

Life Quotes, Inc.
Form SC TO-T/A
June 28, 2010

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 1 to

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1)

OR SECTION 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

LIFE QUOTES, INC.

(Name of Subject Company (Issuer))

LQ ACQUISITION, INC. AND ROBERT S. BLAND

(Name of Filing Persons (Offeror))

COMMON STOCK, PAR VALUE \$.003 PER SHARE

(Title of Class of Securities)

45807N109

(CUSIP Number of Class of Securities)

SCHEDULE 13E-3

RULE 13E-3 TRANSACTION STATEMENT

UNDER SECTION 13(E) OF THE SECURITIES EXCHANGE ACT OF 1934

LQ ACQUISITION, INC. AND ROBERT S. BLAND

(Name of Person(s) Filing Statement)

COMMON STOCK, PAR VALUE \$.003 PER SHARE

(Title of Class of Securities)

45807N109

(CUSIP Number of Class of Securities)

Robert S. Bland

LQ Acquisition Inc.

c/o Life Quotes, Inc.

Suite 102

8205 S. Cass Avenue

Darien, IL 60561

1-800-556-9393 extension 295

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copy to:

Gaspare G. Ruggirello, Esq.

Derico & Associates, P.C.

77 W. Washington Street

Suite 500

Chicago, IL 60025

(312) 263-8625

CALCULATION OF FILING FEE

Transaction Valuation(1):
\$18,638,584

Amount of Filing Fee(2)(3):
\$1,328.93

- (1) Estimated solely for the purpose of calculating the amount of the filing fee in accordance with the Securities Exchange Act of 1934 based on the product of (i) \$4.00 (i.e., the tender offer price) and (ii) 4,659,646, the estimated maximum number of shares of common stock, par value \$0.003 per share, of Life Quotes, Inc. Such number of Shares represents the 6,767,691 Shares outstanding as of June 1, 2010, less the 2,108,045 Shares already beneficially owned by LQ Acquisition Inc and Robert S. Bland.
- (2) The amount of the filing fee calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$71.30 for each \$1,000,000 of value. The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934.
- (3) The filing fee was previously paid.

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

Amount previously paid:
Filing Party:
Form or registration no.:
Date Filed:

Not applicable
Not applicable
Not applicable
Not applicable

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

This Tender Offer Statement and Rule 13E-3 Transaction Statement filed under cover of Schedule TO (this Schedule TO) relates to the offer by LQ Acquisition Inc., an Illinois corporation wholly-owned by Robert S. Bland, and Robert S. Bland (Bland), president and chief executive officer of Life Quotes, Inc (LQ), to purchase all of the issued and outstanding shares of common stock, par value \$0.003 per share (the Shares), of LQ not owned by LQ Acquisition Inc. or Bland, at a purchase price of \$4.00 per Share, net to the holder in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 10, 2010 (the Offer to Purchase), and in the related Letter of Transmittal (the Letter of Transmittal), copies of which are attached hereto as Exhibits (a)(1)(A) and (a)(1)(B) (which, together with any amendments or supplements from time to time thereto, constitute the Offer).

The information in the Offer to Purchase, including all schedules and annexes thereto, is hereby expressly incorporated herein by reference in response to all the items of this Schedule TO, including, without limitation, all of the information required by Schedule 13E-3 that is not included in or covered by the items in Schedule TO, and is supplemented by the information specifically provided herein.

Item 1. Summary Term Sheet
Item 1001 of Regulation M-A

The information set forth in the Offer to Purchase under *Summary Term Sheet* is incorporated herein by reference.

Item 2. Subject Company Information
Item 1002-(a)-(c) of Regulation M-A

(a) The information set forth in the Offer to Purchase under *The Tender Offer Certain Information Concerning LQ* is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase under *Summary Term Sheet* is incorporated herein by reference.

(c) The information set forth in the Offer to Purchase under *The Tender Offer Price Range of Shares; Dividends* is incorporated herein by reference.

Item 3. Identity and Background of Filing Person
Item 1003(a)-(c) of Regulation M-A

(a) The information set forth in the Offer to Purchase under *The Tender Offer Certain Information Concerning LQ Acquisition Inc. and Schedule A Directors and Executive Officers of LQ Acquisition Inc.* is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase under *The Tender Offer Certain Information Concerning LQ Acquisition Inc. and Schedule A Directors and Executive Officers of LQ Acquisition Inc.* is incorporated herein by reference.

(c) The information set forth in the Offer to Purchase under *The Tender Offer Certain Information Concerning LQ Acquisition Inc. and Schedule A Directors and Executive Officers of LQ Acquisition Inc.* is incorporated herein by reference.

Item 4. Terms of the Transaction

Item 1004(a) of Regulation N-A

(a)(1)(i) The information set forth in the Offer to Purchase under *Summary Term Sheet* *What are the classes and amounts of securities sought in the tender offer?* is incorporated herein by reference.

(a)(1)(ii) The information set forth in the Offer to Purchase under *Summary Term Sheet* *How much are you offering to pay? What is the form of payment? Will I have to pay any fees or commissions?* is incorporated herein by reference.

(a)(1)(iii) The information set forth in the Offer to Purchase under *Summary Term Sheet* *How long do I have to decide whether to tender in the tender offer?* and *The Tender Offer* *Terms of the Offer; Expiration Date* is incorporated herein by reference.

(a)(i)(iv) The information set forth in the Offer to Purchase under *Summary Term Sheet* *Can the offer be extended, and under what circumstances?* and *The Tender Offer* *Terms of the Offer; Expiration Date* is incorporated herein by reference.

(a)(i)(v) The information set forth in the Offer to Purchase under *Summary Term Sheet* *Can the tender offer be extended, and how will I be notified if the tender offer is extended?* and *The Tender Offer* *Terms of the Offer; Expiration Date* is incorporated herein by reference.

(a)(i)(vi) The information set forth in the Offer to Purchase under *Summary Term Sheet* *Until what time can I withdraw previously tendered Shares?* and *The Tender Offer* *Withdrawal Rights* is incorporated herein by reference.

(a)(i)(vii) The information set forth in the Offer to Purchase under *Summary Term Sheet* *How do I tender my Shares?*, *Summary Term Sheet* *How do I withdraw tendered Shares?*, *The Tender Offer* *Withdrawal Rights* and *The Tender Offer* *Procedures for Tendering Shares* is incorporated herein by reference.

(a)(i)(viii) The information set forth in the Offer to Purchase under *Summary Term Sheet* *How do I tender my Shares* and *The Tender Offer* *Terms of the Offer; Expiration Date*, *The Tender Offer* *Acceptance for Payment and Payment for Shares*, *The Tender Offer* *Procedures for Tendering Shares* and *The Tender Offer* *Conditions to the Offer* is incorporated herein by reference.

(a)(i)(ix) Not applicable

(a)(i)(x) Not applicable

(a)(i)(xi) Not applicable

(a)(i)(xii) The information set forth in the Offer to Purchase under *The Tender Offer* *Certain U.S. Federal Income Tax Considerations* is incorporated herein by reference.

(a)(2)(i)-(a)(2)(vii) Not applicable

Item 5. Past Contacts, Negotiations and Agreements.

Item 1005(a) and (b) of Regulation N-A

(a) The information set forth in the Offer to Purchase under *Special Factors* *Background of this Offer*, *Special Factors* *Transactions and Arrangements Concerning the Shares*, *Special Factors* *Interests of Certain Persons in the Offer* is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase under *Special Factors Background of this Offer*, *Special Factors Transactions and Arrangements Concerning the Shares*, and *Special Factors Interests of Certain Persons in the Offer* is incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals.

Item 1006(a) and (c)(1)-(7) of Regulation M-A

(a) The information set forth in the Offer to Purchase under and *Special Factors Purpose and Structure of the Offer; Our Reasons for the Offer*, and *Plans for LQ After the Offer; Certain Effects of the Offer* is incorporated herein by reference.

(c)(1) The information set forth in the Offer to Purchase under and *Special Factors Purpose and Structure of the Offer; Our Reasons for the Offer*, and *Plans for LQ After the Offer; Certain Effects of the Offer* is incorporated herein by reference.

(c)(2) The information set forth in the Offer to Purchase under and *Special Factors Purpose and Structure of the Offer; Our Reasons for the Offer*, and *Plans for LQ After the Offer; Certain Effects of the Offer* is incorporated herein by reference.

(c)(3) The information set forth in the Offer to Purchase under and *Special Factors Purpose and Structure of the Offer; Our Reasons for the Offer*, and *Plans for LQ After the Offer; Certain Effects of the Offer* is incorporated herein by reference.

(c)(4) The information set forth in the Offer to Purchase under and *Special Factors Purpose and Structure of the Offer; Our Reasons for the Offer*, and *Plans for LQ After the Offer; Certain Effects of the Offer* is incorporated herein by reference.

(c)(5) The information set forth in the Offer to Purchase under and *Special Factors Purpose and Structure of the Offer; Our Reasons for the Offer*, and *Plans for LQ After the Offer; Certain Effects of the Offer* is incorporated herein by reference.

(c)(6) The information set forth in the Offer to Purchase under and *Special Factors Purpose and Structure of the Offer; Our Reasons for the Offer*, and *Plans for LQ After the Offer; Certain Effects of the Offer* is incorporated herein by reference.

(c)(7) The information set forth in the Offer to Purchase under and *Special Factors Purpose and Structure of the Offer; Our Reasons for the Offer*, and *Plans for LQ After the Offer; Certain Effects of the Offer* is incorporated herein by reference.

Item 7. Source and Amount of Funds or Other Consideration.

Item 1007(a), (b) and (d) of Regulation M-A.

(a) The information set forth in the Offer to Purchase under *Summary Term Sheet Do you have the financial resources to make payment?* and *The Tender Offer Source and Amount of Funds* is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase under *Summary Term Sheet What are the most important conditions to the tender offer?* and *The Tender Offer Conditions to the Offer* is incorporated herein by reference. There are no alternative financing arrangements or alternative financing plans in the event the primary financing plans fall through.

(d) The information set forth in the Offer to Purchase under *The Tender Offer Source and Amount of Funds* is incorporated herein by reference.

Item 8. Interest in Securities of the Subject Company
Item 1008 of Regulation M-A

(a) The information set forth in the Offer to Purchase under *Special Factors Transactions and Arrangements Concerning the Shares* and *Security Ownership of Certain Beneficial Owners* is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase under *Special Factors Transactions and Arrangements Concerning the Shares* and *Schedule B* is incorporated herein by reference.

Item 9. Persons/Assets Retained, Employed, Compensated or Used.
Item 1009(a) of Regulation M-A

(a) The information set forth in the Offer to Purchase under *Special Factors Persons/Assets, Retained, Employed, Compensated or Used* and *The Tender Offer Fees and Expenses* is incorporated herein by reference.

Item 10. Financial Statements.
Item 1010(a) and (b) of Regulation M-A

(a)(1) The audited consolidated financial statements of LQ as of and for the fiscal years ended December 31, 2008 and 2009 are incorporated herein by reference to Item 8 to LQ's annual report on Form 10-K for the year ended December 31, 2009, as amended by Form 10-K/A.

(a)(2) The unaudited consolidated financial statements of LQ as of and for the fiscal quarters ended March 31, 2009 and 2010 are incorporated herein by reference to Item 1 to LQ's quarterly report on Form 10-Q for the quarter ended March 31, 2010.

(a)(4) The book value per share as of March 31, 2010 was \$4.41.

(b) Pro forma financial information for LQ is not material to the Offer.

Item 11. Additional Information
Item 1011 of Regulation M-A

(a)(1) The information set forth in the Offer to Purchase under *Special Factors Background of this Offer*, *Special Factors Interests of Certain Persons in the Offer* and *Special Factors Transactions Concerning the Shares* is incorporated by reference herein.

(a)(2) The information set forth in the Offer to Purchase under *Special Factors Appraisal Rights; Rule 13e-3; The Tender Offer Certain Legal Matters* and *Schedule C Excerpts from the Delaware General Corporation Law Relating to the Rights of Dissenting Stockholders* is incorporated by reference herein.

(a)(3) The information set forth in the Offer to Purchase under *The Tender Offer Certain Legal Matter* is incorporated by reference herein.

(a)(4) The information set forth in the Offer to Purchase under *The Tender Offer Possible Effects of the Offer on the Market for the Shares* is incorporated by reference herein.

(a)(5) Not applicable

(b) None.

Item 12. Exhibits.

Exhibit No.	Description
(a)(1)(A)	Offer to Purchase, dated June 25, 2010.
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(1)(F)	LQ Acquisition Inc. press release, dated June 10, 2010.*
(a)(1)(G)	Letter to Board of Directors of Life Quotes, Inc., dated May 25, 2010.*
(a)(1)(H)	Letter to Board of Directors of Life Quotes, Inc., dated May 27, 2010.*
(b)(1)	Note dated June 7, 2010 by and between LQ Acquisition, Inc. and Life Quotes, Inc.*
(c)(1)	Presentation of Raymond James & Associates, Inc. (Raymond James or RJ) to the Special Committee of Life Quotes presented on June 4, 2010.
(c)(2)	Fairness Opinion provided by Raymond James to the Special Committee on June 4, 2010.*
(c)(3)	Presentation of Raymond James to the Board of Life Quotes, Inc. dated October 9, 2009 related to the QuinStreet Transaction.
(c)(4)	Fairness Opinion provided by Raymond James to the Board of Life Quotes, Inc. dated October 9, 2009 related to the QuinStreet Transaction.
(c)(5)	Presentation to Life Quotes, Inc. Board of Directors by Matt Friesl dated April 13, 2009.
(d)(1)	Share Tender Agreement dated as of June 7, 2010 by and between LQ Acquisition, Inc. and William V. Thoms.*
(d)(2)	Share Tender Agreement dated as of June 4, 2010 by and between LQ Acquisition, Inc. and Zions Bancorporation.*
(e)	None.
(f)	Section 262 of the Delaware General Corporation Law (included as Schedule C of the Offer to Purchase filed herewith as Exhibit (a)(1)(A)).*
(g)	None.
(h)	None.

*** Previously Filed**

The following sets forth the information required by Schedule 13E-3 that has not already been set forth in Items 1-12 above. The information set forth in the Offer to Purchase is incorporated herein by reference to the items required by Schedule 13E-3.

Item 2 of Schedule 13E-3. Subject Company Information.

Item 1002(d)-(f) of Regulation M-A

(d) The information set forth in the Offer to Purchaser under *The Tender Offer Price Range of Shares; Dividend* is incorporated herein by reference.

(e) None

(f) The information set forth in the Offer to Purchaser under *Special Factors Transactions and Arrangements Concerning the Shares* and *Schedule B* is incorporated herein by reference.

Item 4 of Schedule 13E-3. Terms of the Transaction.

Item 1004(c)-(f) of Regulation M-A

(c) The information set forth in the Offer to Purchase under *Special Factors Plans for LQ After the Offer; Certain Effects of the Offer Special Factors Appraisal Rights; Rule 13e-3; The Tender Offer Certain Legal Matters* and *Schedule C Excerpts from the Delaware General Corporation Law Relating to the Rights of Dissenting Stockholders* is incorporated herein by reference.

(d) The information set forth in the Offer to Purchase under *Special Factors Appraisal Rights; Going-Private Rules, The Tender Offer Certain Legal Matters* and *Schedule C Excerpts from the Delaware General Corporation Law Relating to the Rights of Dissenting Stockholders* is incorporated herein by reference.

(e) There are no provisions made to grant unaffiliated holders access to the corporate files of the filing persons or to obtain counsel or appraisal services at the expense of the Filing Persons.

(f) Not applicable.

Item 5 of Schedule 13E-3. Past Contacts, Transactions, Negotiations and Agreements.

Item 1005(c) and (e) of Regulation M-A

(c) The information set forth in the Offer to Purchase under *Special Factors Background of this Offer* and *Special Factors Transactions and Arrangements Concerning the Shares* is incorporated herein by reference.

(e) The information set forth in the Offer to Purchase under *Special Factors Background of this Offer Special Factors Transactions and Arrangements Concerning the Shares,* and *Special Factors Interests and Certain Persons in the Offer* is incorporated herein by reference.

Item 6 of Schedule 13E-3. Purposes of the Transaction and Plans or Proposals.

Item 1006(b) and (c)(8) of Regulation M-A

(b) The information set forth in the Offer to Purchase under *Summary Term Sheet If I decide not to tender, how will the tender offer affect my Shares?* , *Summary Term Sheet Following the tender offer, will LQ continue as a publicly reporting company?* , *Special Factors Plans for LQ After the Offer; Certain Effects of the Offer,* *Special Factors Purposes and Structure of the Offer; Our Reasons for the Offer* and *The Tender Offer Possible Effects of the Offer on the Market for the Shares* is incorporated herein by reference.

(c)(8) The information set forth in the Offer to Purchase under *Summary Term Sheet Following the tender offer, will LQ continue as a publicly reporting company?* , *Special Factors Plans for LQ After the Offer; Certain Effects of the Offer* and *The Tender Offer Possible Effects of the Offer on the Market for the Shares* is incorporated herein by reference.

Item 7 of Schedule 13E-3. Purposes, Alternatives, Reasons and Effects.

Item 1013 of Regulation M-A

- (a) The information set forth in the Offer to Purchase under *Summary Term Sheet, Special Factors Background of this Offer* and *Special Factors Purpose and Structure of the Offer; Our Reasons for the Offer* is incorporated herein by reference.
- (b) The information set forth in the Offer to Purchase under *Special Factors Background of this Offer* and *Special Factors Purpose and Structure of the Offer; Our Reasons for the Offer* is incorporated herein by reference.
- (c) The information set forth in the Offer to Purchase under *Special Factors Background of this Offer* and *Special Factors Purpose and Structure of the Offer; Our Reasons for the Offer* is incorporated herein by reference.
- (d) The information set forth in the Offer to Purchase under *Summary Term Sheet, Special Factors Purpose and Structure of the Offer; Our Reasons for the Offer, Plans for LQ After the Offer; Certain Effects of the Offer, The Tender Offer Possible Effects of the Offer on the Market for the Shares, Special Factors Appraisal Rights; Rule 13e-3 ; The Tender Offer Certain Legal Matters and Schedule C Excerpts from the Delaware General Corporation Law Relating to the Rights of Dissenting Stockholders* is incorporated herein by reference.

Item 8 of Schedule 13E-3. Fairness of the Transaction.

Item 1014 of Regulation M-A

- (a) The information set forth in the Offer to Purchase under *Special Factors The Position of the Filers Regarding the Fairness of the Offer* is incorporated herein by reference.
- (b) The information set forth in the Offer to Purchase under *Special Factors The Position of the Filers Regarding the Fairness of the Offer* and *Special Factors Opinion of Raymond James* is incorporated herein by reference.
- (c) The information set forth in the Offer to Purchase under *Summary Term Sheet What are the most important conditions to the tender offer? ,* and *The Tender Offer Conditions to the Offer* is incorporated herein by reference.
- (d) An unaffiliated representative was not retained for the purpose of representing unaffiliated security holders in negotiating the terms of the offer or the merger, or preparing a report concerning the fairness of the transaction.
- (e) The information set forth in the Offer to Purchase under *Summary Term Sheet What does LQ's board of directors think of the tender offer?* is incorporated herein by reference.
- (f) The information set forth in the Offer to Purchase under *Special Factors Background of this Offer* and *Special Factors The Position of LQ Acquisition Inc. Regarding the Fairness of the Offer* is incorporated herein by reference.

Item 9 of Schedule 13E-3. Reports, Opinions, Appraisals and Negotiations.

Item 1015 of Regulation M-A

- (a) The information set forth in the Offer to Purchase under *Special Factors Reports, Opinions, Appraisals and Negotiation Special Factors Opinion of Raymond James* is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase under *Special Factors Background of this Offer*, *Special Factors The Position of LQ Acquisition Inc. Regarding the Fairness of the Offer*, *Special Factors Reports, Opinions, Appraisals and Negotiation* *Special Factors Opinion of Raymond James* is incorporated herein by reference. Initially, Raymond James was selected by the Life Quotes, Inc. board of directors after interviewing several nationally ranked investment banking firms, and receiving proposals from those investment banks. Raymond James proposal was considered the best, in part because of their insurance industry expertise and cost effective proposal, and they were selected. The special committee of LQ did not review other proposals for the fairness opinion because it believed that Raymond James' reputation and investment banking experience were appropriate to serve as financial advisor to the special committee and due, in part, to the limited time frame involved in responding to the tender offer. The special committee did, however, discuss hiring other investment banking firms. Additionally, Matt Friesl was selected by the LQ board of directors for his report because the board considered him to be an experienced and cost effective option.

(c) The information set forth in the Offer to Purchase under *Special Factors Opinion of Raymond James*, *Special Factors Summary of Opinion delivered by RJ in connection with QS Transaction* and *Special Factors Summary of Financial Analysis conducted by Matt Friesl* is incorporated herein by reference. Copies of the presentations are filed as Exhibits hereto available for inspection and copying at LQ's principal executive offices located at Suite 102; 8205 South Cass Avenue; Darien, IL 60561, during regular business hours by any stockholder or stockholder representative who has been so designated in writing.

Item 10 of Schedule 13E-3. Source and Amount of Funds or Other Consideration.

Item 1007(c) of Regulation M-A

(c) The information set forth in the Offer to Purchase under *The Tender Offer Fees and Expenses* is incorporated herein by reference.

Item 12 of Schedule 13E-3. The Solicitation or Recommendation.

Item 1012(d) and (e) of Regulation M-A

(d) The information set forth in the Offer to Purchase under *Summary Term Sheet What does LQ's board of directors think of the tender offer?* and *Special Factors Transactions and Arrangements Concerning the Shares* is incorporated herein by reference.

(e) The information set forth in the Offer to Purchase under *Summary Term Sheet What does LQ's board of directors think of the tender offer?* and *Special Factors Transactions and Arrangements Concerning the Shares* is incorporated herein by reference.

Item 13 of Schedule 13E-3. Financial Statements

Item 1010(a) and (b) of Regulation M-A

(a)(1) The audited consolidated financial statements of Life Quotes, Inc. (LQ) as of and for the fiscal years ended December 31, 2008 and 2009 are incorporated herein by reference to Item 8 to LQ's annual report on Form 10-K for the year ended December 31, 2009, as amended by Form 10-K/A.

(a)(2) The unaudited consolidated financial statements of LQ as of and for the fiscal quarters ended March 31, 2009 and 2010 are incorporated herein by reference to Item 1 to LQ's quarterly report on Form 10-Q for the quarter ended March 31, 2010.

(a)(3) N/A

(a)(4) The book value per share as of March 31, 2010 was \$4.41.

(b) Pro forma financial information for LQ is not material to the Offer.

Item 14 of Schedule 13E-3. Persons/Assets Retained, Employed, Compensated or Used.

Item 1009(b) of Regulation M-A

(b) The information set forth in the Offer to Purchase under *Summary Term Sheet*, *Special Factors Background of the Merger* and *Special Factors Persons/Assets, Retained, Employed, Compensated or Used* is incorporated herein by reference.

Item 16 of Schedule 13E-3. Exhibits.

Item 1016(c) and (f) of Regulation M-A

(c)(1) Presentation of Raymond James to the Special Committee of LQ presented on June 4, 2010.

(c)(2) Fairness Opinion provided by Raymond James to the Special Committee on June 4, 2010.

(c)(3) Presentation of Raymond James to the Board of Life Quotes, Inc. dated October 9, 2009.

(c)(4) Fairness Opinion provided by Raymond James to the Board of Life Quotes, Inc. dated October 9, 2009.

(f) Section 262 of the Delaware General Corporation Law (includes as Schedule C to the Offer of Purchase and incorporated by reference).

SIGNATURES

After due 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.

AMENDMENT NO. 1 TO SCHEDULE TO AND SCHEDULE 13E-3

LQ ACQUISITION INC.,

/s/ ROBERT S. BLAND
Robert S. Bland

President and Chief Executive Officer

ROBERT S. BLAND

/s/ ROBERT S. BLAND
Robert S. Bland

Date: June 24, 2010 (LQ Acquisition, Inc.)

Date: June 24, 2010 (Robert S. Bland)

EXHIBIT INDEX

Exhibit No.	Description
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(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(1)(F)	LQ Acquisition Inc. press release, dated June 10, 2010.*
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(d)(2)	Share Tender Agreement dated as of June 4, 2010 by and between LQ Acquisition, Inc. and Zions Bancorporation.*
(e)	None.
(f)	Section 262 of the Delaware General Corporation Law (included as Schedule C of the Offer to Purchase filed herewith as Exhibit (a)(1)(A)).*
(g)	None.
(h)	None.

* Previously Filed