paid over the contractual term of the stock options, resulting in a zero expected dividend rate.
- (3) The expected volatility rate is based on the historical volatility of the Company's common stock.
- (4) The risk-free interest rate is specific to the date of grant. The risk-free interest rate is based on U.S. Treasury yields for notes with comparable expected terms as the awards, in effect at the grant date.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Stock Options with Market Conditions

A summary of changes in outstanding stock options with market conditions at target is as follows:

	Number of Options with Market Conditions	Weighted Average Exercise Price <i>(per option)</i>	Weighted Average Remaining Contractual Term <i>(in years)</i>	Aggregate Intrinsic Value ^(a) <i>(in thousands)</i>
Options outstanding at January 1, 2020	463,440	\$ 204.31		
Granted ^(b)	19,126	275.82		
Exercised	—	—		
Forfeited	—	—		
Expired	—	—		
Options outstanding at June 30, 2020	482,566	207.14	7.27	\$ 42,839
Options exercisable at June 30, 2020	—	\$ —	0.00	\$ —

(a) The aggregate intrinsic value represents the total pre-tax intrinsic value (the difference between the Company's closing stock price of \$289.53 on the last trading day of the quarter ended June 30, 2020 and the exercise price, multiplied by the number of shares covered by in-the-money options) that would have been received by the option holder had the option holder exercised these options on June 30, 2020. The intrinsic value changes based on the market value of the Company's common stock.

(b) During the six months ended June 30, 2020, the Company granted stock options with a grant date fair value per share of \$196.07, calculated using the Monte Carlo simulation model, which has a vesting date of March 31, 2024.

For purposes of determining stock-based compensation expense, the grant date fair value per share of the stock options was estimated using the Monte Carlo simulation model, which requires the use of various key assumptions. The assumptions used are as follows:

Expected term ⁽¹⁾	7.00 years
Expected dividend ⁽²⁾	—
Expected volatility ⁽³⁾	51%
Risk-free interest rate ⁽⁴⁾	1.03%

(1) The expected term of stock options with a market condition granted was calculated using the midpoint between the time of vesting and the end of the contractual term.

(2) For all stock options with a market condition granted in 2020, no dividends are expected to be paid over the contractual term of the stock options, resulting in a zero expected dividend rate.

(3) The expected volatility rate is based on the historical volatility of the Company's common stock.

(4) The risk-free interest rate is specific to the date of grant. The risk-free interest rate is based on U.S. Treasury yields for notes with comparable expected terms as the awards, in effect at the grant date.

A maximum of 805,885 shares may be earned for achieving superior performance up to 167% of the target number of shares. As of June 30, 2020, performance-based nonqualified stock options with a market condition of 481,669 had been earned, which have a vest date of September 30, 2022.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Restricted Stock Units

A summary of changes in outstanding nonvested restricted stock units ("RSUs") is as follows:

	RSUs	
	Number of Units	Weighted Average Grant Date Fair Value <i>(per unit)</i>
Nonvested at January 1, 2020	144,939	\$ 267.85
Granted	105,178	275.27
Vested	(56,019)	238.08
Forfeited	(7,637)	275.24
Nonvested at June 30, 2020	186,461	\$ 280.71

Restricted Stock Units with Performance Conditions

A summary of changes in outstanding nonvested RSUs with performance conditions is as follows:

	RSUs with Performance Conditions	
	Number of Units	Weighted Average Grant Date Fair Value <i>(per unit)</i>
Nonvested at January 1, 2020	14,647	\$ 210.55
Granted	—	—
Vested	(1,992)	125.75
Forfeited	—	—
Nonvested at June 30, 2020	12,655	\$ 223.90

Restricted Stock Awards with Performance Conditions

A summary of changes in outstanding nonvested restricted stock awards ("RSAs") with performance conditions is as follows:

	RSAs with Performance Conditions	
	Number of Awards	Weighted Average Grant Date Fair Value <i>(per unit)</i>
Nonvested at January 1, 2020	47,608	\$ 340.25
Granted	—	—
Vested	(11,902)	340.25
Forfeited	—	—
Nonvested at June 30, 2020	35,706	\$ 340.25

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Restricted Stock Awards with Market Conditions

A summary of changes in outstanding nonvested RSAs with market conditions at target is as follows:

	RSAs with Market Conditions	
	Number of Awards	Weighted Average Grant Date Fair Value <i>(per unit)</i>
Nonvested at January 1, 2020	26,674	\$ 340.25
Granted	—	—
Vested	—	—
Forfeited	—	—
Nonvested at June 30, 2020	26,674	\$ 340.25

A maximum of 44,545 shares may be earned for achieving superior performance up to 167% of the target number of shares. As of June 30, 2020, performance-based restricted stock awards with a market condition of 29,601 had been earned, which have a vest date of September 30, 2022.

NOTE 13—INCOME TAXES

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
	<i>(in thousands, except percentages)</i>			
Income tax benefit	\$ 3,880	\$ 5,689	\$ 6,941	\$ 13,441
Effective tax rate	31.0%	(78.0)%	(203.0)%	N/A

For the second quarter and first six months of 2020, the effective tax rate varied from the federal statutory rate of 21% in part due to a tax benefit of \$0.8 million and \$1.8 million, respectively, recognized for excess tax benefits resulting from employee exercises of stock options and vesting of restricted stock in accordance with ASU 2016-09 and the effect of state taxes. The effective tax rate for the first six months of 2020 was also impacted by a tax benefit of \$6.1 million for the impact of the Coronavirus Aid, Relief, and Economic Security ("CARES") Act, as described below.

On March 27, 2020, President Trump signed into law the CARES Act. This legislation is an economic relief package in response to the public health and economic impacts of COVID-19 and includes various provisions that impact the Company, including, but not limited to, modifications for net operating losses, accelerated timeframe for refunds associated with prior minimum taxes and modifications of the limitation on business interest.

The Company revalued deferred tax assets related to net operating losses in light of the changes in the CARES Act, and recorded a net tax benefit of \$6.1 million during the first six months of 2020. These deferred tax assets are being revalued, as they will be carried back to 2016 and 2017, which are tax periods prior to the Tax Cuts and Jobs Act ("TCJA") when the federal statutory tax rate was 35% versus the 21% federal statutory tax rate in effect after the enactment of the TCJA.

For the second quarter and first six months of 2019, the effective tax rate varied from the federal statutory rate of 21% primarily due to a tax benefit of \$7.7 million and \$13.7 million, respectively, recognized for excess tax benefits resulting from employee exercises of stock options and vesting of restricted stock in accordance with ASU 2016-09 and the effect of state taxes.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
	<i>(in thousands)</i>			
Income tax benefit (expense) - excluding excess tax benefit on stock compensation and CARES Act	\$ 3,127	\$ (2,034)	\$ (970)	\$ (284)
Excess tax benefit on stock compensation	753	7,723	1,807	13,725
Income tax benefit from CARES Act	—	—	6,104	—
Income tax benefit	\$ 3,880	\$ 5,689	\$ 6,941	\$ 13,441

NOTE 14—DEBT

Convertible Senior Notes

On May 31, 2017, the Company issued \$300.0 million aggregate principal amount of its 0.625% Convertible Senior Notes due June 1, 2022 (the “2022 Notes”) in a private placement. The 2022 Notes bear interest at a rate of 0.625% per year, payable semi-annually on June 1 and December 1 of each year, beginning on December 1, 2017. The 2022 Notes will mature on June 1, 2022, unless earlier repurchased or converted.

The initial conversion rate of the 2022 Notes is 4.8163 shares of Common Stock per \$1,000 principal amount of 2022 Notes (which is equivalent to an initial conversion price of approximately \$207.63 per share). The conversion rate will be subject to adjustment upon the occurrence of certain specified events but will not be adjusted for accrued and unpaid interest. In addition, upon the occurrence of a fundamental change prior to the maturity of the 2022 Notes, the Company will, in certain circumstances, increase the conversion rate by a specified number of additional shares for a holder that elects to convert the 2022 Notes in connection with such fundamental change. Upon conversion, the 2022 Notes will settle for cash, shares of the Company’s stock, or a combination thereof, at the Company’s option. It is the intent of the Company to settle the principal amount of the 2022 Notes in cash and any conversion premium in shares of its common stock.

The 2022 Notes are the Company’s senior unsecured obligations and will rank senior in right of payment to any of the Company’s indebtedness that is expressly subordinated in right of payment to the 2022 Notes; equal in right of payment to any of the Company’s unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of the Company’s secured indebtedness, including borrowings under the senior secured revolving credit facility, described below, to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of the Company’s subsidiaries.

Prior to the close of business on the business day immediately preceding February 1, 2022, the 2022 Notes will be convertible at the option of the holders thereof only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ending on September 30, 2017 (and only during such calendar quarter), if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during the 30 consecutive trading day period ending on, and including the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five business day period after any five consecutive trading day period in which, for each trading day of that period, the trading price (as defined in the 2022 Notes) per \$1,000 principal amount of 2022 Notes for such trading day was less than 98% of the product of the last reported sale price of the Common Stock and the conversion rate on each such trading day; or
- upon the occurrence of specified corporate events including but not limited to a fundamental change.

Holders of the 2022 Notes were not entitled to convert the 2022 Notes during the calendar quarter ended June 30, 2020 as the last reported sales price of the Company’s common stock, for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on March 31, 2020, was not greater than or equal to 130% of the conversion price of the 2022 Notes on each applicable trading day. Holders of the 2022 Notes are not entitled to convert the 2022 Notes during the calendar quarter ended September 30, 2020 as the last reported sales price of the Company’s common stock, for at least 20 trading

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

days (whether or not consecutive) during the period of 30 consecutive trading days ending on June 30, 2020, was not greater than or equal to 130% of the conversion price of the 2022 Notes on each applicable trading day.

On or after February 1, 2022, until the close of business on the second scheduled trading day immediately preceding the maturity date of the 2022 Notes, holders of the 2022 Notes may convert all or a portion of their 2022 Notes regardless of the foregoing conditions.

The Company may not redeem the 2022 Notes prior to the maturity date and no sinking fund is provided for the 2022 Notes. Upon the occurrence of a fundamental change prior to the maturity date of the 2022 Notes, holders of the 2022 Notes may require the Company to repurchase all or a portion of the 2022 Notes for cash at a price equal to 100% of the principal amount of the 2022 Notes to be repurchased, plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

If the market price per share of the Common Stock, as measured under the terms of the 2022 Notes, exceeds the conversion price of the 2022 Notes, the 2022 Notes could have a dilutive effect, unless the Company elects, subject to certain conditions, to settle the principal amount of the 2022 Notes and any conversion premium in cash.

The initial measurement of convertible debt instruments that may be settled in cash is separated into a debt and an equity component whereby the debt component is based on the fair value of a similar instrument that does not contain an equity conversion option. The separate components of debt and equity of the Company's 2022 Notes were determined using an interest rate of 5.36%, which reflects the nonconvertible debt borrowing rate of the Company at the date of issuance. As a result, the initial components of debt and equity were \$238.4 million and \$61.6 million, respectively.

Financing costs related to the issuance of the 2022 Notes were approximately \$9.3 million of which \$7.4 million were allocated to the liability component and are being amortized to interest expense over the term of the debt and \$1.9 million were allocated to the equity component.

In the first six months of 2020, the Company recorded interest expense on the 2022 Notes of \$7.9 million which consisted of \$0.9 million associated with the 0.625% coupon rate, \$6.3 million associated with the accretion of the debt discount, and \$0.7 million associated with the amortization of the debt issuance costs. In the first six months of 2019, the Company recorded interest expense on the 2022 Notes of \$7.5 million which consisted of \$0.9 million associated with the 0.625% coupon rate, \$5.9 million associated with the accretion of the debt discount, and \$0.7 million associated with the amortization of the debt issuance costs. The debt discount is being amortized over the term of the debt.

As of June 30, 2020, the fair value of the 2022 Notes is estimated to be approximately \$430.5 million using the Level 1 observable input of the last quoted market price for the quarter ended June 30, 2020.

A summary of the gross carrying amount, unamortized debt cost, debt issuance costs and net carrying value of the liability component of the 2022 Notes are as follows (*in thousands*):

	June 30, 2020	December 31, 2019
Gross carrying amount	\$ 299,977	\$ 299,991
Unamortized debt discount	25,537	31,789
Debt issuance costs	3,062	3,811
Net carrying amount	\$ 271,378	\$ 264,391

On July 24, 2020, the Company repurchased approximately \$130.3 million principal amount of the 2022 Notes through separate and individually-negotiated transactions with certain holders of the 2022 Notes. See Note 19—Subsequent Events for additional information.

Convertible Note Hedge and Warrant Transactions

On May 31, 2017, in connection with the issuance of the 2022 Notes, the Company entered into Convertible Note Hedge (the "2017 Hedge") and Warrant transactions with respect to the Company's common stock. The Company used approximately \$18.1 million of the net proceeds from the 2022 Notes to pay for the cost of the 2017 Hedge, after such cost was partially offset by the proceeds from the 2017 Warrants transactions.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

On May 31, 2017, the Company paid \$61.5 million to the counterparties for the 2017 Hedge transactions. The 2017 Hedge transactions cover approximately 1.4 million shares of the Company's common stock, the same number of shares initially underlying the 2022 Notes, and are exercisable upon any conversion of the 2022 Notes. The 2017 Hedge transactions are expected generally to reduce the potential dilution to the Common Stock upon conversion of the 2022 Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of the converted 2022 Notes, as the case may be, in the event that the market price per share of Common Stock, as measured under the terms of the 2017 Hedge transactions, is greater than the strike price of the 2017 Hedge transactions, which initially corresponds to the initial conversion price of the 2022 Notes, or approximately \$207.63 per share of Common Stock. The 2017 Hedge transactions will expire upon the maturity of the Notes.

On May 31, 2017, the Company sold to the counterparties, warrants (the "2017 Warrants") to acquire 1.4 million shares of Common Stock at an initial strike price of \$266.39 per share, which represents a premium of 70% over the reported sale price of the Common Stock of \$156.70 on May 24, 2017. On May 31, 2017, the Company received aggregate proceeds of approximately \$43.4 million from the sale of the 2017 Warrants.

If the market price per share of the Common Stock, as measured under the terms of the 2017 Warrants, exceeds the strike price of the 2017 Warrants, the 2017 Warrants could have a dilutive effect, unless the Company elects, subject to certain conditions, to settle the 2017 Warrants in cash.

The 2017 Hedge and 2017 Warrants transactions are indexed to, and potentially settled in, the Company's common stock and the net cost of \$18.1 million has been recorded as a reduction to additional paid-in capital in the consolidated statement of shareholders' equity.

To the extent of the repurchases of the 2022 Notes noted above, the Company entered into agreements with the counterparties for the 2017 Hedge and 2017 Warrants transactions to terminate a portion of the existing call spread transactions effective July 24, 2020 in notional amounts corresponding to the principal amount of the 2022 Notes repurchased. See Note 19—Subsequent Events for additional information.

Senior Secured Revolving Credit Facility

On December 10, 2019, the Company's wholly-owned subsidiary, LendingTree, LLC, entered into an amended and restated \$500.0 million five-year senior secured revolving credit facility (the "Amended Revolving Credit Facility") which amended and restated the Company's previous \$350.0 million five-year senior secured revolving credit facility (the "2017 Revolving Credit Facility"). The Amended Revolving Credit Facility matures on December 10, 2024. Borrowings under the Amended Revolving Credit Facility can be used to finance working capital needs, capital expenditures and general corporate purposes, including to finance permitted acquisitions. As of June 30, 2020, the Company had a \$130.0 million, 30-day borrowing outstanding under the Amended Revolving Credit Facility bearing interest at the LIBO rate option of 1.44%. As of December 31, 2019, the Company had \$75.0 million in borrowings outstanding under the Amended Revolving Credit Facility at the LIBO rate option with a weighted average interest rate of 3.01%, consisting of a \$50.0 million 31-day borrowing and a \$25.0 million 31-day borrowing.

See Note 19—Subsequent Events for activity related to the Amended Revolving Credit Facility in July 2020.

Up to \$10.0 million of the Amended Revolving Credit Facility will be available for short-term loans, referred to as swingline loans. Under certain conditions, the Company will be permitted to add one or more term loans and/or increase revolving commitments under the Amended Revolving Credit Facility by an additional amount equal to the greater of \$185.0 million or 100% of Consolidated EBITDA as defined, or a greater amount provided that a total consolidated senior secured debt to EBITDA ratio does not exceed 2.50 to 1.00. Additionally, up to \$10.0 million of the Amended Revolving Credit Facility will be available for the issuance of letters of credit. At each of June 30, 2020 and December 31, 2019, the Company had outstanding one letter of credit issued in the amount of \$0.2 million.

The Company's borrowings under the Amended Revolving Credit Facility bear interest at annual rates that, at the Company's option, will be either:

- a base rate generally defined as the sum of (i) the greater of (a) the prime rate of Truist Bank, (b) the federal funds effective rate plus 0.5% and (c) the LIBO rate (defined below) on a daily basis applicable for an interest period of one month plus 1.0% and (ii) an applicable percentage of 0.25% to 1.0% based on a total consolidated debt to EBITDA ratio; or
- a LIBO rate generally defined as the sum of (i) the rate for Eurodollar deposits in the applicable currency and (ii) an applicable percentage of 1.25% to 2.0% based on a total consolidated debt to EBITDA ratio.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

All swingline loans bear interest at the base rate defined above. Interest on the Company's borrowings are payable quarterly in arrears for base rate loans and on the last day of each interest rate period (but not less often than three months) for LIBO rate loans.

The Amended Revolving Credit Facility contains a restrictive financial covenant, which initially limits the total consolidated debt to EBITDA ratio to 4.5, with step downs to 4.0 over time, except that this may increase by 0.5 for the four fiscal quarters following a material acquisition. In addition, the Amended Revolving Credit Facility contains customary affirmative and negative covenants in addition to events of default for a transaction of this type that, among other things, restrict additional indebtedness, liens, mergers or certain fundamental changes, asset dispositions, dividends, stock repurchases and other restricted payments, transactions with affiliates, sale-leaseback transactions, hedging transactions, loans and investments and other matters customarily restricted in such agreements. The Company was in compliance with all covenants at June 30, 2020.

The Amended Revolving Credit Facility requires LendingTree, LLC to pledge as collateral, subject to certain customary exclusions, substantially all of its assets, including 100% of its equity in all of its domestic subsidiaries and 66% of the voting equity, and 100% of the non-voting equity, in all of its material foreign subsidiaries (of which there are currently none). The obligations under this facility are unconditionally guaranteed on a senior basis by LendingTree, Inc. and material domestic subsidiaries of LendingTree, LLC, which guaranties are secured by a pledge as collateral, subject to certain customary exclusions, of 100% of each such guarantor's assets, including 100% of each such guarantor's equity in all of its domestic subsidiaries and 66% of the voting equity, and 100% of the non-voting equity, in all of its material foreign subsidiaries (of which there are currently none).

The Company is required to pay an unused commitment fee quarterly in arrears on the difference between committed amounts and amounts actually borrowed under the Amended Revolving Credit Facility equal to an applicable percentage of 0.25% to 0.45% per annum based on a total consolidated debt to EBITDA ratio. The Company is required to pay a letter of credit participation fee and a letter of credit fronting fee quarterly in arrears. The letter of credit participation fee is based upon the aggregate face amount of outstanding letters of credit at an applicable percentage of 1.25% to 2.0% based on a total consolidated debt to EBITDA ratio. The letter of credit fronting fee is 0.125% per annum on the face amount of each letter of credit.

In addition to the remaining unamortized debt issuance costs associated with the original revolving credit facility and the Revolving Credit Facility, debt issuance costs of \$2.8 million related to the Amended Revolving Credit Facility entered into on December 10, 2019 are being amortized to interest expense over the life of the Amended Revolving Credit Facility, and are included in prepaid and other current assets and other non-current assets in the Company's consolidated balance sheet.

In the first six months of 2020, the Company recorded interest expense related to the Amended Revolving Credit Facility of \$2.1 million which consisted of \$1.1 million associated with borrowings bearing interest at the LIBO rate, \$0.5 million in unused commitment fees, and \$0.5 million associated with the amortization of the debt issuance costs. In the first six months of 2019, the Company recorded interest expense related to the revolving credit facility of \$3.8 million which consisted of \$3.2 million associated with borrowings bearing interest at the LIBO rate, \$0.3 million in unused commitment fees, and \$0.3 million associated with the amortization of the debt issuance costs.

NOTE 15—CONTINGENCIES

Overview

LendingTree is involved in legal proceedings on an ongoing basis. In assessing the materiality of a legal proceeding, the Company evaluates, among other factors, the amount of monetary damages claimed, as well as the potential impact of non-monetary remedies sought by plaintiffs (e.g., injunctive relief) that may require it to change its business practices in a manner that could have a material and adverse impact on the Company's business. With respect to the matters disclosed in this Note 15, unless otherwise indicated, the Company is unable to estimate the possible loss or range of losses that could potentially result from the application of such non-monetary remedies.

As of June 30, 2020, the Company had litigation settlement accruals of \$0.1 million and \$62.3 million in continuing operations and discontinued operations, respectively. As of December 31, 2019, the Company had litigation settlement accruals of \$0.2 million and \$31.0 million in continuing operations and discontinued operations, respectively. The litigation settlement accruals relate to litigation matters that were either settled or a firm offer for settlement was extended, thereby establishing an accrual amount that is both probable and reasonably estimable. See Note 18—Discontinued Operations for additional information.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 16—FAIR VALUE MEASUREMENTS

Other than the convertible notes and warrants, as well as the equity interest in Stash, the carrying amounts of the Company's financial instruments are equal to fair value at June 30, 2020. See Note 14—Debt and Note 19—Subsequent Events for additional information on the convertible notes and warrants, and see Note 7—Equity Investment for additional information on the equity interest in Stash.

Contingent consideration payments related to acquisitions are measured at fair value each reporting period using Level 3 unobservable inputs. The changes in the fair value of the Company's Level 3 liabilities are as follows (*in thousands*):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Contingent consideration, beginning of period	\$ 22,342	\$ 49,429	\$ 33,464	\$ 38,837
Transfers into Level 3	—	—	—	—
Transfers out of Level 3	—	—	—	—
Total net losses (gains) included in earnings (realized and unrealized)	9,175	2,790	1,053	17,382
Purchases, sales and settlements:				
Additions	—	—	—	—
Payments	(3,000)	(2,000)	(6,000)	(6,000)
Contingent consideration, end of period	\$ 28,517	\$ 50,219	\$ 28,517	\$ 50,219

The contingent consideration liability at June 30, 2020 is the estimated fair value of the earnout payments of the Ovation and QuoteWizard acquisitions.

The Company will make an earnout payment of \$4.4 million based on the achievement of certain defined operating metrics for Ovation, and payments ranging from zero to \$46.8 million based on the achievement of certain defined performance targets for QuoteWizard. See Note 8—Business Acquisitions for additional information on the contingent consideration for each of these respective acquisitions.

The significant unobservable inputs used to calculate the fair value of the contingent consideration are estimated future cash flows for the acquisitions and the discount rate. Actual results will differ from the projected results and could have a significant impact on the estimated fair value of the contingent considerations. Additionally, as the liability is stated at present value, the passage of time alone will increase the estimated fair value of the liability each reporting period. Any changes in fair value will be recorded in operating income in the consolidated statements of operations and comprehensive income.

The following table provides quantitative information about Level 3 fair value measurements.

	Fair Value at June 30, 2020	Valuation Technique	Unobservable Input	Range (Weighted Average) ^(a)
	<i>(in thousands)</i>			
Contingent consideration	\$ 28,517	Option pricing model	Operating results growth rate	20.7% - 28.4% (24.6%)
			Discount rate	8.1%

(a) Discount rates were weighted by the relative undiscounted value of expected earnout payments. Other unobservable inputs were weighted by the relative maximum potential earnout payments.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 17—SEGMENT INFORMATION

The Company manages its business and reports its financial results through the following three operating and reportable segments: Home, Consumer and Insurance. Characteristics which were relied upon in making the determination of the reportable segments include the nature of the products, the organization's internal structure, and the information that is regularly reviewed by the chief operating decision maker for the purpose of assessing performance and allocating resources. The Company changed its reportable segments in the fourth quarter of 2019 and previously reported segment results have been revised to conform to the Company's reportable segments at June 30, 2020.

The Home segment includes the following products: purchase mortgage, refinance mortgage, home equity loans and lines of credit, reverse mortgage loans, and real estate. The Consumer segment includes the following products: credit cards, personal loans, small business loans, student loans, auto loans, deposit accounts, and other credit products such as credit repair and debt settlement. The Insurance segment consists of insurance quote products. Revenue from the resale of online advertising space to third parties and revenue from home improvement referrals, and the related variable marketing and advertising expenses, are included within the Other category.

The following tables are a reconciliation of segment profit, which is the Company's primary segment profitability measure, to income before income taxes and discontinued operations. Segment cost of revenue and marketing expense represents the portion of selling and marketing expense attributable to variable costs paid for advertising, direct marketing and related expenses, that are directly attributable to the segments' products. This measure excludes overhead, fixed costs and personnel-related expenses. For the Other category, segment cost of revenue and marketing expense also includes the portion of cost of revenue attributable to costs paid for advertising re-sold to third parties. The Company ceased reselling online advertising space during the first quarter of 2020.

	Three Months Ended June 30, 2020				
	Home	Consumer	Insurance	Other	Total
	<i>(in thousands)</i>				
Revenue	\$ 74,123	\$ 37,118	\$ 72,919	\$ 166	\$ 184,326
Segment marketing expense	35,397	17,716	42,797	85	95,995
Segment profit (loss)	38,726	19,402	30,122	81	88,331
Cost of revenue					13,464
Brand and other marketing expense					17,926
General and administrative expense					28,489
Product development					10,812
Depreciation					3,550
Amortization of intangibles					13,756
Change in fair value of contingent consideration					9,175
Severance					32
Litigation settlements and contingencies					(1,325)
Operating loss					(7,548)
Interest expense, net					(4,955)
Other income					7
Loss before income taxes and discontinued operations					\$ (12,496)

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Three Months Ended June 30, 2019				
	Home	Consumer	Insurance	Other	Total
	<i>(in thousands)</i>				
Revenue	\$ 71,756	\$ 128,963	\$ 71,941	\$ 5,761	\$ 278,421
Segment cost of revenue and marketing expense	47,546	78,192	43,135	5,416	174,289
Segment profit	24,210	50,771	28,806	345	104,132
Cost of revenue (exclusive of cost of advertising re-sold to third parties included above)					11,257
Brand and other marketing expense					22,393
General and administrative expense					27,951
Product development					10,175
Depreciation					2,559
Amortization of intangibles					14,280
Change in fair value of contingent consideration					2,790
Severance					403
Litigation settlements and contingencies					8
Operating income					12,316
Interest expense, net					(5,095)
Other income					71
Income before income taxes and discontinued operations					\$ 7,292

	Six Months Ended June 30, 2020				
	Home	Consumer	Insurance	Other	Total
	<i>(in thousands)</i>				
Revenue	\$ 153,297	\$ 157,042	\$ 155,656	\$ 1,415	\$ 467,410
Segment cost of revenue and marketing expense	78,660	94,541	95,001	1,662	269,864
Segment profit (loss)	74,637	62,501	60,655	(247)	197,546
Cost of revenue (exclusive of cost of advertising re-sold to third parties included above)					26,630
Brand and other marketing expense					40,681
General and administrative expense					60,571
Product development					21,775
Depreciation					6,928
Amortization of intangibles					27,513
Change in fair value of contingent consideration					1,053
Severance					190
Litigation settlements and contingencies					(996)
Operating income					13,201
Interest expense, net					(9,789)
Other income					7
Income before income taxes and discontinued operations					\$ 3,419

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Six Months Ended June 30, 2019				
	Home	Consumer	Insurance	Other	Total
	<i>(in thousands)</i>				
Revenue	\$ 135,193	\$ 249,692	\$ 139,033	\$ 16,893	\$ 540,811
Segment cost of revenue and marketing expense	87,062	144,947	82,363	15,789	330,161
Segment profit	48,131	104,745	56,670	1,104	210,650
Cost of revenue (exclusive of cost of advertising re-sold to third parties included above)					21,591
Brand and other marketing expense					48,748
General and administrative expense					59,068
Product development					20,341
Depreciation					5,041
Amortization of intangibles					27,707
Change in fair value of contingent consideration					17,382
Severance					457
Litigation settlements and contingencies					(199)
Operating income					10,514
Interest expense, net					(10,563)
Other income					139
Income before income taxes and discontinued operations					\$ 90

NOTE 18—DISCONTINUED OPERATIONS

The LendingTree Loans Business is presented as discontinued operations in the accompanying financial statements. The LendingTree Loans Business originated various consumer mortgage loans through HLC. On June 6, 2012, the Company sold substantially all of the operating assets of HLC, including the LendingTree Loans Business, for \$55.9 million in cash to a wholly-owned subsidiary of Discover Financial Services ("Discover"). Discover generally did not assume liabilities of HLC that arose before the closing date, except for certain liabilities directly related to assets Discover acquired. Of the purchase price received, a portion was deposited in escrow in accordance with the purchase agreement with Discover for certain loan loss obligations that remained with HLC following the sale. During 2018, the remaining funds in escrow were released to HLC in accordance with the terms of the purchase agreement with Discover.

Upon closing of the sale of substantially all of the operating assets of HLC on June 6, 2012, HLC ceased to originate consumer loans. Certain liability for losses on previously sold loans remains with HLC.

Litigation settlements and contingencies and legal fees associated with ongoing related bankruptcy and legal proceedings against the Company are included in discontinued operations in the accompanying financial statements.

Home Loan Center, Inc. Bankruptcy Filing

On June 21, 2019, the U.S. District Court of Minnesota entered judgment in *ResCap Liquidating Trust v. Home Loan Center, Inc.*, against HLC for \$68.5 million, see Litigation Related to Discontinued Operations below. The judgment against HLC exceeded the assets of HLC, which were \$11.2 million at July 21, 2019, including cash of \$5.9 million. On July 19, 2019, HLC appealed the judgment to the United States Court of Appeals for the Eighth Circuit.

On July 21, 2019, at the direction of the sole independent director of HLC, HLC voluntarily filed a petition under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") with the U.S. Bankruptcy Court in the Northern District of California in San Jose, California (the "Bankruptcy Court") in order to preserve assets for the benefit of all creditors of HLC. On September 16, 2019, the Bankruptcy Court converted the bankruptcy to Chapter 7 of the Bankruptcy Code and appointed a Trustee to liquidate HLC's assets.

HLC's filing under the Bankruptcy Code creates an automatic stay of enforcement of the judgment entered against HLC by the Minnesota court in *ResCap Liquidating Trust v. Home Loan Center, Inc.* described above and in Litigation Related to Discontinued Operations below. As a result of the voluntary petition, LendingTree, LLC was, as of the initial July 21, 2019

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

bankruptcy petition filing date, no longer deemed to have a controlling interest in HLC under applicable accounting standards. As a result, HLC and its consolidated subsidiary were deconsolidated from the Company's consolidated financial statements as of July 21, 2019. The effect of such deconsolidation was the elimination of the consolidated assets and liabilities of HLC (and its consolidated subsidiary) from the Company's consolidated balance sheets. Upon deconsolidation, in the third quarter of 2019 the Company recognized a loss of \$5.5 million which includes a net gain of \$4.5 million related to the removal of HLC's (and its consolidated subsidiary's) assets and liabilities and the recognition of a liability of \$10.0 million related to LendingTree LLC's ownership in HLC. No consideration was received by the Company as a result of the deconsolidation.

HLC has indicated that it believes that it has claims against HLC's sole shareholder, LendingTree, LLC, and certain of its officers and directors, relating to the declaration of a dividend by HLC in January 2016 of \$40.0 million. The Company is obligated to advance any expenses to the officers and directors related to these claims and to indemnify them to the maximum extent permitted by law. LendingTree, LLC believes the declaration of the dividend was proper, that the amounts paid to LendingTree, LLC following such declaration are not subject to recovery by HLC and that any claims by HLC relating to such dividend declaration are without merit. During the second quarter of 2020, LendingTree, LLC and HLC entered into a settlement agreement, subject to the approval of the bankruptcy court in the HLC Bankruptcy, in the amount of \$36.0 million for the release of any and all claims against the Company defendants by HLC, including the dividend claim. The bankruptcy court held a hearing on July 16, 2020 on the motion to approve the settlement to which no objections were made, and approved the settlement the same day. A liability of \$36.0 million is included in the accompanying consolidated balance sheet as of June 30, 2020 related to LendingTree LLC's ownership in HLC. The \$36.0 million settlement payment was made in July 2020. HLC's voluntary petition under the Bankruptcy Code does not represent an event of default under LendingTree, LLC's Second Amended and Restated Credit Agreement dated as of December 10, 2019 or the Company's indenture dated May 31, 2017 with respect to the Company's 0.625% Convertible Senior Notes due 2022.

Litigation Related to Discontinued Operations

Residential Funding Company

ResCap Liquidating Trust v. Home Loan Center, Inc., Case No. 14-cv-1716 (U.S. Dist. Ct., Minn.), successor to *Residential Funding Company, LLC v. Home Loan Center, Inc., No. 13-cv-3451 (U.S. Dist. Ct., Minn.)*. On or about December 16, 2013, Home Loan Center, Inc. was served in the original captioned matter, which involves claims of Residential Funding Company, LLC ("RFC") for damages for breach of contract and indemnification for certain residential mortgage loans as well as residential mortgage-backed securitizations ("RMBS") containing mortgage loans. RFC asserted that, beginning in 2008, RFC faced massive repurchase demands and lawsuits from purchasers or insurers of the loans and RMBS that RFC had sold. RFC filed for bankruptcy protection in May 2012. Plaintiff alleged that, after RFC filed for Chapter 11 protection, hundreds of proofs of claim were filed, many of which mirrored the litigation filed against RFC prior to its bankruptcy.

In December 2013, the United States Bankruptcy Court for the Southern District of New York entered an Order confirming the Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors. Plaintiff then began filing substantially similar complaints against approximately 80 of the loan originators from whom RFC had purchased loans, including HLC, in federal and state courts in Minnesota and New York. In each case, plaintiff claimed that the defendant is liable for a portion of the global settlement in RFC's bankruptcy.

Plaintiff asserted two claims against HLC: (1) breach of contract based on HLC's alleged breach of representations and warranties concerning the quality and characteristics of the mortgage loans it sold to RFC; and (2) contractual indemnification for alleged liabilities, losses, and damages incurred by RFC arising out of purported defects in loans that RFC purchased from HLC and sold to third parties. Plaintiff alleged that the "types of defects" contained in the loans it purchased from HLC included "income misrepresentation, employment misrepresentation, appraisal misrepresentations or inaccuracies, undisclosed debt, and missing or inaccurate documents." Plaintiff sought damages of up to \$61.0 million plus attorney's fees and prejudgment interest.

HLC denied the material allegations of the complaint and asserted numerous defenses thereto. The matter went to trial in the fourth quarter of 2018 and the jury returned a verdict of \$28.7 million in favor of plaintiff. On June 21, 2019, the U.S. District Court in Minnesota entered judgment against HLC for \$68.5 million. The judgment is comprised of: (i) \$28.7 million in damages awarded by the jury; (ii) \$14.1 million in pre-verdict interest; (iii) \$23.1 million in attorneys' fees and costs, and (iv) \$2.6 million in post-verdict, prejudgment interest.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

HLC's filing under the Bankruptcy Code discussed above in Home Loan Center, Inc. Bankruptcy Filing creates an automatic stay of enforcement of the judgment entered against HLC by the U.S. District Court in Minnesota. On August 27, 2019, plaintiff filed a lawsuit captioned *ResCap Liquidating Trust v. LendingTree, LLC, et al., Case No. 19-cv-2360 (U.S. Dist. Ct., Minn.)*, seeking to hold the Company liable for the judgment against HLC, under assumption of liability, agency and alter ego theories. The Company believes that these claims lack merit. On October 17, 2019, the Company filed a motion to dismiss the liability and agency claims, and oral arguments with respect to such motion were held on January 10, 2020. On March 20, 2020, the court denied the Company's motion to dismiss, or in the alternative, to compel arbitration, and on April 3, 2020, the Company appealed the court's findings with respect to the Company's request to compel arbitration of the first count of the lawsuit. On June 17, 2020, the Company entered into a settlement agreement with ResCap, pursuant to which, the Company agreed to, among other things, pay ResCap \$58.5 million, less any amounts ResCap receives in the HLC bankruptcy, in exchange for, among other things, ResCap releasing any and all claims against the Company, and the Company's directors and officers, including any claims asserted in ResCap v. LendingTree. Pursuant to the settlement agreement, the Company will be responsible for the difference of \$58.5 million minus the amount that ResCap receives through the HLC Bankruptcy. In July 2020, the Company made a \$26.5 million payment to the ResCap Liquidating Trust.

Lehman Brothers Holdings, Inc.

Lehman Brothers Holdings Inc. v. 1st Advantage Mortgage, LLC et al., Case No. 08-13555 (SCC), Adversary Proceeding No. 16-01342 (SCC) (Bankr. S.D.N.Y.). In February 2016, Lehman Brothers Holdings, Inc. ("LBHI") filed an Adversary Complaint against HLC and approximately 149 other defendants (the "Complaint"). In December 2018, LBHI amended its complaint against HLC. The amended complaint references approximately 370 allegedly defective mortgage loans sold by HLC with purported "Claim Amounts" totaling \$40.2 million. LBHI alleges it settled all such claims and is seeking indemnification from HLC for LBHI's purported losses and liabilities associated with such settlements, plus prejudgment interest, attorneys' fees, litigation costs and other expenses. The amended complaint does not specify the amount of LBHI's purported damages. On December 4, 2019, LBHI filed a \$44.7 million proof of claim in HLC's bankruptcy seeking recovery for the claims asserted in the lawsuit. The Company believes that these claims lack merit and understands that HLC intends to defend this action vigorously.

HLC's filing under the Bankruptcy Code discussed above in Home Loan Center, Inc. Bankruptcy Filing creates an automatic stay of this proceeding. On June 11, 2020, LBHI filed a lawsuit captioned *Lehman Brothers Holdings Inc. v. LendingTree, LLC, et al., Case No. 20-cv-01351 (U.S. Dist. Ct., Minn.)*, seeking to hold the Company liable for their allowed bankruptcy claim of \$13.3 million, under assumption of liability, agency and alter ego theories. The Company believes that these claims lack merit and intends to defend this action vigorously.

Financial Information of Discontinued Operations

The components of net loss reported as discontinued operations in the accompanying consolidated statements of operations and comprehensive income are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Revenue	\$ —	\$ —	\$ —	\$ —
Loss before income taxes	(28,424)	(966)	(34,526)	(2,310)
Income tax benefit	7,283	203	8,810	485
Net loss	\$ (21,141)	\$ (763)	\$ (25,716)	\$ (1,825)

Losses from discontinued operations included all activity of HLC prior to bankruptcy, including litigation settlements, contingencies and legal fees associated with legal proceedings.

The results of discontinued operations also include litigation settlements and contingencies and legal fees associated with ongoing legal proceedings against LendingTree Inc. or LendingTree LLC that arose due to the LendingTree Loans Business or the HLC bankruptcy filing.

LENDINGTREE, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 19—SUBSEQUENT EVENTS**Senior Secured Revolving Credit Facility**

On July 21, 2020, the Company executed a temporary amendment to its Amended Revolving Credit Facility to provide for certain covenant relief, primarily to facilitate the issuance of convertible notes outlined below, the repurchase of a portion of the 2022 Notes, and to pay down existing borrowings under the credit facility.

The amendment amends the existing credit agreement to, among other things: (i) temporarily replace the total consolidated debt to EBITDA ratio covenant with a consolidated liquidity covenant requiring the Company to maintain unrestricted cash and cash equivalents in the United States plus amounts available and permitted to be drawn under the Amended Revolving Credit Facility to be no less than \$200.0 million; (ii) impose additional limitations on certain restricted payments during such temporary period; and (iii) increase the applicable margins to (x) 2.25% for loans based on the LIBO rate and (y) 1.25% for loans based on the base rate, subject to a 0.75% floor, and unused commitment fees to 0.50% under the Amended Revolving Credit Facility during the temporary period. These amendments shall apply from the effective date through the fiscal quarter ending June 30, 2021, unless terminated in advance by the Company.

During July 2020, the Company made net repayments of \$130.0 million on its Amended Revolving Credit Facility, which represented the outstanding balance.

Convertible Senior Notes

On July 24, 2020, the Company issued \$575.0 million aggregate principal amount of its 0.50% Convertible Senior Notes due July 15, 2025 (the “2025 Notes”) in a private placement, for estimated net proceeds of approximately \$559.8 million. The 2025 Notes bear interest at a rate of 0.50% per year, payable semi-annually on January 15 and July 15 of each year, beginning on January 15, 2021. The 2025 Notes will mature on July 15, 2025, unless earlier repurchased, redeemed or converted. The initial conversion rate of the 2025 Notes is 2.1683 shares of Common Stock per \$1,000 principal amount of 2025 Notes (which is equivalent to an initial conversion price of approximately \$461.19 per share).

On July 24, 2020, the Company used approximately \$234.0 million of the net proceeds from the issuance of the 2025 Notes to repurchase approximately \$130.3 million principal amount of the 2022 Notes through separate and individually-negotiated transactions with certain holders of the 2022 Notes.

On July 24, 2020, in connection with the issuance of the 2025 Notes, the Company entered into Convertible Note Hedge (the “2020 Hedge”) and Warrant (the “2020 Warrants”) transactions with respect to the Company’s common stock. The Company used approximately \$63.0 million of the net proceeds from the 2025 Notes to pay for the cost of the 2020 Hedge, after such cost was partially offset by the proceeds from the 2020 Warrants transactions. The 2020 Warrants have a strike price of \$709.52 per share, which represents a premium of 100% over the reported sale price of the Common Stock of \$354.76 on July 21, 2020.

To the extent of the repurchases of the 2022 Notes noted above, the Company entered into agreements with the counterparties for the 2017 Hedge and 2017 Warrants transactions to terminate a portion of the existing call spread transactions effective July 24, 2020 in notional amounts corresponding to the principal amount of the 2022 Notes repurchased. The Company received approximately \$15.6 million as a result of terminating such portions of the 2017 Hedge and 2017 Warrants.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**Cautionary Statement Regarding Forward-Looking Information**

This report contains "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements related to our anticipated financial performance, business prospects and strategy; anticipated trends and prospects in the various industries in which our businesses operate; new products, services and related strategies; and other similar matters. These forward-looking statements are based on management's current expectations and assumptions about future events, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. The use of words such as "anticipates," "estimates," "expects," "projects," "intends," "plans" and "believes," among others, generally identifies forward-looking statements.

Actual results could differ materially from those contained in the forward-looking statements. Factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include those matters discussed or referenced in Part II, Item 1A. *Risk Factors* included elsewhere in this quarterly report and Part I, Item 1A. *Risk Factors* of the 2019 Annual Report.

Other unknown or unpredictable factors that could also adversely affect our business, financial condition and results of operations may arise from time to time. In light of these risks and uncertainties, the forward-looking statements discussed in this report may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements, which only reflect the views of LendingTree, Inc.'s management as of the date of this report. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results or expectations, except as required by law.

Company Overview

LendingTree, Inc. is the parent of LendingTree, LLC and several companies owned by LendingTree, LLC.

We operate what we believe to be the leading online consumer platform that connects consumers with the choices they need to be confident in their financial decisions. Our online consumer platform provides consumers with access to product offerings from our Network Partners, including mortgage loans, home equity loans and lines of credit, reverse mortgage loans, auto loans, credit cards, deposit accounts, personal loans, student loans, small business loans, insurance quotes and other related offerings. In addition, we offer tools and resources, including free credit scores, that facilitate comparison shopping for loans, deposit products, insurance and other offerings. We seek to match consumers with multiple providers, who can offer them competing quotes for the product, or products, they are seeking. We also serve as a valued partner to lenders and other providers seeking an efficient, scalable and flexible source of customer acquisition with directly measurable benefits, by matching the consumer inquiries we generate with these Network Partners.

Our My LendingTree platform offers a personalized comparison-shopping experience by providing free credit scores and credit score analysis. This platform enables us to observe consumers' credit profiles and then identify and alert them to loans and other offerings on our marketplace that may be more favorable than the terms they may have at a given point in time. This is designed to provide consumers with measurable savings opportunities over their lifetimes.

My LendingTree	Three Months Ended June 30,		% Change
	2020	2019	
Cumulative Sign-ups as of quarter-end (in millions)	15.2	12.1	26 %
Revenue Contribution (in thousands)	\$ 9,139	\$ 20,246	(55)%
% of total revenue	4.9%	7.3%	

We are focused on developing new product offerings and enhancements to improve the experiences that consumers and Network Partners have as they interact with us. By expanding our portfolio of financial services offerings, we are growing and diversifying our business and sources of revenue. We intend to capitalize on our expertise in performance marketing, product development and technology, and to leverage the widespread recognition of the LendingTree brand to effect this strategy.

We believe the consumer and small business financial services industry is still in the early stages of a fundamental shift to online product offerings, similar to the shift that started in retail and travel many years ago and is now well established. We believe that like retail and travel, as consumers continue to move towards online shopping and transactions for financial services, suppliers will increasingly shift their product offerings and advertising budgets toward the online channel. We believe the strength of our brands and of our partner network place us in a strong position to continue to benefit from this market shift.

The LendingTree Loans business is presented as discontinued operations in the accompanying consolidated balance sheets, consolidated statements of operations and comprehensive income and consolidated cash flows for all periods presented. Except for the discussion under the heading "Discontinued Operations," the analysis within Management's Discussion and Analysis of Financial Condition and Results of Operations reflects our continuing operations.

Economic Conditions

During March 2020, a global pandemic was declared by the World Health Organization related to the rapidly growing outbreak of a novel strain of coronavirus ("COVID-19"). The pandemic has significantly impacted the economic conditions in the U.S., as federal, state and local governments react to the public health crisis, creating significant uncertainties in the U.S. economy. The downstream impact of social distancing and related economic pullback are affecting our business and marketplace participants to varying degrees. We are continuously monitoring the impacts of the current economic conditions related to the COVID-19 pandemic and the effect on our business, financial condition and results of operations. Of our three reportable segments, the Consumer segment has been and is expected to be most impacted as unsecured credit and the flow of capital in certain areas of the market have contracted. Within our Consumer segment we have seen reductions of over 70% in near-term lender demand for our services reflecting those lenders' uncertainty over the length and depth of the economic recession. The impact to our Home and Insurance segments has been and is anticipated to be much less substantial. Most of our selling and marketing expenses are variable costs that we adjust dynamically in relation to revenue opportunities to profitably meet demand. Thus, as our revenue is negatively impacted during the recession, we anticipate our marketing expenses will continue to generally decrease in line with revenue.

Segment Reporting

We have three reportable segments: Home, Consumer and Insurance. We changed our reportable segments in the fourth quarter of 2019, and prior period results have been reclassified to conform with this change in reportable segments.

Recent Business Acquisitions

On January 10, 2019, we acquired Value Holding Inc., the parent company of ValuePenguin Inc. ("ValuePenguin"), a personal finance website that offers consumers objective analysis on a variety of financial topics from insurance to credit cards for \$106.2 million. Combining ValuePenguin's high-quality content and search engine optimization capability with proprietary technology and insurance carrier network from QuoteWizard enables us to provide immense value to carriers and agents. This strategic acquisition positions us to achieve further scale in the insurance space as well as the broader financial services industry.

On February 28, 2020, we acquired an equity interest in Stash Financial, Inc. ("Stash") for \$80.0 million. Stash is a consumer investing and banking platform. Stash brings together banking, investing, and education into one seamless experience offering a full-suite of personal investment accounts, Traditional and Roth IRAs, custodial investment accounts, and banking services, including checking accounts and debit cards with a Stock-Back[®] rewards program.

North Carolina Office Properties

In December 2016, we completed the acquisition of two office buildings in Charlotte, North Carolina, for \$23.5 million in cash. The buildings were acquired with the intent to use such buildings as our corporate headquarters and rent any unused space. In November 2018, the office buildings were classified as held for sale. In May 2019, we sold these buildings to an unrelated third party for a sale price of \$24.4 million.

With our expansion in North Carolina, in December 2016, we received a grant from the state that provides up to \$4.9 million in reimbursements over 12 years beginning in 2017 for investing in real estate and infrastructure in addition to increasing jobs in North Carolina at specific targeted levels through 2020, and maintaining the jobs thereafter. Additionally, the city of Charlotte and the county of Mecklenburg provided a grant that will be paid over five years and is based on a percentage of new property tax we pay on the development of a corporate headquarters. In December 2018, we received an additional grant from the state that provides up to \$8.4 million in reimbursements over 12 years beginning in 2020 for increasing jobs in North Carolina at specific targeted levels through 2023, and maintaining the jobs thereafter.

Recent Mortgage Interest Rate Trends

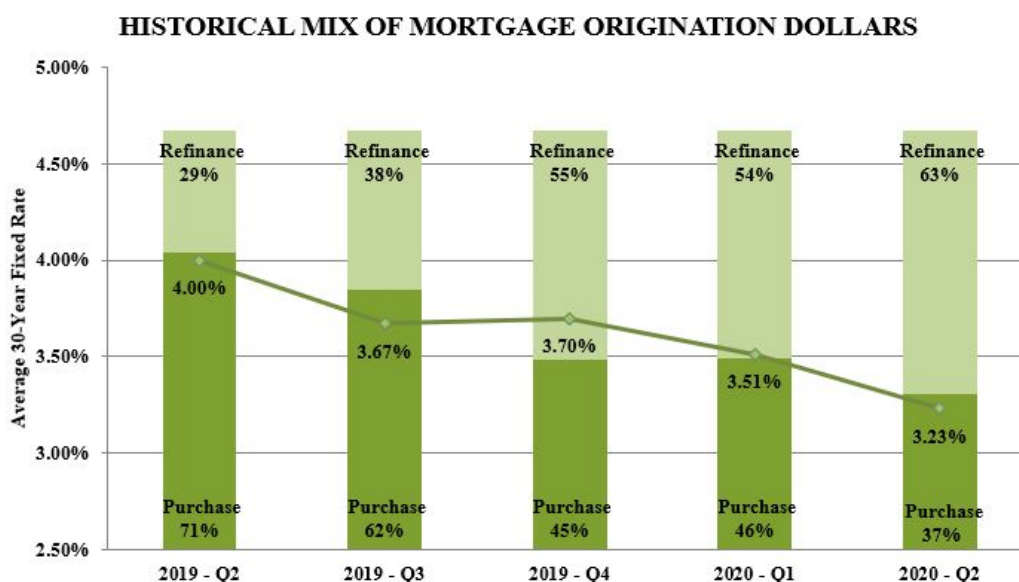
Interest rate and market risks can be substantial in the mortgage lead generation business. Short-term fluctuations in mortgage interest rates primarily affect consumer demand for mortgage refinancings, while long-term fluctuations in mortgage interest rates, coupled with the U.S. real estate market, affect consumer demand for new mortgages. Consumer demand, in turn, affects lender demand for mortgage leads from third-party sources, as well as our own ability to attract online consumers to our website.

Typically, when interest rates decline, we see increased consumer demand for mortgage refinancing, which in turn leads to increased traffic to our website and decreased selling and marketing efforts associated with that traffic. At the same time, lender demand for leads from third-party sources typically decreases, as there are more consumers in the marketplace seeking refinancings and, accordingly, lenders receive more organic mortgage lead volume. Due to lower lender demand, our revenue earned per consumer typically decreases, but with correspondingly lower selling and marketing costs.

Conversely, when interest rates increase, we typically see decreased consumer demand for mortgage refinancing, leading to decreased traffic to our website and higher associated selling and marketing efforts associated with that traffic. At the same time, lender demand for leads from third-party sources typically increases, as there are fewer consumers in the marketplace and, accordingly, the supply of organic mortgage lead volume decreases. Due to high lender demand, we typically see an increase in the amount lenders will pay per matched lead, which often leads to higher revenue earned per consumer. However, increases in the amount lenders will pay per matched lead in this situation is limited by the overall cost models of our lenders, and our revenue earned per consumer can be adversely affected by the overall reduced demand for refinancing in a rising rate environment.

We dynamically adjust selling and marketing expenditures in all interest rate environments to optimize our results against these variables.

According to Freddie Mac, 30-year mortgage interest rates declined during 2020 to a monthly average of 3.16% in June 2020. On a quarterly basis, 30-year mortgage interest rates in the second quarter of 2020 averaged 3.23%, compared to 4.00% in the second quarter of 2019 and 3.51% in the first quarter of 2020.



Typically, as mortgage interest rates decline, there are more consumers in the marketplace seeking refinancings and, accordingly, the mix of mortgage origination dollars will move towards refinance mortgages. According to Mortgage Bankers Association ("MBA") data, total refinance origination dollars increased to 63% of total mortgage origination dollars in the second quarter of 2020 compared to 54% in the first quarter of 2020. In the second quarter of 2020, total refinance origination dollars increased 297% to \$580 million from the second quarter of 2019 and 90% from the first quarter of 2020. Industry-wide mortgage origination volume in the second quarter of 2020 was up 85% from the second quarter of 2019.

In July 2020, the MBA projected 30-year mortgage interest rates to remain relatively consistent through the end of the year. According to MBA projections, the refinance share of total mortgage origination dollars is projected to represent approximately 54% for 2020.

The U.S. Real Estate Market

The health of the U.S. real estate market and interest rate levels are the primary drivers of consumer demand for new mortgages. Consumer demand, in turn, affects lender demand for purchase mortgage leads from third-party sources. Typically, a strong real estate market will lead to reduced lender demand for leads, as there are more consumers in the marketplace seeking financing and, accordingly, lenders receive more organic lead volume. Conversely, a weaker real estate market will typically lead to an increase in lender demand, as there are fewer consumers in the marketplace seeking mortgages.

According to the National Association of Realtors ("NAR"), existing-home sales rebounded at the end of the second quarter of 2020 after three straight months of sales decline caused by the ongoing COVID-19 pandemic. Existing-home sales decreased 21% in the second quarter of 2020 compared to the first quarter of 2020, and decreased 18% compared to the second quarter of 2019. The NAR expects a continued increase in existing-home sales as long as mortgage rates remain low and job gains continue, but predicts an overall decrease of 3% in 2020 compared to 2019.

Results of Operations for the Three and Six Months ended June 30, 2020 and 2019

	Three Months Ended June 30,				Six Months Ended June 30,			
	2020	2019	\$ Change	% Change	2020	2019	\$ Change	% Change
	<i>(Dollars in thousands)</i>							
Home	\$ 74,123	\$ 71,756	\$ 2,367	3 %	\$ 153,297	\$ 135,193	\$ 18,104	13 %
Consumer	37,118	128,963	(91,845)	(71)%	157,042	249,692	(92,650)	(37)%
Insurance	72,919	71,941	978	1 %	155,656	139,033	16,623	12 %
Other	166	5,761	(5,595)	(97)%	1,415	16,893	(15,478)	(92)%
Revenue	184,326	278,421	(94,095)	(34)%	467,410	540,811	(73,401)	(14)%
Costs and expenses:								
Cost of revenue <i>(exclusive of depreciation and amortization shown separately below)</i>	13,464	16,310	(2,846)	(17)%	27,716	33,980	(6,264)	(18)%
Selling and marketing expense	113,921	191,629	(77,708)	(41)%	309,459	366,520	(57,061)	(16)%
General and administrative expense	28,489	27,951	538	2 %	60,571	59,068	1,503	3 %
Product development	10,812	10,175	637	6 %	21,775	20,341	1,434	7 %
Depreciation	3,550	2,559	991	39 %	6,928	5,041	1,887	37 %
Amortization of intangibles	13,756	14,280	(524)	(4)%	27,513	27,707	(194)	(1)%
Change in fair value of contingent consideration	9,175	2,790	6,385	229 %	1,053	17,382	(16,329)	(94)%
Severance	32	403	(371)	(92)%	190	457	(267)	(58)%
Litigation settlements and contingencies	(1,325)	8	(1,333)	N/A	(996)	(199)	(797)	(401)%
Total costs and expenses	191,874	266,105	(74,231)	(28)%	454,209	530,297	(76,088)	(14)%
Operating (loss) income	(7,548)	12,316	(19,864)	(161)%	13,201	10,514	2,687	26 %
Other (expense) income, net:								
Interest expense, net	(4,955)	(5,095)	(140)	(3)%	(9,789)	(10,563)	(774)	(7)%
Other income	7	71	(64)	(90)%	7	139	(132)	(95)%
(Loss) income before income taxes	(12,496)	7,292	(19,788)	(271)%	3,419	90	3,329	3,699 %
Income tax benefit	3,880	5,689	(1,809)	(32)%	6,941	13,441	(6,500)	(48)%
Net (loss) income from continuing operations	(8,616)	12,981	(21,597)	(166)%	10,360	13,531	(3,171)	(23)%
Loss from discontinued operations, net of tax	(21,141)	(763)	20,378	2,671 %	(25,716)	(1,825)	23,891	1,309 %
Net (loss) income and comprehensive (loss) income	\$ (29,757)	\$ 12,218	\$ (41,975)	(344)%	\$ (15,356)	\$ 11,706	\$ (27,062)	(231)%

Revenue

Revenue decreased in the second quarter and first six months of 2020 compared to the second quarter and first six months of 2019 due to decreases in our Consumer segment and Other category, partially offset by increases in our Home and Insurance segments.

Our Consumer segment includes the following products: credit cards, personal loans, small business loans, student loans, auto loans, deposit accounts, and other credit products such as credit repair and debt settlement. Many of our Consumer segment products are not individually significant to revenue. Revenue from our Consumer segment decreased in the second quarter and first six months of 2020 from the second quarter and first six months of 2019, primarily due to decreases in our credit cards, personal loans, small business loans and student loans products.

Revenue from our credit cards product decreased \$48.8 million to \$7.2 million in the second quarter of 2020 from \$56.0 million in the second quarter of 2019, or 87%, and decreased \$51.8 million to \$58.8 million in the first six months of 2020 from \$110.6 million in the first six months of 2019, or 47%, primarily due to the impact of economic conditions related to the COVID-19 pandemic that caused a decrease in the number of approvals and a decrease in revenue earned per approval.

Revenue from our personal loans product decreased \$32.3 million to \$8.8 million in the second quarter of 2020 from \$41.1 million in the second quarter of 2019, or 79%, and decreased \$33.3 million to \$40.3 million in the first six months of 2020 from \$73.6 million in the first six months of 2019, or 45%, primarily due to the impact of economic conditions related to the COVID-19 pandemic that caused a contraction in the flow of capital and a decrease in revenue earned per consumer.

For the periods presented, no other products in our Consumer segment represented more than 10% of revenue; however, certain other Consumer products experienced notable changes primarily due to the impact of economic conditions related to the COVID-19 pandemic. Revenue from our small business loans product decreased \$8.5 million in the second quarter of 2020 compared to the second quarter of 2019 and decreased \$4.1 million in the first six months of 2020 compared to the first six months of 2019, due to a contraction in the flow of capital and a decrease in revenue earned per consumer. Revenue from our student loans product decreased \$2.3 million in the second quarter of 2020 compared to the second quarter of 2019 and decreased \$5.6 million in the first six months of 2020 compared to the first six months of 2019, due to a decrease in the number of consumers on our marketplace seeking student loans.

The ongoing COVID-19 pandemic is anticipated to significantly impact our Consumer product revenues in the near-term due to the significant industry-wide contraction in the availability of capital for products in the Consumer segment, specifically credit cards, small business loans and personal loans, as discussed above.

Our Home segment includes the following products: purchase mortgage, refinance mortgage, home equity loans and lines of credit, reverse mortgage loans, and real estate. Revenue from our Home segment increased \$2.4 million in the second quarter of 2020 from the second quarter of 2019, or 3%, and increased \$18.1 million in the first six months of 2020 from the first six months of 2019, or 13%, primarily due to an increase in revenue from our refinance mortgage product, partially offset by decreases in our purchase mortgage and home equity loans and lines of credit products. Revenue from our refinance mortgage product increased \$22.3 million in the second quarter of 2020 compared to the second quarter of 2019, and increased \$48.2 million in the first six months of 2020 compared to the first six months of 2019, primarily due to an increase in the number of consumers completing request forms resulting from increased refinancing activity in a declining interest rate environment, partially offset by a decrease in revenue earned per consumer. Revenue from our purchase mortgage product decreased \$10.3 million in the second quarter of 2020 compared to the second quarter of 2019 and decreased \$15.2 million in the first six months of 2020 compared to the first six months of 2019. Revenue from our home equity loans and lines of credit product decreased \$8.6 million in the second quarter of 2020 compared to the second quarter of 2019 and decreased \$13.2 million in the first six months of 2020 compared to the first six months of 2019. Revenue from our purchase mortgage and home equity loans and lines of credit products decreased due to a shift in lender focus toward refinance products as well as decreases in revenue earned per consumer.

Revenue from our Insurance segment increased \$1.0 million to \$72.9 million in the second quarter of 2020 from \$71.9 million in the second quarter of 2019, or 1%, and increased \$16.6 million to \$155.7 million in the first six months of 2020 from \$139.0 million in the first six months of 2019, or 12%, due to increases in the number of consumers seeking insurance coverage, partially offset by a decrease in revenue earned per consumer.

Our Other category primarily includes revenue from the resale of online advertising space to third parties and revenue from home improvement referrals. Revenue in the Other category decreased \$5.6 million in the second quarter of 2020 compared to the second quarter of 2019, and decreased \$15.5 million in the first six months of 2020 compared to the first six months of 2019, as we ceased offering home improvement referrals during the first quarter of 2019 and ceased reselling online advertising space during the first quarter of 2020.

Cost of revenue

Cost of revenue consists primarily of costs associated with compensation and other employee-related costs (including stock-based compensation) relating to internally-operated customer call centers, third-party customer call center fees, costs for online advertising resold to third parties, credit scoring fees, credit card fees, website network hosting and server fees.

Cost of revenue decreased in the second quarter of 2020 from the second quarter of 2019, primarily due to a \$5.1 million decrease for the cost of resold advertising space. We ceased reselling online advertising space during the first quarter of 2020. This was partially offset by a \$1.1 million increase in website network hosting and server fees and a \$0.7 million increase in compensation and benefits as a result of increases in headcount. Cost of revenue decreased in the first six months of 2020 from the first six months of 2019, primarily due to a \$11.3 million decrease for the cost of resold advertising space, partially offset by increases in website network hosting and server fees, compensation and benefits, and credit card fees of \$2.0 million, \$1.8 million and \$1.0 million, respectively.

Cost of revenue as a percentage of revenue increased to 7% in the second quarter of 2020 compared to 6% in the second quarter of 2019, and remained consistent at 6% in each of the first six months of 2020 and 2019.

Selling and marketing expense

Selling and marketing expense consists primarily of advertising and promotional expenditures and compensation and other employee-related costs (including stock-based compensation) for personnel engaged in sales or marketing functions. Advertising and promotional expenditures primarily include online marketing, as well as television, print and radio spending. Advertising production costs are expensed in the period the related ad is first run.

Selling and marketing expense decreased in the second quarter and first six months of 2020 compared to the second quarter and first six months of 2019 primarily due to decreases in advertising and promotional expense of \$77.7 million and \$56.5 million, respectively, as discussed below.

Advertising and promotional expense is the largest component of selling and marketing expense, and is comprised of the following:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2020	2019	\$ Change	% Change	2020	2019	\$ Change	% Change
	<i>(Dollars in thousands)</i>							
Online	\$ 96,416	\$ 169,779	\$ (73,363)	(43)%	\$ 269,497	\$ 318,718	\$ (49,221)	(15)%
Broadcast	3,154	6,398	(3,244)	(51)%	9,478	16,933	(7,455)	(44)%
Other	2,259	3,373	(1,114)	(33)%	6,621	6,485	136	2 %
Total advertising expense	\$ 101,829	\$ 179,550	\$ (77,721)	(43)%	\$ 285,596	\$ 342,136	\$ (56,540)	(17)%

Revenue is primarily driven by Network Partner demand for our products, which is matched to corresponding consumer requests. We adjust our selling and marketing expenditures dynamically in relation to anticipated revenue opportunities in order to ensure sufficient consumer inquiries to profitably meet such demand. An increase in a product's revenue is generally met by a corresponding increase in marketing spend, and conversely a decrease in a product's revenue is generally met by a corresponding decrease in marketing spend. This relationship exists for our Home, Consumer and Insurance segments.

We decreased our advertising expenditures in the second quarter and first six months of 2020 compared to the second quarter and first six months of 2019 in response to changes in Network Partner demand on our marketplace as a result of the ongoing COVID-19 pandemic discussed above. We will continue to adjust selling and marketing expenditures dynamically in relation to this and in response to anticipated revenue opportunities.

General and administrative expense

General and administrative expense consists primarily of compensation and other employee-related costs (including stock-based compensation) for personnel engaged in finance, legal, tax, corporate information technology, human resources and executive management functions, as well as facilities and infrastructure costs and fees for professional services.

General and administrative expense remained relatively consistent in the second quarter and first six months of 2020 compared to the second quarter and first six months of 2019. The second quarter and first six months of 2019 benefited from a \$2.7 million gain on the sale of two office buildings. Additionally, travel and entertainment expense decreased \$1.5 million in the second quarter of 2020 compared to the second quarter of 2019. General and administrative expenses decreased in the first six months of 2020 compared to the first six months of 2019 due to decreases in compensation and benefits, travel and entertainment expense and other taxes of \$3.4 million, \$1.8 million and \$1.4 million, respectively. In addition to the change in general and administrative expenses due to the gain on the sale of the office buildings in 2019, general and administrative expenses increased in the first six months of 2020 compared to the first six months of 2019 due to increases in professional fees, technology expense and facilities expense of \$3.2 million, \$1.6 million and \$1.2 million, respectively.

General and administrative expense as a percentage of revenue increased to 16% and 13% in the second quarter and first six months of 2020, respectively, compared to 10% and 11% in the second quarter and first six months of 2019, respectively.

Product development

Product development expense consists primarily of compensation and other employee-related costs (including stock-based compensation) and third-party labor costs that are not capitalized, for employees and consultants engaged in the design, development, testing and enhancement of technology.

Product development expense increased in the second quarter and first six months of 2020 compared to the second quarter and first six months of 2019 as we continued to invest in internal development of new and enhanced features, functionality and business opportunities that we believe will enable us to better and more fully serve consumers and Network Partners.

Depreciation

The increase in depreciation expense in the second quarter and first six months of 2020 compared to the second quarter and first six months of 2019 was primarily the result of higher investment in internally developed software in recent years, to support the growth of our business.

Contingent consideration

During the second quarter and first six months of 2020, we recorded aggregate contingent consideration expense of \$9.2 million and \$1.1 million, respectively, due to adjustments in the estimated fair value of the earnout payments related to our recent acquisitions. For the second quarter of 2020, the contingent consideration expense for the QuoteWizard, Ovation and SnapCap acquisitions was \$8.1 million, \$1.0 million and \$0.1 million, respectively. For the first six months of 2020, the contingent consideration expense for the Ovation and SnapCap acquisitions was \$1.2 million and \$0.1 million, respectively, partially offset by a contingent consideration gain for the QuoteWizard acquisition of \$0.2 million.

During the second quarter and first six months of 2019, we recorded aggregate contingent consideration expense of \$2.8 million and \$17.4 million, respectively, due to adjustments in the estimated fair value of the earnout payments related to our recent acquisitions. For the second quarter of 2019, the contingent consideration expense for the QuoteWizard and Ovation acquisitions was \$2.5 million and \$0.6 million, respectively. This was partially offset by contingent consideration gains recorded for the SnapCap and DepositAccounts acquisitions of \$0.1 million and \$0.2 million, respectively. For the first six months of 2019, the contingent consideration expense for the QuoteWizard and SnapCap acquisitions was \$16.9 million and \$1.5 million, respectively. This was partially offset by a contingent consideration gain recorded for the DepositAccounts acquisition of \$0.9 million.

Income tax expense

For the second quarter and first six months of 2020, the effective tax rate varied from the federal statutory rate of 21% in part due to a tax benefit of \$0.8 million and \$1.8 million, respectively, recognized for excess tax benefits resulting from employee exercises of stock options and vesting of restricted stock in accordance with ASU 2016-09 and the effect of state taxes. The effective tax rate for the first six months of 2020 was also impacted by a tax benefit of \$6.1 million for the impact of the Coronavirus Aid, Relief, and Economic Security ("CARES") Act, as described below.

On March 27, 2020, President Trump signed into law the CARES Act. This legislation is an economic relief package in response to the public health and economic impacts of COVID-19 and includes various provisions that impact us, including, but not limited to, modifications for net operating losses, accelerated timeframe for refunds associated with prior minimum taxes and modifications of the limitation on business interest.

We revalued deferred tax assets related to net operating losses in light of the changes in the CARES Act, and recorded a net tax benefit of \$6.1 million during the first six months of 2020. These deferred tax assets are being revalued, as they will be carried back to 2016 and 2017, which are tax periods prior to the Tax Cuts and Jobs Act ("TCJA") when the federal statutory tax rate was 35% versus the 21% federal statutory tax rate in effect after the enactment of the TCJA.

For the second quarter and first six months of 2019, the effective tax rate varied from the federal statutory rate of 21% primarily due to a tax benefit of \$7.7 million and \$13.7 million, respectively, recognized for excess tax benefits resulting from employee exercises of stock options and vesting of restricted stock in accordance with ASU 2016-09 and the effect of state taxes.

Discontinued operations

The results of discontinued operations include the results of the LendingTree Loans business formerly operated by our wholly-owned subsidiary, Home Loan Center, Inc., or HLC. The sale of substantially all of the assets of HLC, including the LendingTree Loans business, was completed on June 6, 2012. HLC filed a petition under Chapter 11 of the United States Bankruptcy Code on July 21, 2019, which was converted to Chapter 7 of the United States Bankruptcy Code on September 16, 2019.

As a result of the voluntary bankruptcy petition, as of the initial July 21, 2019 bankruptcy petition filing date, HLC and its consolidated subsidiary were deconsolidated from LendingTree's consolidated financial statements. The effect of such deconsolidation was the elimination of the consolidated assets and liabilities of HLC (and its consolidated subsidiary) from LendingTree's consolidated balance sheets.

Prior to the bankruptcy filing, losses from the LendingTree Loans business were primarily due to litigation settlements and contingencies and legal fees associated with ongoing legal proceedings.

The results of discontinued operations include litigation settlements and contingencies and legal fees associated with ongoing legal proceedings against LendingTree Inc. or LendingTree LLC that arose due to the LendingTree Loans business or the HLC bankruptcy filing.

See Note 18—Discontinued Operations to the consolidated financial statements included elsewhere in this report for more information, including the accounting effect of HLC's bankruptcy filing on our consolidated financial statements.

Segment Profit

	Three Months Ended June 30,				Six Months Ended June 30,			
	2020	2019	\$ Change	% Change	2020	2019	\$ Change	% Change
	<i>(Dollars in thousands)</i>							
Home	\$ 38,726	\$ 24,210	\$ 14,516	60 %	\$ 74,637	\$ 48,131	\$ 26,506	55 %
Consumer	19,402	50,771	(31,369)	(62)%	62,501	104,745	(42,244)	(40)%
Insurance	30,122	28,806	1,316	5 %	60,655	56,670	3,985	7 %
Other	81	345	(264)	(77)%	(247)	1,104	(1,351)	(122)%
Segment profit	\$ 88,331	\$ 104,132	\$ (15,801)	(15)%	\$ 197,546	\$ 210,650	\$ (13,104)	(6)%

Segment profit is our primary segment operating metric. Segment profit is calculated as segment revenue less segment selling and marketing expenses attributed to variable costs paid for advertising, direct marketing and related expenses that are directly attributable to the segments' products. See Note 17—Segment Information in the notes to the consolidated financial statements for additional information on segments and a reconciliation of segment profit to pre-tax income from continuing operations.

Consumer segment profit decreased \$31.4 million in the second quarter of 2020 from the second quarter of 2019, and decreased \$42.2 million in the first six months of 2020 from the first six months of 2019, primarily due to decreases in revenue, partially offset by corresponding decreases in selling and marketing expense. The biggest challenge facing many of our consumer Network Partners, and in turn our own business, is a lack of visibility into the true health of consumer balance sheets. Credit performance across consumer lenders of varying shapes and sizes has seemingly fared better than expected, and unemployment has begun to improve after peaking at nearly 15% in April. But questions remain as to the impact on these trends from government stimulus, forbearance and deferment programs offered by the lenders, and ultimately, our country's ability to re-open safely.

Credit card issuers and personal loan lenders appetite for risk is temporarily diminished until there is further evidence of economic stabilization. We do believe the revenue opportunity in our Consumer segment has hit the trough as many of our consumer Network Partners who initially paused entirely are beginning to return to the platform. In most cases, those consumer Network Partners are returning to reach narrower bands of consumers, with much stricter credit standards, smaller budgets, and less aggressive bids.

Home segment profit increased \$14.5 million in the second quarter of 2020 from the second quarter of 2019, and increased \$26.5 million in the first six months of 2020 from the first six months of 2019, due to increases in revenue and decreases in selling and marketing expense. Historically, as explained, in periods similar to those experienced in the second quarter of 2020 with sharp declines in interest rates and increased consumer interest, our mortgage Network Partners become inundated with more organic volume than they can process and their demand for our services diminishes for a period of time. While that dynamic has remained very relevant for us in the second quarter, our improved ability to withstand it is evident. We've developed differentiated offerings and price points for mortgage Network Partners to better serve a wider array of their needs. Our Home segment has benefited from a decrease in unit marketing costs during the COVID-19 pandemic. With heightened interest in refinancing and home-buying activity, we managed to meet the demand of our Network Partners in an optimized and cost-efficient way. We expect Home unit marketing costs in the third quarter of 2020 to return to levels experienced prior to the second quarter of 2020.

Insurance segment profit increased \$1.3 million in the second quarter of 2020 from the second quarter of 2019 due to an increase in revenue and a decrease in selling and marketing expense, and increased \$4.0 million in the first six months of 2020 from the first six months of 2019 due to an increase in revenue, partially offset by corresponding increases in selling and marketing expense. At the end of the first quarter of 2020, we noted a slowdown in consumers searching for auto insurance which we attributed to slumping car sales amid the pandemic. While those trends have steadily begun to recover since early April, reduced search engine traffic has continued to present a modest headwind to achieving the levels of growth in the Insurance segment that we've historically experienced and we have taken on several initiatives to combat these trends. We've seen demonstrable traffic growth through several non-search channels and the agent portion of the Insurance segment is achieving record-highs as agents find increasing value in our services in a remote work environment.

Adjusted EBITDA

We report Adjusted EBITDA as a supplemental measure to GAAP. This measure is the primary metric by which we evaluate the performance of our businesses, on which our marketing expenditures and internal budgets are based and by which management and many employees are compensated. We believe that investors should have access to the same set of tools that we use in analyzing our results. This non-GAAP measure should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP results. We provide and encourage investors to examine the reconciling adjustments between the GAAP and non-GAAP measures discussed below.

Definition of Adjusted EBITDA

We report Adjusted EBITDA as net income from continuing operations adjusted to exclude interest, income tax, amortization of intangibles and depreciation, and to further exclude (1) non-cash compensation expense, (2) non-cash impairment charges, (3) gain/loss on disposal of assets, (4) restructuring and severance expenses, (5) litigation settlements and contingencies, (6) acquisitions and dispositions income or expense (including with respect to changes in fair value of contingent consideration), and (7) one-time items. Adjusted EBITDA has certain limitations in that it does not take into account the impact to our statement of operations of certain expenses, including depreciation, non-cash compensation and acquisition-related accounting. We endeavor to compensate for the limitations of the non-GAAP measures presented by also providing the comparable GAAP measures with equal or greater prominence and descriptions of the reconciling items, including quantifying such items, to derive the non-GAAP measures. These non-GAAP measures may not be comparable to similarly titled measures used by other companies.

One-Time Items

Adjusted EBITDA is adjusted for one-time items, if applicable. Items are considered one-time in nature if they are non-recurring, infrequent or unusual and have not occurred in the past two years or are not expected to recur in the next two years, in accordance with SEC rules. For the periods presented below, there are no adjustments for one-time items.

Non-Cash Expenses that are Excluded from Adjusted EBITDA

Non-cash compensation expense consists principally of expense associated with grants of restricted stock, restricted stock units and stock options, some of which awards have performance-based vesting conditions. These expenses are not paid in cash, and we include the related shares in our calculations of fully diluted shares outstanding. Upon settlement of restricted stock units, exercise of certain stock options or vesting of restricted stock awards, the awards may be settled, on a net basis, with us remitting the required tax withholding amount from our current funds.

Amortization of intangibles are non-cash expenses relating primarily to intangible assets acquired through acquisitions. At the time of an acquisition, the intangible assets of the acquired company, such as purchase agreements, technology and customer relationships, are valued and amortized over their estimated lives.

The following table is a reconciliation of net income from continuing operations to Adjusted EBITDA (*in thousands*).

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Net (loss) income from continuing operations	\$ (8,616)	\$ 12,981	\$ 10,360	\$ 13,531
Adjustments to reconcile to Adjusted EBITDA:				
Amortization of intangibles	13,756	14,280	27,513	27,707
Depreciation	3,550	2,559	6,928	5,041
Severance	32	403	190	457
Loss (gain) on impairments and disposal of assets	22	(2,196)	552	(1,978)
Non-cash compensation expense	13,158	15,982	25,075	30,035
Change in fair value of contingent consideration	9,175	2,790	1,053	17,382
Acquisition expense	20	60	2,200	179
Litigation settlements and contingencies	(1,325)	8	(996)	(199)
Interest expense, net	4,955	5,095	9,789	10,563
Income tax benefit	(3,880)	(5,689)	(6,941)	(13,441)
Adjusted EBITDA	\$ 30,847	\$ 46,273	\$ 75,723	\$ 89,277

Financial Position, Liquidity and Capital Resources

General

As of June 30, 2020, we had \$101.8 million of cash and cash equivalents, compared to \$60.2 million of cash and cash equivalents as of December 31, 2019.

In February 2020, we acquired an equity interest in Stash for \$80.0 million. The investment was funded through \$80.0 million drawn on our Amended Revolving Credit Facility. See Note 7—Equity Investment to the consolidated financial statements included elsewhere in this report for more information.

During the first six months of 2020, we paid down \$25.0 million on our Amended Revolving Credit Facility. We made net repayments of \$130.0 million on our Amended Revolving Credit Facility in July 2020.

During the first six months of 2020, we made two contingent consideration payments of \$3.0 million each, related to the prior acquisition of SnapCap. We could make additional potential contingent consideration payments of up to \$4.4 million for Ovation and \$46.8 million for QuoteWizard.

In July 2020, we made litigation settlement payments of \$26.5 million to the ResCap Liquidating Trust and \$36.0 million to the HLC bankruptcy Trustee for the matters noted in Note 18—Discontinued Operations.

In July 2020, we issued \$575.0 million of our 0.50% Convertible Senior Notes due July 15, 2025 (the “2025 Notes”) for estimated net proceeds of approximately \$559.8 million. We used approximately \$63.0 million of the net proceeds to enter into Convertible Note Hedge and Warrant transactions. Further, we used approximately \$234.0 million of the net proceeds to repurchase approximately \$130.3 million principal amount of our 0.625% Convertible Senior Notes due June 1, 2022 (the “2022 Notes”). To the extent of the repurchases of the 2022 Notes, we received approximately \$15.6 million as a result of terminating a corresponding portion of the Convertible Note Hedge and Warrant transactions entered into on May 31, 2017. See Note 19—Subsequent Events for additional information.

We expect our cash and cash equivalents and cash flows from operations to be sufficient to fund our operating needs for the next twelve months and beyond. Our revolving credit facility described below is an additional potential source of liquidity. We will continue to monitor the impact of the ongoing COVID-19 pandemic on our liquidity and capital resources. We expect our cashflow from operating activities to be negatively impacted by the economic recession.

Senior Secured Revolving Credit Facility

On December 10, 2019, we entered into an amended and restated \$500.0 million five-year senior secured revolving credit facility, which matures on December 10, 2024 (the “Amended Revolving Credit Facility”). Borrowings under the Amended Revolving Credit Facility can be used to finance working capital needs, capital expenditures and general corporate purposes, including to finance permitted acquisitions. In July 2020, we executed a temporary amendment to the Amended Revolving Credit Facility to provide for certain covenant relief, primarily to facilitate the issuance of the 2025 Notes, the repurchase of a portion of the 2022 Notes, and to pay down existing borrowings under the credit facility.

As of August 4, 2020, we have a \$0.2 million letter of credit under the Amended Revolving Credit Facility. The remaining borrowing capacity at August 4, 2020 is \$499.8 million.

Cash Flows from Continuing Operations

Our cash flows attributable to continuing operations are as follows:

	Six Months Ended June 30,	
	2020	2019
	<i>(in thousands)</i>	
Net cash provided by operating activities	\$ 87,916	\$ 67,875
Net cash used in investing activities	(89,108)	(90,838)
Net cash provided by (used in) financing activities	45,282	(24,653)

Cash Flows from Operating Activities

Our largest source of cash provided by our operating activities is revenues generated by our products. Our primary uses of cash from our operating activities include advertising and promotional payments. In addition, our uses of cash from operating activities include compensation and other employee-related costs, other general corporate expenditures, litigation settlements and contingencies, certain contingent consideration payments, and income taxes.

Net cash provided by operating activities attributable to continuing operations increased in the first six months of 2020 from the first six months of 2019 primarily due to changes in accounts receivable, partially offset by changes in accounts payable, accrued expenses and other current liabilities. The first six months of 2020 also experienced a decrease in revenue, partially offset by a corresponding decrease in selling and marketing expense, compared to the first six months of 2019.

Cash Flows from Investing Activities

Net cash used in investing activities attributable to continuing operations in the first six months of 2020 of \$89.1 million consisted of the purchase of an \$80.0 million equity interest in Stash and capital expenditures of \$9.1 million primarily related to internally developed software.

Net cash used in investing activities attributable to continuing operations in the first six months of 2019 of \$90.8 million consisted primarily of the acquisition of ValuePenguin for \$105.6 million, net of cash acquired, and capital expenditures of \$9.8

million primarily related to internally developed software. This was partially offset by proceeds of \$24.1 million on the sale of two office buildings, net of closing expenses.

Cash Flows from Financing Activities

Net cash provided by financing activities attributable to continuing operations in the first six months of 2020 of \$45.3 million consisted primarily of \$55.0 million of net proceeds from our Amended Revolving Credit Facility, partially offset by \$6.1 million in withholding taxes paid upon surrender of shares to satisfy obligations on equity awards, net of proceeds from the exercise of stock options, and \$3.3 million related to contingent consideration payments for SnapCap.

Net cash used in financing activities attributable to continuing operations in the first six months of 2019 of \$24.7 million consisted primarily of \$10.0 million of net repayments on our 2017 Revolving Credit Facility, \$4.0 million for the repurchase of our common stock, \$7.6 million in withholding taxes paid upon surrender of shares to satisfy obligations on equity awards, net of proceeds from the exercise of stock options, and a \$3.0 million contingent consideration payment for SnapCap.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements other than a letter of credit and our funding commitments pursuant to our surety bonds, none of which have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

New Accounting Pronouncements

For information regarding new accounting pronouncements, see Note 2—Significant Accounting Policies, in Part I, Item 1 *Financial Statements*.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Other than our Amended Revolving Credit Facility, we do not have any financial instruments that are exposed to significant market risk. We maintain our cash and cash equivalents in bank deposits and short-term, highly liquid money market investments. A hypothetical 100-basis point increase or decrease in market interest rates would not have a material impact on the fair value of our cash equivalents securities, or our earnings on such cash equivalents, but would have an effect on the interest paid on borrowings under the Amended Revolving Credit Facility, if any. As of August 4, 2020, there were no borrowings under the Amended Revolving Credit Facility.

Fluctuations in interest rates affect consumer demand for new mortgages and the level of refinancing activity which, in turn, affects lender demand for mortgage leads. Typically, when interest rates decline, we see increased consumer demand for mortgage refinancing, which in turn leads to increased traffic to our website and decreased selling and marketing efforts associated with that traffic. At the same time, lender demand for leads from third-party sources typically decreases, as there are more consumers in the marketplace seeking refinancings and, accordingly, lenders receive more organic lead volume. Due to lower lender demand, our revenue earned per consumer typically decreases but with correspondingly lower selling and marketing costs. Conversely, when interest rates increase, we typically see decreased consumer demand for mortgage refinancing, leading to decreased traffic to our website and higher associated selling and marketing efforts associated with that traffic. At the same time, lender demand for leads from third-party sources typically increases, as there are fewer consumers in the marketplace and, accordingly, the supply of organic mortgage lead volume decreases. Due to high lender demand, we typically see an increase in the amount lenders will pay per matched lead, which often leads to higher revenue earned per consumer. However, increases in the amount lenders will pay per matched lead in this situation is limited by the overall cost models of our lenders, and our revenue earned per consumer can be adversely affected by the overall reduced demand for refinancing in a rising rate environment.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), management, with the participation of our principal executive officer (our Chief Executive Officer) and principal financial officer (our Chief Financial Officer), evaluated, as of the end of the period covered by this report, the effectiveness of our disclosure controls and procedures

as defined in Exchange Act Rule 13a-15(e). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective, as of June 30, 2020, to reasonably ensure that information required to be disclosed and filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified, and that management will be timely alerted to material information required to be included in our periodic reports filed with the Securities and Exchange Commission.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the quarter ended June 30, 2020 that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II—OTHER INFORMATION

Item 1. *Legal Proceedings*

In the ordinary course of business, we are party to litigation involving property, contract, intellectual property and a variety of other claims. The amounts that may be recovered in such matters may be subject to insurance coverage. We have provided information about certain legal proceedings in which we are involved in Part I, Item 3. *Legal Proceedings* of our 2019 Annual Report and updated that information in Note 15—Contingencies and Note 18—Discontinued Operations to the consolidated financial statements included elsewhere in this report.

Item 1A. *Risk Factors*

Other than the risk factor set forth below, there have been no material changes to the risk factors included in Part I, Item 1A. *Risk Factors* of our 2019 Annual Report.

The COVID-19 pandemic has impacted our business, and the ultimate impact on our business, financial condition and results of operations will depend on future developments, which are highly uncertain and cannot be predicted, including the scope and duration of the pandemic and actions taken by governmental authorities in response to the pandemic.

The COVID-19 pandemic has negatively impacted the global economy, disrupted global supply chains, lowered equity market valuations, created significant volatility and disruption in financial markets, and increased unemployment levels. In addition, the pandemic has resulted in temporary closures of many businesses and the institution of social distancing and sheltering in place requirements in many states and communities. As a result, the demand for our products, in particular in our Consumer segment, has been and may continue to be significantly impacted. Within our Consumer segment we have seen reductions of over 70% in near-term lender demand for our services reflecting those lenders' uncertainty over the length and depth of the economic recession. Our business operations may also be disrupted if significant portions of our workforce are unable to work effectively, including because of illness, quarantines, government actions, or other restrictions in connection with the pandemic. The extent to which the COVID-19 pandemic impacts our business, financial condition and results of operations, as well as our regulatory capital and liquidity ratios, will depend on future developments, which are highly uncertain and cannot be predicted, including the scope and duration of the pandemic and actions taken by governmental authorities and other third parties in response to the pandemic.

Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds*

Issuer Purchases of Equity Securities

In each of February 2018 and February 2019, the board of directors authorized and we announced a stock repurchase program which allowed for the repurchase of up to \$100.0 million and \$150.0 million, respectively, of our common stock. Under this program, we can repurchase stock in the open market or through privately-negotiated transactions. We have used available cash to finance these repurchases. We will determine the timing and amount of any additional repurchases based on our evaluation of market conditions, applicable SEC guidelines and regulations, and other factors. This program may be suspended or discontinued at any time at the discretion of our board of directors. During the quarter ended June 30, 2020, no shares of common stock were repurchased under the stock repurchase program. As of July 29, 2020, approximately \$179.7 million remains authorized for share repurchase.

Additionally, the LendingTree Sixth Amended and Restated 2008 Stock and Award Incentive Plan and the LendingTree 2017 Inducement Grant Plan allow employees to forfeit shares of our common stock to satisfy federal and state withholding obligations upon the exercise of stock options, the settlement of restricted stock unit awards and the vesting of restricted stock awards granted to those individuals under the plans. During the quarter ended June 30, 2020, 7,724 shares were purchased related to these obligations under the LendingTree Sixth Amended and Restated 2008 Stock and Award Incentive Plan and 711 shares were purchased related to these obligations under the LendingTree 2017 Inducement Grant Plan. The withholding of those shares does not affect the dollar amount or number of shares that may be purchased under the stock repurchase program described above.

The following table provides information about the company's purchases of equity securities during the quarter ended June 30, 2020.

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽²⁾	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <i>(in thousands)</i>
4/1/20 - 4/30/20	480	\$ 195.19	—	\$ 179,673
5/1/20 - 5/31/20	870	\$ 245.33	—	\$ 179,673
6/1/20 - 6/30/20	7,085	\$ 279.74	—	\$ 179,673
Total	8,435	\$ 271.38	—	\$ 179,673

(1) During April 2020, May 2020 and June 2020, 480 shares, 870 shares and 7,085 shares, respectively (totaling 8,435 shares), were purchased to satisfy federal and state withholding obligations of our employees upon the settlement of restricted stock units and restricted stock awards, all in accordance with our Sixth Amended and Restated 2008 Stock and Award Incentive Plan and 2017 Inducement Grant Plan, as described above.

(2) See the narrative disclosure above the table for further description of our publicly announced stock repurchase program.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit	Description	Location
3.1	Amended and Restated Certificate of Incorporation of LendingTree, Inc.	Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed August 25, 2008
3.2	Fourth Amended and Restated By-laws of LendingTree, Inc.	Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed November 15, 2017
10.1	Form of Notice of Stock Option Award Granted Under the LendingTree, Inc. 2008 Stock and Annual Incentive Plan	†
10.2	Form of Notice of Restricted Stock Unit Award Granted Under the LendingTree, Inc. 2008 Stock and Annual Incentive Plan	†
10.3	Form of Notice of Stock Option Award Granted to Non-Employee Directors Under the LendingTree, Inc. 2008 Stock and Annual Incentive Plan	†
10.4	Form of Notice of Restricted Stock Unit Award Granted to Non-Employee Directors Under the LendingTree, Inc. 2008 Stock and Annual Incentive Plan	†
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	†
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	†
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	††
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	††
101.INS	XBRL Instance Document — The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	†††
101.SCH	XBRL Taxonomy Extension Schema Document	†††
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	†††
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	†††
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	†††
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	†††
104	Cover Page Interactive Data File (embedded within the Inline XBRL document contained in Exhibit 101)	†††

† Filed herewith.

†† Furnished herewith. This certification is being furnished solely to accompany this report pursuant to 18 U.S.C. 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

††† Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**Notice of Stock Option Award Granted Under the
LendingTree, Inc. 2008 Stock and Annual Incentive Plan**

Important Note: You must login to your account to obtain other important information concerning this Award, such as a copy of the LendingTree, Inc. 2008 Stock and Annual Incentive Plan as the same has been amended and restated from time to time up to the date of this Award (the “2008 Plan”) and the Terms and Conditions for Stock Option Awards (the “Terms and Conditions”). You acknowledge that you have received copies of the 2008 Plan and the 2008 Plan’s prospectus.

Award Recipient:

Stock Option Award:

Under the 2008 Plan:

You have been awarded a nonqualified option to acquire _____ Shares of LendingTree common stock at an “Exercise Price” of \$ per Share (“Stock Option”);

Award Date:

Vesting Schedule:

Subject to your continued employment with LendingTree or its Subsidiaries or Affiliates, your Stock Option shall, subject to the provisions of the 2008 Plan and the Terms and Conditions, vest and no longer be subject to any restriction as of the vesting dates, as set forth below:

Vest Date

Shares Vesting

Expiration Date:

Once vested, your Stock Option will expire upon the earlier of (i) the expiration of the 12-month period following your Termination of Employment for any reason other than due to death, Disability or Retirement, (ii) the expiration of the one-year period following your Termination of Employment due to death, Disability or Retirement or (iii) 10 years from your Award Date (the “Expiration Date”), except as otherwise provided in the 2008 Plan or the attached Terms and Conditions.

If you do not exercise your vested Stock Option before the Expiration Date, your unexercised Stock Option will be forfeited and canceled in its entirety.

Impact of a Termination of Employment:

Except as otherwise provided in the 2008 Plan, the Terms and Conditions and any Individual Agreement between you and LendingTree, the unvested portion of this Stock Option will be forfeited without consideration and canceled in its entirety upon your Termination of Employment.

Terms and Conditions:

Capitalized terms used (but not defined) in this Award Notice shall have the meanings set forth in the 2008 Plan.

Your Stock Option is subject to the Terms and Conditions attached hereto and the 2008 Plan. Copies of these documents are also available upon request from the Human Resources Department. In the event of a conflict between the Terms and Conditions and this Notice, this Notice shall control.

Without a complete review of these documents, you will not have a full understanding of all the material terms of your Stock Option.

Terms and Conditions for Stock Option Award

Overview

These Terms and Conditions apply to the stock option (the "Award") awarded to you by LendingTree, Inc. ("LendingTree" or the "Company") pursuant to Section 5 of the LendingTree, Inc. 2008 Stock and Annual Incentive Plan as the same has been amended and restated from time to time (the "2008 Plan"). You were notified of your Award by way of an award notice (the "Award Notice"). All capitalized terms used herein, to the extent not defined, shall have the meaning as set forth in the 2008 Plan.

Continuous Service

In order for the Award to vest, you must be continuously employed by LendingTree or any of its Subsidiaries or Affiliates during the Restriction Period (as defined below) or as otherwise provided in the Vesting section below. Nothing in your Award Notice, these Terms and Conditions, or the 2008 Plan shall confer upon you any right to continue in the employ or service of LendingTree or any of its Subsidiaries or Affiliates or interfere in any way with their rights to terminate your employment or service at any time and for any or no reason.

Vesting

Subject to the Award Notice, these Terms and Conditions and the 2008 Plan, the Award shall vest and no longer be subject to satisfaction of any restriction as set forth in the Vesting Schedule section of the Award Notice. The period during which such restrictions apply is the "Restriction Period."

The vesting of your Award is conditioned upon your continuous employment with LendingTree or its Subsidiaries or Affiliates through each respective vesting date. Notwithstanding the foregoing, 100% of your then-outstanding and unvested portion of your Award shall vest upon the occurrence of a Change in Control which occurs during your employment with LendingTree (or any Subsidiary or Affiliate). The term "Change in Control" is defined in the 2008 Plan, and includes certain events affecting LendingTree (not events only affecting specific businesses of LendingTree).

Termination of Employment

Upon your Termination of Employment with LendingTree or any of its Subsidiaries or Affiliates during the Restriction Period for any reason, any unvested portion of this Award shall be forfeited and canceled in its entirety without consideration effective immediately upon such Termination of Employment. The then vested portion of this Stock Option may remain exercisable after your Termination Employment to the extent permitted under section 5(i) of the 2008 Plan.

For the avoidance of doubt, transfers of employment among the Company and its Subsidiaries and Affiliates, without any break in service, is not a Termination of Employment.

Exercise

When you wish to exercise this Award, you must notify the Company by filing a "Notice of Exercise" in the form prescribed by LendingTree at the address given on the form. Your notice must specify how many Shares you wish to purchase and is subject to the minimum purchase limitation set forth in section 5(g) of the 2008 Plan. The notice can only become effective after it is received and approved by the Company. If someone else wants to exercise this Stock Option after your death, that person must prove to the Company's satisfaction that he or she is entitled to do so.

When you submit your Notice of Exercise, you must include payment of the aggregate Exercise Price for the Shares you are purchasing. Payment may be made in one (or a combination) of (i) certified or bank check or (ii) to the extent approved by the Committee by any of the methods described in sections 5(g)(i), 5(g)(ii), or 5(g)(iii) of the 2008 Plan.

Taxes and Withholding

No later than the date as of which an amount in respect of any part of this Award first becomes includable in your gross income for federal, state, local or foreign income or employment or other tax purposes, LendingTree or its Subsidiaries and/or Affiliates shall, unless prohibited by law, have the right to deduct any federal, state, local or foreign taxes of any kind required by law to be withheld with respect to such amount due to you, including deducting such amount from the delivery of Shares or cash issued upon settlement of the Award that gives rise to the withholding requirement. In the event Shares are deducted to cover tax withholdings, the number of Shares withheld shall generally have a Fair Market Value equal to the aggregate amount of

LendingTree's withholding obligation on the date of exercise of the Stock Option. If the event that any such deduction and/or withholding is prohibited by law, you shall, prior to or contemporaneously with the settlement of your Award, be required to pay to LendingTree, or make arrangements satisfactory to LendingTree regarding the payment of, any federal, state, local or foreign taxes of any kind required by law to be withheld with respect to such amount. To the extent approved by the Committee, you may satisfy the applicable tax withholding amounts as permitted under section 13(d) of the 2008 Plan.

Non-Transferability of the Award

Your Award shall not be transferable by you by means of sale, assignment, exchange, encumbrance, pledge, hedge or otherwise except as may be permitted under section 5(j) of the 2008 Plan.

No Rights as a Stockholder

Until your Award is exercised and settled with Shares, you shall not be entitled to any rights of a stockholder with respect to the Award (including the right to vote the underlying Shares or receive dividends). Moreover, if LendingTree declares and pays dividends on the Common Stock during the Restriction Period, this Award will not be credited with any dividends.

Other Restrictions

The Award shall be subject to the requirement that, if at any time the Committee shall determine that (i) the listing, registration or qualification of the Shares of Common Stock subject or related thereto upon any securities exchange or under any state or federal law, or (ii) the consent or approval of any government regulatory body is necessary or desirable as a condition of, or in connection with, the delivery of Shares, then in any such event, the Award and/or any issuance of Shares under the Award shall not be effective unless such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee.

Conflicts and Interpretation

In the event of any conflict between these Terms and Conditions and the 2008 Plan, the 2008 Plan shall control; provided, that an action or provision that is permissive under the terms of the 2008 Plan, and required under these Terms and Conditions, shall not be deemed a conflict and these Terms and Conditions shall control. In the event of any ambiguity in these Terms and Conditions, or any matters as to which these Terms and Conditions are silent, the 2008 Plan shall govern. In the event of (i) any conflict between the Award Notice (or any information posted on LendingTree's intranet or given to you directly or indirectly through the Agent (including information posted on <https://us.etrade.com/stock-plans>) and LendingTree's books and records, or (ii) ambiguity in the Award Notice (or any information posted on LendingTree's intranet or given to you directly or indirectly through the Agent (including information posted on <https://us.etrade.com/stock-plans>), LendingTree's books and records shall control.

Amendment

LendingTree may modify, amend or waive the terms of your Awards, prospectively or retroactively, but no such modification, amendment or waiver shall materially impair your rights without your consent, except as required by applicable law, NASDAQ or stock exchange rules, tax rules or accounting rules.

Data Protection

The acceptance of your Award constitutes your authorization of the release from time to time to LendingTree or any of its Subsidiaries or Affiliates and to the agent selected by LendingTree to administer the 2008 Plan (the "Agent") (together, the "Relevant Companies") of any and all personal or professional data that is necessary or desirable for the administration of your Award and/or the 2008 Plan (the "Relevant Information"). Without limiting the above, this authorization permits your employing company to collect, process, register and transfer to the Relevant Companies all Relevant Information (including any professional and personal data that may be useful or necessary for the purposes of the administration of your Award and/or the 2008 Plan and/or to implement or structure any further grants of equity awards (if any)). The acceptance of your Award also constitutes your authorization of the transfer of the Relevant Information to any jurisdiction in which LendingTree, your employing company or the Agent considers appropriate. You shall have access to, and the right to change, the Relevant Information, which will only be used in accordance with applicable law.

Sections 409A, 280G and 4999 of the Code

Your Award is not intended to constitute “nonqualified deferred compensation” within the meaning of Section 409A of the Code and related rules and regulations (“Section 409A”). In no event shall LendingTree be required to pay you any “gross-up” or other payment with respect to any taxes or penalties imposed under Section 409A (or Code Section 280G or 4999) with respect to any amounts or benefits paid to you in respect of your Award.

Notification of Changes

Any changes to these Terms and Conditions shall either be posted on LendingTree’s intranet or communicated (either directly by LendingTree or indirectly through any of its Subsidiaries, Affiliates or the Agent) to you electronically via e-mail (or otherwise in writing) after such change becomes effective.

**Notice of Restricted Stock Unit Award Granted Under the
LendingTree, Inc. 2008 Stock and Annual Incentive Plan**

Important Note: You must login to your account to obtain other important information concerning this Award, such as a copy of the LendingTree, Inc. 2008 Stock and Annual Incentive Plan as the same has been amended and restated from time to time up to the date of this Award (the “2008 Plan”) and the Terms and Conditions for Restricted Stock Unit Awards (the “Terms and Conditions”). You acknowledge that you have received copies of the 2008 Plan and the 2008 Plan’s prospectus.

Award Recipient:					
Restricted Stock Unit Award:	Restricted stock units (“RSUs”) granted under the 2008 Plan.				
Award Date:					
Vesting Schedule:	<p>Subject to your continuous employment with LendingTree, Inc. or its Subsidiaries or Affiliates, your RSUs shall, subject to the provisions of the 2008 Plan and the Terms and Conditions, vest and no longer be subject to any restriction as of the vesting dates and the achievement of any applicable performance goals, as set forth below:</p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Vest Date</th> <th style="text-align: center;">Shares Vesting</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> </tr> </tbody> </table>	Vest Date	Shares Vesting		
Vest Date	Shares Vesting				
Impact of a Termination of Employment:	Except as otherwise provided in the 2008 Plan or in the Terms and Conditions, or any Individual Agreement, all of your unvested RSUs will be forfeited and canceled without consideration in their entirety upon a Termination of Employment.				
Terms and Conditions:	<p>Capitalized terms used (but not defined) in this Award Notice shall have the meanings set forth in the 2008 Plan.</p> <p>Your RSUs are subject to the Terms and Conditions and the 2008 Plan. We strongly encourage you to review the Terms and Conditions and the 2008 Plan. These documents will help provide you with a full understanding of your RSU award.</p>				

Terms and Conditions for Restricted Stock Unit Award

Overview

These Terms and Conditions apply to the restricted stock units (the "Award") awarded to you by LendingTree, Inc. ("LendingTree" or the "Company") pursuant to Section 7 of the LendingTree, Inc. 2008 Stock and Annual Incentive Plan as the same has been amended and restated from time to time up to the date of this Award (the "2008 Plan"). You were notified of your Award by way of an award notice (the "Award Notice"). All capitalized terms used herein, to the extent not defined, shall have the meaning as set forth in the 2008 Plan.

Continuous Service

In order for RSUs to vest, you must be continuously employed by LendingTree or any of its Subsidiaries or Affiliates during the Restriction Period (as defined below) or as otherwise provided in the Vesting section below. Nothing in your Award Notice, these Terms and Conditions, or the 2008 Plan shall confer upon you any right to continue in the employ or service of LendingTree or any of its Subsidiaries or Affiliates or interfere in any way with their rights to terminate your employment or service at any time and for any or no reason.

Vesting

Subject to the Award Notice, these Terms and Conditions and the 2008 Plan, the RSUs in respect to your Award, shall vest and no longer be subject to satisfaction of any restriction, including any applicable performance conditions, as set forth in the Vesting Schedule section of the Award Notice. The period during which restrictions apply is the "Restriction Period."

The vesting of your Award is conditioned upon your continuous employment with LendingTree or its Subsidiaries or Affiliates through each respective vesting date.

Notwithstanding the foregoing, 100% of your then-outstanding and unvested portion of your Award shall vest upon the occurrence of a Change in Control which occurs during your employment with LendingTree (or any Subsidiary or Affiliate). The term "Change in Control" is defined in the 2008 Plan, and includes certain events affecting LendingTree (not events only affecting specific businesses of LendingTree).

Notwithstanding the foregoing, in the event you experience a Termination of Employment due to your death or Disability, then 100% of your then-outstanding and unvested portion of your Award shall vest upon such Termination of Employment.

Termination of Employment

Upon the Termination of your Employment with LendingTree or any of its Subsidiaries or Affiliates during the Restriction Period for any reason, any unvested portion of this RSU Award shall be forfeited and canceled in its entirety without consideration effective immediately upon such Termination of Employment.

For the avoidance of doubt, transfers of employment among the Company and its Subsidiaries and Affiliates, without any break in service, is not a Termination of Employment.

Settlement

Subject to your satisfaction of the tax obligations described immediately below under “Taxes and Withholding,” as soon as practicable after any RSUs in respect of your Award have vested and are no longer subject to the restrictions that apply during the Restriction Period (but in no event later than two and one-half months after the end of the fiscal year in which the RSUs vest), such RSUs shall be settled. For each RSU settled, LendingTree shall issue one Share (or cash equivalent) for each RSU that has vested. Notwithstanding the foregoing, LendingTree shall be entitled to hold the Shares or cash issuable to you upon settlement of all RSUs that have vested until LendingTree or the agent selected by LendingTree to administer the 2008 Plan (the “Agent”) has received from you (i) a duly executed Form W-9 or W-8 and (ii) payment for any federal, state, local or foreign taxes of any kind required by law to be withheld with respect to such RSUs.

Taxes and Withholding

No later than the date as of which an amount in respect of any RSUs first becomes includable in your gross income for federal, state, local or foreign income or employment or other tax purposes, LendingTree or its Subsidiaries and/or Affiliates shall, unless prohibited by law, have the right to deduct any federal, state, local or foreign taxes of any kind required by law to be withheld with respect to such amount due to you, including deducting such amount from the delivery of Shares or cash issued upon settlement of the RSUs that gives rise to the withholding requirement. In the event Shares are deducted to cover tax withholdings, the number of Shares withheld shall generally have a Fair Market Value equal to the aggregate amount of LendingTree’s withholding obligation on the date of settlement. If the event that any such deduction and/or withholding is prohibited by law, you shall, prior to or contemporaneously with the settlement of your RSUs, be required to pay to LendingTree, or make arrangements satisfactory to LendingTree regarding the payment of, any federal, state, local or foreign taxes of any kind required by law to be withheld with respect to such amount.

Non-Transferability of the RSUs

Until such time as your RSUs are ultimately settled, they shall not be transferable by you by means of sale, assignment, exchange, encumbrance, pledge, hedge or otherwise.

No Rights as a Stockholder

Except as otherwise specifically provided in the 2008 Plan, unless and until your RSUs are settled with Shares, you shall not be entitled to any rights of a stockholder with respect to the RSUs (including the right to vote the underlying Shares or receive dividends). Notwithstanding the foregoing, if LendingTree declares and pays dividends on the Common Stock during the Restriction Period for particular RSUs in respect of your Award, you will be credited with additional amounts for each RSU underlying such Award equal to the dividend that would have been paid with respect to such RSU as if it had been an actual share of Common Stock, which amount shall remain subject to restrictions (and as determined by the Committee may be reinvested in RSUs or may be held in kind as restricted property) and shall vest concurrently with the vesting of the RSUs upon which such dividend equivalent amounts were paid (and shall be settled at the same time as the underlying RSUs and also subject to satisfaction of tax withholding).

Other Restrictions

The RSUs shall be subject to the requirement that, if at any time the Committee shall determine that (i) the listing, registration or qualification of the shares of Common Stock subject or related thereto upon any securities exchange or under any state or federal law, or (ii) the consent or approval of any government

regulatory body is necessary or desirable as a condition of, or in connection with, the delivery of shares, then in any such event, the award of RSUs shall not be effective unless such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee.

Conflicts and Interpretation

In the event of any conflict between these Terms and Conditions and the 2008 Plan, the 2008 Plan shall control; provided, that an action or provision that is permissive under the terms of the 2008 Plan, and required under these Terms and Conditions, shall not be deemed a conflict and these Terms and Conditions shall control. In the event of any ambiguity in these Terms and Conditions, or any matters as to which these Terms and Conditions are silent, the 2008 Plan shall govern. In the event of (i) any conflict between the Award Notice (or any information posted on LendingTree's intranet or given to you directly or indirectly through the Agent (including information posted on <https://us.etrade.com/stock-plans>) and LendingTree's books and records, or (ii) ambiguity in the Award Notice (or any information posted on LendingTree's intranet or given to you directly or indirectly through the Agent (including information posted on <https://us.etrade.com/stock-plans>), LendingTree's books and records shall control.

Amendment

LendingTree may modify, amend or waive the terms of your RSUs, prospectively or retroactively, but no such modification, amendment or waiver shall materially impair your rights without your consent, except as required by applicable law, NASDAQ or stock exchange rules, tax rules or accounting rules.

Data Protection

The acceptance of your RSUs constitutes your authorization of the release from time to time to LendingTree or any of its Subsidiaries or Affiliates and to the Agent (together, the "Relevant Companies") of any and all personal or professional data that is necessary or desirable for the administration of your RSUs and/or the 2008 Plan (the "Relevant Information"). Without limiting the above, this authorization permits your employing company to collect, process, register and transfer to the Relevant Companies all Relevant Information (including any professional and personal data that may be useful or necessary for the purposes of the administration of your RSUs and/or the 2008 Plan and/or to implement or structure any further grants of equity awards (if any)). The acceptance of your RSUs also constitutes your authorization of the transfer of the Relevant Information to any jurisdiction in which LendingTree, your employing company or the Agent considers appropriate. You shall have access to, and the right to change, the Relevant Information, which will only be used in accordance with applicable law.

Sections 409A, 280G and 4999 of the Code

Your Award is not intended to constitute "nonqualified deferred compensation" within the meaning of Section 409A of the Code and related rules and regulations ("Section 409A"). In no event shall LendingTree be required to pay you any "gross-up" or other payment with respect to any taxes or penalties imposed under Section 409A (or Code Section 280G or 4999) with respect to any amounts or benefits paid to you in respect of your Award.

Notification of Changes

Any changes to these Terms and Conditions shall either be posted on LendingTree's intranet or communicated (either directly by LendingTree or indirectly through any of its Subsidiaries, Affiliates or the Agent) to you electronically via e-mail (or otherwise in writing) after such change becomes effective.

Notice of Stock Option Award Granted to Non-Employee Directors Under the

LendingTree, Inc. 2008 Stock and Annual Incentive Plan

Important Note: You must login to your account to obtain other important information concerning this Award, such as a copy of the LendingTree, Inc. 2008 Stock and Annual Incentive Plan as the same has been amended and restated from time to time up to the date of this Award (the “2008 Plan”) and the Terms and Conditions for Option Awards (the “Terms and Conditions”). You acknowledge that you have received copies of the 2008 Plan and the 2008 Plan’s prospectus.

Award Recipient:

Stock Option Award: Under the 2008 Plan:

You have been awarded a nonqualified option to acquire _____ Shares of LendingTree common stock at an “Exercise Price” of \$ _____ per Share (“Stock Option”);

Award Date:

Vesting Schedule: Subject to your continuous service with LendingTree or its Subsidiaries or Affiliates, your Stock Option shall, subject to the provisions of the 2008 Plan and the Terms and Conditions, vest and no longer be subject to any restriction as of the vesting dates, as set forth below:

Vest Date

Shares Vesting

Expiration Date: Once vested, your Stock Option will expire upon the earlier of (i) the expiration of the 24-month period following your termination of service for any reason other than due to death or Disability, (ii) the expiration of the 24-month period following your termination of service due to death or Disability, or (iii) 10 years from your Award Date (the “Expiration Date”), except as otherwise provided in the 2008 Plan or the attached Terms and Conditions.

If you do not exercise your vested Stock Option before the Expiration Date, your unexercised Stock Option will be forfeited and canceled in its entirety.

Impact of a Termination of Service: Except as otherwise provided in the 2008 Plan, the Terms and Conditions and any Individual Agreement between you and LendingTree, the unvested portion of this Stock Option will be forfeited without consideration and canceled in its entirety upon a termination of your service.

Terms and Conditions: Capitalized terms used (but not defined) in this Award Notice shall have the meanings set forth in the 2008 Plan.

Your Stock Option is subject to the Terms and Conditions attached hereto and the 2008 Plan. Copies of these documents are also available upon request from the Human Resources Department. In the event of a conflict between the Terms and Conditions and this Notice, this Notice shall control.

Without a complete review of these documents, you will not have a full understanding of all the material terms of your Stock Option.

Terms and Conditions for Stock Option Award

Overview

These Terms and Conditions apply to the stock option (the "Award") awarded to you by LendingTree, Inc. ("LendingTree" or the "Company") pursuant to Section 5 of the LendingTree, Inc. 2008 Stock and Annual Incentive Plan as the same has been amended and restated from time to time up to the date of this Award (the "2008 Plan"). You were notified of your Award by way of an award notice (the "Award Notice"). All capitalized terms used herein, to the extent not defined, shall have the meaning as set forth in the 2008 Plan.

Continuous Service

In order for the Award to vest, you must maintain service as a director of LendingTree or any of its Subsidiaries or Affiliates during the Restriction Period (as defined below) or as otherwise provided in the Vesting section below. Nothing in your Award Notice, these Terms and Conditions, or the 2008 Plan shall confer upon you any right to continue in the service of LendingTree or any of its Subsidiaries or Affiliates or interfere in any way with their rights to terminate your service at any time and for any or no reason.

Vesting

Subject to the Award Notice, these Terms and Conditions and the 2008 Plan, the Award shall vest and no longer be subject to satisfaction of any restriction as set forth in the Vesting Schedule section of the Award Notice. The period during which such restrictions apply is the "Restriction Period."

The vesting of your Award is conditioned upon your continuous service as a director of LendingTree or its Subsidiaries or Affiliates through each respective vesting date. Notwithstanding the foregoing, 100% of your then-outstanding and unvested portion of your Award shall vest upon the occurrence of a Change in Control which occurs during your service with LendingTree (or any Subsidiary or Affiliate). The term "Change in Control" is defined in the 2008 Plan, and includes certain events affecting LendingTree (not events only affecting specific businesses of LendingTree).

Notwithstanding the foregoing, in the event you experience a termination of service due to your death or Disability, then 100% of your then-outstanding and unvested portion of your Award shall vest upon such termination of service.

Termination of Service

Upon the termination of your service with LendingTree or any of its Subsidiaries or Affiliates during the Restriction Period for any reason, any unvested portion of this Award shall be forfeited and canceled in its entirety without consideration effective immediately upon such termination of service. The then vested portion of this Stock Option may remain exercisable after your termination of service to the extent permitted under section 5(i) of the 2008 Plan.

For the avoidance of doubt, transfers of service among the Company and its Subsidiaries and Affiliates, without any break in service, is not a termination of service.

Exercise

When you wish to exercise this Award, you must notify the Company by filing a "Notice of Exercise" in the form prescribed by LendingTree at the address given on the form. Your notice must specify how many Shares you wish to purchase and is subject to the minimum purchase limitation set forth in section 5(g) of the 2008 Plan. The notice can only become effective after it is received and approved by the Company. If someone else wants to exercise this Stock Option after your death, that person must prove to the Company's satisfaction that he or she is entitled to do so.

When you submit your Notice of Exercise, you must include payment of the aggregate Exercise Price for the Shares you are purchasing. Payment may be made in one (or a combination) of (i) certified or bank check or (ii) to the extent approved by the Committee by any of the methods described in sections 5(g)(i), 5(g)(ii), or 5(g)(iii) of the 2008 Plan.

Non-Transferability of the Award

Your Award shall not be transferable by you by means of sale, assignment, exchange, encumbrance, pledge, hedge or otherwise except as may be permitted under section 5(j) of the 2008 Plan.

No Rights as a Stockholder

Until your Award is exercised and settled with Shares, you shall not be entitled to any rights of a stockholder with respect to the Award (including the right to vote the underlying Shares or receive dividends). Moreover, if LendingTree declares and pays dividends on the Common Stock during the Restriction Period, this Award will not be credited with any dividends.

Other Restrictions

The Award shall be subject to the requirement that, if at any time the Committee shall determine that (i) the listing, registration or qualification of the Shares of Common Stock subject or related thereto upon any securities exchange or under any state or federal law, or (ii) the consent or approval of any government regulatory body is necessary or desirable as a condition of, or in connection with, the delivery of Shares, then in any such event, the Award and/or any issuance of Shares under the Award shall not be effective unless such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee.

Conflicts and Interpretation

In the event of any conflict between these Terms and Conditions and the 2008 Plan, the 2008 Plan shall control; provided, that an action or provision that is permissive under the terms of the 2008 Plan, and required under these Terms and Conditions, shall not be deemed a conflict and these Terms and Conditions shall control. In the event of any ambiguity in these Terms and Conditions, or any matters as to which these Terms and Conditions are silent, the 2008 Plan shall govern. In the event of (i) any conflict between the Award Notice (or any information posted on LendingTree's intranet or given to you directly or indirectly through the Agent (including information posted on <https://us.etrade.com/stock-plans>) and LendingTree's books and records, or (ii) ambiguity in the Award Notice (or any information posted on LendingTree's intranet or given to you directly or indirectly through the Agent (including information posted on <https://us.etrade.com/stock-plans>), LendingTree's books and records shall control.

Amendment

LendingTree may modify, amend or waive the terms of your Awards, prospectively or retroactively, but no such modification, amendment or waiver shall materially impair your rights without your consent, except as required by applicable law, NASDAQ or stock exchange rules, tax rules or accounting rules.

Data Protection

The acceptance of your Award constitutes your authorization of the release from time to time to LendingTree or any of its Subsidiaries or Affiliates and to the agent selected by LendingTree to administer the 2008 Plan (the "Agent") (together, the "Relevant Companies") of any and all personal or professional data that is necessary or desirable for the administration of your Award and/or the 2008 Plan (the "Relevant Information"). Without limiting the above, this authorization permits LendingTree to collect, process, register and transfer to the Relevant Companies all Relevant Information (including any professional and personal data that may be useful or necessary for the purposes of the administration of your Award and/or the 2008 Plan and/or to implement or structure any further grants of equity awards (if any)). The acceptance of your Award also constitutes your authorization of the transfer of the Relevant Information to any jurisdiction in which LendingTree or the Agent considers appropriate. You shall have access to, and the right to change, the Relevant Information, which will only be used in accordance with applicable law.

Sections 409A, 280G and 4999 of the Code

Your Award is not intended to constitute "nonqualified deferred compensation" within the meaning of Section 409A of the Code and related rules and regulations ("Section 409A"). In no event shall LendingTree be required to pay you any "gross-up" or other payment with respect to any taxes or penalties imposed under Section 409A (or Code Section 280G or 4999) with respect to any amounts or benefits paid to you in respect of your Award.

Notification of Changes

Any changes to these Terms and Conditions shall either be posted on LendingTree's intranet or communicated (either directly by LendingTree or indirectly through any of its Subsidiaries, Affiliates or the Agent) to you electronically via e-mail (or otherwise in writing) after such change becomes effective.

Notice of Restricted Stock Unit Award Granted to Non-Employee Directors

Under the LendingTree, Inc. 2008 Stock and Annual Incentive Plan

Important Note: You must login to your account to obtain other important information concerning this Award, such as a copy of the LendingTree, Inc. 2008 Stock and Annual Incentive Plan as the same has been amended and restated from time to time up to the date of this Award (the “2008 Plan”) and the Terms and Conditions for Restricted Stock Unit Awards (the “Terms and Conditions”). You acknowledge that you have received copies of the 2008 Plan and the 2008 Plan’s prospectus.

Award Recipient:					
Restricted Stock Unit Award:	Restricted stock units (“RSUs”) granted under the 2008 Plan.				
Award Date:					
Vesting Schedule:	Your RSUs shall, subject to the provisions of the 2008 Plan and the Terms and Conditions, vest and no longer be subject to any restriction as of the vesting dates, as set forth below: <table style="margin-left: auto; margin-right: auto; border: none;"> <thead> <tr> <th style="text-align: center;">Vest Date</th> <th style="text-align: center;">Shares Vesting</th> </tr> </thead> <tbody> <tr> <td style="height: 20px;"></td> <td></td> </tr> </tbody> </table>	Vest Date	Shares Vesting		
Vest Date	Shares Vesting				
Impact of a Termination of Service:	Except as otherwise provided in the 2008 Plan or in the Terms and Conditions, or any Individual Agreement, all of your unvested RSUs will be forfeited and canceled without consideration in their entirety upon a termination of your service as a director of LendingTree.				
Terms and Conditions:	Capitalized terms used (but not defined) in this Award Notice shall have the meanings set forth in the 2008 Plan. Your RSUs are subject to the Terms and Conditions and the 2008 Plan. We strongly encourage you to review the Terms and Conditions and the 2008 Plan. These documents will help provide you with a full understanding of your RSU award.				

Terms and Conditions for Restricted Stock Unit Award

Overview

These Terms and Conditions apply to the restricted stock units (the “Award”) awarded to you by LendingTree, Inc. (“LendingTree” or the “Company”) pursuant to Section 7 of the LendingTree, Inc. 2008 Stock and Annual Incentive Plan as the same has been amended and restated from time to time up to the date of this

Award (the “2008 Plan”). You were notified of your Award by way of an award notice (the “Award Notice”). All capitalized terms used herein, to the extent not defined, shall have the meaning as set forth in the 2008 Plan.

Continuous Service

In order for RSUs to vest, you must maintain service as a director of LendingTree or any of its Subsidiaries or Affiliates during the Restriction Period (as defined below) or as otherwise provided in the Vesting section below. Nothing in your Award Notice, these Terms and Conditions, or the 2008 Plan shall confer upon you any right to continue in the service of LendingTree or any of its Subsidiaries or Affiliates or interfere in any way with their rights to terminate your service at any time and for any or no reason.

Vesting

Subject to the Award Notice, these Terms and Conditions and the 2008 Plan, the RSUs in respect to your Award shall vest and no longer be subject to satisfaction of any restriction as set forth in the Vesting Schedule section of the Award Notice. The period during which such restrictions apply is the “Restriction Period.”

The vesting of your Award is conditioned upon your continuous service as a director of LendingTree or its Subsidiaries or Affiliates through each respective vesting date.

Notwithstanding the foregoing, 100% of your then-outstanding and unvested portion of your Award shall vest upon the occurrence of a Change in Control which occurs during your service with LendingTree (or any Subsidiary or Affiliate). The term “Change in Control” is defined in the 2008 Plan, and includes certain events affecting LendingTree (not events only affecting specific businesses of LendingTree).

Notwithstanding the foregoing, in the event you experience a termination of service due to your death or Disability, then 100% of your then-outstanding and unvested portion of your Award shall vest upon such termination of service.

Termination of Service

Upon the termination of your service with LendingTree or any of its Subsidiaries or Affiliates during the Restriction Period for any reason, any unvested portion of this RSU Award shall be forfeited and canceled in its entirety without consideration effective immediately upon such termination of service.

For the avoidance of doubt, transfers of service among the Company and its Subsidiaries and Affiliates, without any break in service, is not a termination of service.

Settlement

As soon as practicable after any RSUs in respect of your Award have vested and are no longer subject to the restrictions that apply during the Restriction Period (but in no event later than two and one-half months after the end of the fiscal year in which the RSUs vest), such RSUs shall be settled. For each RSU settled, LendingTree shall issue one Share (or cash equivalent) for each RSU that has vested. Notwithstanding the foregoing, LendingTree shall be entitled to hold the Shares or cash issuable to you upon settlement of all RSUs that have vested until LendingTree or the agent selected by LendingTree to administer the 2008 Plan (the “Agent”) has received from you a duly executed Form W-9 or W-8.

Non-Transferability of the RSUs

Until such time as your RSUs are ultimately settled, they shall not be transferable by you by means of sale, assignment, exchange, encumbrance, pledge, hedge or otherwise.

No Rights as a Stockholder

Except as otherwise specifically provided in the 2008 Plan, unless and until your RSUs are settled with Shares, you shall not be entitled to any rights of a stockholder with respect to the RSUs (including the right to vote the underlying Shares or receive dividends). Notwithstanding the foregoing, if LendingTree declares and pays dividends on the Common Stock during the Restriction Period for particular RSUs in respect of your Award, you will be credited with additional amounts for each RSU underlying such Award equal to the dividend that would have been paid with respect to such RSU as if it had been an actual share of Common Stock, which amount shall remain subject to restrictions (and as determined by the Committee may be reinvested in RSUs or may be held in kind as restricted property) and shall vest concurrently with the vesting of the RSUs upon which such dividend equivalent amounts were paid (and shall be settled at the same time as the underlying RSUs).

Other Restrictions

The RSUs shall be subject to the requirement that, if at any time the Committee shall determine that (i) the listing, registration or qualification of the shares of Common Stock subject or related thereto upon any securities exchange or under any state or federal law, or (ii) the consent or approval of any government regulatory body is necessary or desirable as a condition of, or in connection with, the delivery of shares, then in any such event, the award of RSUs shall not be effective unless such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee.

Conflicts and Interpretation

In the event of any conflict between these Terms and Conditions and the 2008 Plan, the 2008 Plan shall control; provided, that an action or provision that is permissive under the terms of the 2008 Plan, and required under these Terms and Conditions, shall not be deemed a conflict and these Terms and Conditions shall control. In the event of any ambiguity in these Terms and Conditions, or any matters as to which these Terms and Conditions are silent, the 2008 Plan shall govern. In the event of (i) any conflict between the Award Notice (or any information posted on LendingTree's intranet or given to you directly or indirectly through the Agent (including information posted on <https://us.etrade.com/stock-plans>) and LendingTree's books and records, or (ii) ambiguity in the Award Notice (or any information posted on LendingTree's intranet or given to you directly or indirectly through the Agent (including information posted on <https://us.etrade.com/stock-plans>), LendingTree's books and records shall control.

Amendment

LendingTree may modify, amend or waive the terms of your RSUs, prospectively or retroactively, but no such modification, amendment or waiver shall materially impair your rights without your consent, except as required by applicable law, NASDAQ or stock exchange rules, tax rules or accounting rules.

Data Protection

The acceptance of your RSUs constitutes your authorization of the release from time to time to LendingTree or any of its Subsidiaries or Affiliates and to the Agent (together, the "Relevant Companies") of any and all

personal or professional data that is necessary or desirable for the administration of your RSUs and/or the 2008 Plan (the "Relevant Information"). Without limiting the above, this authorization permits LendingTree to collect, process, register and transfer to the Relevant Companies all Relevant Information (including any professional and personal data that may be useful or necessary for the purposes of the administration of your RSUs and/or the 2008 Plan and/or to implement or structure any further grants of equity awards (if any)). The acceptance of your RSUs also constitutes your authorization of the transfer of the Relevant Information to any jurisdiction in which LendingTree or the Agent considers appropriate. You shall have access to, and the right to change, the Relevant Information, which will only be used in accordance with applicable law.

Sections 409A, 280G and 4999 of the Code

Your Award is not intended to constitute "nonqualified deferred compensation" within the meaning of Section 409A of the Code and related rules and regulations ("Section 409A"). In no event shall LendingTree be required to pay you any "gross-up" or other payment with respect to any taxes or penalties imposed under Section 409A (or Code Section 280G or 4999) with respect to any amounts or benefits paid to you in respect of your Award.

Notification of Changes

Any changes to these Terms and Conditions shall either be posted on LendingTree's intranet or communicated (either directly by LendingTree or indirectly through any of its Subsidiaries, Affiliates or the Agent) to you electronically via e-mail (or otherwise in writing) after such change becomes effective.

CERTIFICATION

I, Douglas R. Lebda, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended June 30, 2020 of LendingTree, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2020

/s/ Douglas R. Lebda

Douglas R. Lebda
Chairman and Chief Executive Officer
(principal executive officer)

CERTIFICATION

I, J.D. Moriarty, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended June 30, 2020 of LendingTree, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2020

/s/ J.D. Moriarty

J.D. Moriarty
Chief Financial Officer
(principal financial officer)

**CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Douglas R. Lebda, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2020 of LendingTree, Inc. (the "Report") which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of LendingTree, Inc.

Date: August 4, 2020

/s/ Douglas R. Lebda

Douglas R. Lebda
Chairman and Chief Executive Officer
(principal executive officer)

**CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, J.D. Moriarty, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) the Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2020 of LendingTree, Inc. (the "Report") which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of LendingTree, Inc.

Date: August 4, 2020

/s/ J.D. Moriarty

J.D. Moriarty
Chief Financial Officer
(principal financial officer)