

INVESTTOOLS INC  
Form SC 13G  
August 31, 2007

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b) (Amendment No. )\***

**INVESTTOOLS INC.**

(Name of Issuer)

**COMMON STOCK**

(Title of Class of Securities)

46145P103

(CUSIP Number)

February 15, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS:

- 1** TCV V, L.P.  
See Item 2 for identification of the General Partner

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

- 2** (a)   
(b)

SEC USE ONLY:

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION:

- 4** Delaware

SOLE VOTING POWER:

**5**

NUMBER OF 3,772,291 SHARES OF COMMON STOCK (A)

SHARED VOTING POWER:

SHARES BENEFICIALLY **6**

OWNED BY -0- SHARES OF COMMON STOCK

SOLE DISPOSITIVE POWER:

EACH REPORTING **7**

PERSON 3,772,291 SHARES OF COMMON STOCK (A)

SHARED DISPOSITIVE POWER:

WITH: **8**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

- 9** 3,772,291 SHARES OF COMMON STOCK (A)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

5.8%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(A) Represents the total number of shares owned as of 8/30/07. Please see Item 4.

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NAMES OF REPORTING PERSONS:

- 1** TCV Member Fund, L.P.  
See Item 2 for identification of a General Partner

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

- 2** (a)   
(b)

SEC USE ONLY:

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION:

- 4** Delaware

SOLE VOTING POWER:

**5**

NUMBER OF 71,265 SHARES OF COMMON STOCK (A)

SHARED VOTING POWER:

**6**

SHARES BENEFICIALLY OWNED BY -0- SHARES OF COMMON STOCK

SOLE DISPOSITIVE POWER:

**7**

EACH REPORTING PERSON 71,265 SHARES OF COMMON STOCK (A)

SHARED DISPOSITIVE POWER:

**8**

WITH: -0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**9**

71,265 SHARES OF COMMON STOCK (A)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

Less than 1%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(A) Represents the total number of shares owned as of 8/30/07. Please see Item 4.

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NAMES OF REPORTING PERSONS:

- 1** TECHNOLOGY CROSSOVER MANAGEMENT V, L.L.C.  
See Item 2 for identification of the Class A Members

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

- 2** (a)   
(b)

SEC USE ONLY:

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**4**

Delaware

SOLE VOTING POWER:

**5**

NUMBER OF 3,843,556 SHARES OF COMMON STOCK (A)

SHARED VOTING POWER:

SHARES BENEFICIALLY **6**

OWNED BY -0- SHARES OF COMMON STOCK

SOLE DISPOSITIVE POWER:

EACH REPORTING **7**

PERSON 3,843,556 SHARES OF COMMON STOCK (A)

SHARED DISPOSITIVE POWER:

WITH: **8**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**9**

3,843,556 SHARES OF COMMON STOCK (A)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

5.9%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

(A) Represents the total number of shares owned as of 8/30/07. Please see Item 4.

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**1** NAMES OF REPORTING PERSONS:  
Jay C. Hoag

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** CITIZENSHIP OR PLACE OF ORGANIZATION:  
U.S. Citizen

**5** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **6** 3,843,556 SHARES OF COMMON STOCK (A)  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **7** -0- SHARES OF COMMON STOCK  
PERSON

WITH: SHARED DISPOSITIVE POWER:  
**8** 3,843,556 SHARES OF COMMON STOCK (A)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
3,843,556 SHARES OF COMMON STOCK (A)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

5.9%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Represents the total number of shares owned as of 8/30/07. Please see Item 4.

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**1** NAMES OF REPORTING PERSONS:  
Richard H. Kimball

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** CITIZENSHIP OR PLACE OF ORGANIZATION:  
U.S. Citizen

**5** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **6** 3,843,556 SHARES OF COMMON STOCK (A)  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **7** -0- SHARES OF COMMON STOCK  
PERSON

WITH: SHARED DISPOSITIVE POWER:  
**8** 3,843,556 SHARES OF COMMON STOCK (A)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
3,843,556 SHARES OF COMMON STOCK (A)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

5.9%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Represents the total number of shares owned as of 8/30/07. Please see Item 4.

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**1** NAMES OF REPORTING PERSONS:  
John L. Drew

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** CITIZENSHIP OR PLACE OF ORGANIZATION:  
U.S. Citizen

**5** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **6** 3,843,556 SHARES OF COMMON STOCK (A)  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **7** -0- SHARES OF COMMON STOCK  
PERSON

WITH: SHARED DISPOSITIVE POWER:  
**8** 3,843,556 SHARES OF COMMON STOCK (A)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
3,843,556 SHARES OF COMMON STOCK (A)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

5.9%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Represents the total number of shares owned as of 8/30/07. Please see Item 4.

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**1** NAMES OF REPORTING PERSONS:  
Jon Q. Reynolds, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** CITIZENSHIP OR PLACE OF ORGANIZATION:  
U.S. Citizen

**5** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **6** 3,843,556 SHARES OF COMMON STOCK (A)  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **7** -0- SHARES OF COMMON STOCK  
PERSON

WITH: SHARED DISPOSITIVE POWER:  
**8** 3,843,556 SHARES OF COMMON STOCK (A)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
3,843,556 SHARES OF COMMON STOCK (A)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

5.9%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Represents the total number of shares owned as of 8/30/07. Please see Item 4.

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**1** NAMES OF REPORTING PERSONS:  
William J. G. Griffith IV

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** CITIZENSHIP OR PLACE OF ORGANIZATION:  
U.S. Citizen

**5** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **6** 3,843,556 SHARES OF COMMON STOCK (A)  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **7** -0- SHARES OF COMMON STOCK  
PERSON

WITH: SHARED DISPOSITIVE POWER:  
**8** 3,843,556 SHARES OF COMMON STOCK (A)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
3,843,556 SHARES OF COMMON STOCK (A)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

5.9%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Represents the total number of shares owned as of 8/30/07. Please see Item 4.

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**1** NAMES OF REPORTING PERSONS:  
Henry J. Feinberg

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** CITIZENSHIP OR PLACE OF ORGANIZATION:  
U.S. Citizen

**5** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **6** 3,843,556 SHARES OF COMMON STOCK (A)  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **7** -0- SHARES OF COMMON STOCK  
PERSON

WITH: SHARED DISPOSITIVE POWER:  
**8** 3,843,556 SHARES OF COMMON STOCK (A)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
3,843,556 SHARES OF COMMON STOCK (A)

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

5.9%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(A) Represents the total number of shares owned as of 8/30/07. Please see Item 4.

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THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

ITEM 10. CERTIFICATION

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ITEM 1.

(a) NAME OF ISSUER: INVESTTOOLS Inc. (the Company )

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 13947 South Minuteman Drive, Draper, UT, 84020

**ITEM 2.**

Set forth below is the following information with respect to each of the persons filing this Schedule 13G (together, the Filing Persons): (a) name; (b) address of principal offices (if entity) or residence or business address (if individual); (c) citizenship (if individual) or jurisdiction of organization (if entity); (d) title of class of securities and (e) CUSIP number.

I.

(a) TCV V, L.P., a Delaware limited partnership. The General Partner of TCV V, L.P. is Technology Crossover Management V, L.L.C., a limited liability company ( TCM V ). The Managing Members of TCM V are Jay C. Hoag ( Hoag ), Richard H. Kimball ( Kimball ), John L. Drew ( Drew ), Jon Q. Reynolds, Jr. ( Reynolds ), William J. G. Griffith IV ( Griffith ) and Henry J. Feinberg ( Feinberg ) (Hoag, Kimball, Drew, Reynolds, Griffith and Feinberg are collectively referred to here in a the Members ).

(b) 528 Ramona Street, Palo Alto, CA 94301

(c) Delaware

(d) Common Stock

(e) 45772G 10 5

II.

(a) TCV Member Fund, L.P., a Delaware limited partnership ( Member Fund ). TCM V is a General Partner of the Member Fund.

(b) 528 Ramona Street, Palo Alto, CA 94301

(c) Delaware

(d) Common Stock

(e) 45772G 10 5

III.

(a) Technology Crossover Management V, L.L.C., a Delaware limited liability company.

(b) 528 Ramona Street, Palo Alto, CA 94301

(c) Delaware

(d) Common Stock

(e) 45772G 10 5

IV.

(a) Jay C. Hoag

(b) 528 Ramona Street, Palo Alto, CA 94301

(c) U.S. Citizen

(d) Common Stock

(e) 45772G 10 5

V.

(a) Richard H. Kimball

(b) 528 Ramona Street, Palo Alto, CA 94301

(c) U.S. Citizen

(d) Common Stock

(e) 45772G 10 5

VI.

(a) John L. Drew

(b) 528 Ramona Street, Palo Alto, CA 94301

(c) U.S. Citizen

(d) Common Stock

(e) 45772G 10 5

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## VII.

- (a) Jon Q. Reynolds, Jr.  
 (b) 528 Ramona Street, Palo Alto, CA 94301  
 (c) U.S. Citizen  
 (d) Common Stock  
 (e) 45772G 10 5

## VIII.

- (a) William J. G. Griffith IV  
 (b) 528 Ramona Street, Palo Alto, CA 94301  
 (c) U.S. Citizen  
 (d) Common Stock  
 (e) 45772G 10 5

## IX.

- (a) Henry J. Feinberg  
 (b) 528 Ramona Street, Palo Alto, CA 94301  
 (c) U.S. Citizen  
 (d) Common Stock  
 (e) 45772G 10 5

**ITEM 3.**

Not Applicable

**ITEM 4.**

(a), (b) and (c) This Schedule 13G shall not be construed as an admission that any Filing Person is, either for purposes of Section 13(d) or 13(g) of the Act or for other purposes, the beneficial owner of any Common Stock disclosed in this Schedule 13G. The aggregate number and percentage of the class of securities identified pursuant to Item 1 of this Schedule 13G that, pursuant to Rule 13d-3, may be deemed to be beneficially owned by each Filing Person are as follows:

Filing Person	Common Stock		% of Class (1) as of 8/30/07	Voting Power	Dispositive Power
	Beneficially Owned on 2/15/07	Beneficially Owned on 8/30/07			
TCV V, L.P.	4,269,303	3,772,291	5.8%	sole	sole
Member Fund	80,653	71,265	Less than 1%	sole	sole
TCM V	4,349,956	3,843,556	5.9%	sole	sole
Hoag	4,349,956	3,843,556	5.9%	shared	shared
Kimball	4,349,956	3,843,556	5.9%	shared	shared
Drew	4,349,956	3,843,556	5.9%	shared	shared
Reynolds	4,349,956	3,843,556	5.9%	shared	shared
Griffith	4,349,956	3,843,556	5.9%	shared	shared
Feinberg	4,349,956	3,843,556	5.9%	shared	shared

- (1) All percentages in this table are based on the 65,599,796 shares of Common Stock of the Company outstanding as

of August 9,  
2007, as  
reported in the  
Company's most  
Form 10-Q filed  
with the  
Securities and  
Exchange  
Commission on  
August 9, 2007.

Each of TCV V, L.P. and Member Fund (collectively the "TCV Funds") has the sole power to dispose or direct the disposition of the shares by the TCV Funds and has the sole power to direct the voting of its respective shares held by the TCV Funds. TCM V, as a general partner of the TCV Funds, may also be deemed to have the sole power to dispose or direct the disposition of the shares and held by the TCV Funds and have the sole power to direct the vote of the shares held by the TCV Funds. TCM V disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Each of the Members is (i) a Class A Member of TCM V and (ii) a limited partner of Member Fund. Under the operating agreement of TCM V, the Members have the shared power to dispose or direct the disposition of the shares held by TCV Funds and the shared power to direct the vote of the shares held by the TCV Funds. Each of the Members disclaims beneficial ownership of the securities owned by TCV Funds except to the extent of their pecuniary interest therein.

Except as set forth in this Item 4(a) (c), each of the Filing Persons disclaims beneficial ownership of any Common Stock owned beneficially or of record by any other Filing Person.

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**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not Applicable.

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY**

Not Applicable.

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**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

This Schedule 13G is being filed jointly pursuant to Rule 13d-1(k). As a result of the relationships among the Filing Persons described herein, some or all of the Filing Persons may be deemed to comprise a group within the meaning of Section 13 and the Rules promulgated thereunder. However, the Filing Persons deny such group status.

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP**

Not Applicable.

**ITEM 10. CERTIFICATION**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**MATERIAL TO BE FILED AS EXHIBITS**

- Exhibit 1     Joint Filing Agreement
- Exhibit 2     Statement Appointing Designated Filer and Authorized Signatories dated May 1, 2006  
(incorporated by reference from Exhibit 4 to the Schedule 13D/A relating to the common  
stock of Capella Education Company filed on November 22, 2006)
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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 31, 2007

**TCV V, L.P.  
a Delaware Limited Partnership**

By: */s/ Carla S. Newell*  
  
Carla S. Newell, Authorized  
Signatory

**TCV Member Fund, L.P.  
a Delaware Limited Partnership**

By: */s/ Carla S. Newell*  
  
Carla S. Newell, Authorized  
Signatory

**TECHNOLOGY CROSSOVER MANAGEMENT V,  
L.L.C.  
a Delaware Limited Liability Company**

By: */s/ Carla S. Newell*  
  
Carla S. Newell, Authorized  
Signatory

**JAY C. HOAG**

By: */s/ Carla S. Newell*  
  
Carla S. Newell, Authorized  
Signatory

**RICHARD H. KIMBALL**

By: */s/ Carla S. Newell*  
  
Carla S. Newell, Authorized  
Signatory

**JOHN L. DREW**

By: */s/ Carla S. Newell*

Carla S. Newell, Authorized  
Signatory

**JON Q. REYNOLDS, JR.**

By: */s/ Carla S. Newell*

Carla S. Newell, Authorized  
Signatory

**WILLIAM J. G. GRIFFITH IV**

By: */s/ Carla S. Newell*

Carla S. Newell, Authorized  
Signatory

**HENRY J. FEINBERG**

By: */s/ Carla S. Newell*

Carla S. Newell, Authorized  
Signatory

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**EXHIBIT 1  
JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Filing Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the common stock, par value \$0.01 per share, of INVESTTOOLS Inc., a Delaware corporation, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of the 31<sup>st</sup> day of August, 2007.

**TCV V, L.P.  
a Delaware Limited Partnership**

By: */s/ Carla S. Newell*  
  
Carla S. Newell, Authorized  
Signatory

**TCV MEMBER FUND, L.P.  
a Delaware Limited Partnership**

By: */s/ Carla S. Newell*  
  
Carla S. Newell, Authorized  
Signatory

**TECHNOLOGY CROSSOVER MANAGEMENT V,  
L.L.C.  
a Delaware Limited Liability Company**

By: */s/ Carla S. Newell*  
  
Carla S. Newell, Authorized  
Signatory

**JAY C. HOAG**

By: */s/ Carla S. Newell*  
  
Carla S. Newell, Authorized  
Signatory

**RICHARD H. KIMBALL**

By: */s/ Carla S. Newell*  
  
Carla S. Newell, Authorized  
Signatory

**JOHN L. DREW**

By: */s/ Carla S. Newell*

Carla S. Newell, Authorized  
Signatory

**JON Q. REYNOLDS, JR.**

By: */s/ Carla S. Newell*

Carla S. Newell, Authorized  
Signatory

**WILLIAM J. G. GRIFFITH IV**

By: */s/ Carla S. Newell*

Carla S. Newell, Authorized  
Signatory

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**HENRY J. FEINBERG**

By: */s/ Carla S. Newell*

Carla S. Newell, Authorized  
Signatory