

UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman  
Julie Brill  
Maureen K. Ohlhausen  
Joshua D. Wright

In the Matter of

Nielsen Holdings N.V.,  
a corporation,

and

Arbitron Inc.,  
a corporation

File No. 131 0058

APPLICATION FOR APPROVAL OF DIVE STITURE OF LINKMETER ASSETS AND  
RELATED AGREEMENTS

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TABLE OF CONTENTS

	<u>Page</u>
Introduction.....	1
I. Respondents Conducted a Robust Search for a Buyer for the LinkMeter Assets .....	3
II. comScore Is a Qualified and Viable Competitor in the Development Both of Cross-Platform Services Generally and of <del>the</del> National Syndicated Cross-Platform Audience Measurement Services More Specifically .....	4
A. comScore Is in the Business of Providing Audience Measurement Services.....	4
B. comScore’s Senior Management Has Experience in the Audience Measurement Industry and Is Qualified to Develop National Syndicated Cross-Platform Audience Measurement Services .....	6
C. comScore Has the Financial Ability <del>to</del> Pay for the Proposed Divestiture and Is Financially Capable of Continuing as a Viable Competitor in Cross-Platform	

**Introduction**

Pursuant to Section 2.41(f) of the Federal Trade Commission (the “Commission”)

Rules of Practice and Procedure, 16 C.F.R. §

addenda thereto) (the “Remedial Agreement”). The Remedial Agreement is attached hereto as Confidential Exhibit A.

Approval of the Proposed Divestiture is appropriate for the following reasons. First, Respondents identified a suitable buyer, comScore, for the LinkMeter Technology after engaging in a robust and targeted process. This process ultimately led to the very same Prospective Acquirer identified as the most likely Acquirer by the Commission staff during the course of its investigation. Second, the Prospective Acquirer, comScore, is a qualified and viable competitor both in the development of Cross-Platform Services generally, as well as more specifically in the development of a national syndicated cross-platform audience measurement service. Third, the Proposed Divestiture satisfies the terms and purposes of the Order. As detailed below, the proposed LinkMeter Technology divestiture, the licensing of certain assets and capabilities, and the provision of certain equipment and services to comScore are each structured to meet the requirements of the Order. In addition, the Proposed Divestiture will accomplish the Order’s purposes by “ensuring that the Acquirer can offer Cross-Platform Services, with the goal of providing a national syndicated cross-platform audience measurement service,” and by “remedying the lessening of competition resulting from the Acquisition.” (Order, ¶ II.F.) Specifically, pursuant to the Remedial Agreement, comScore will continue to have at its disposal the components of the completed cross-platform project called “Project Blueprint,” which was developed for ESPN through a collaboration between Arbitron and comScore. comScore will be able to continue to compete in the development of Cross-Platform Services and will be positioned to compete in the development of a national syndicated cross-platform audience measurement service.

I. Respondents Conducted a Robust Search for a Buyer for the LinkMeter Assets

Respondents undertook diligent efforts to divest the LinkMeter Technology and meet their other obligations under the Order promptly after they executed the Consent Agreement. During the period from September 2013 until December 2013, Respondents were in communication with a number of entities, including [REDACTED] [REDACTED] each of which expressed varying degrees of interest in perhaps purchasing the LinkMeter Technology and other assets, capabilities and services that Respondents offered to make available pursuant to the Order. Ultimately, only one entity, comScore—also identified by the Commission staff to be the most likely Acquirer during the course of its investigation—was interested in commencing formal negotiations with Respondents.

Respondents and comScore engaged in extensive negotiations under the supervision of the Monitor and the guidance of Commission staff to divest the LinkMeter Technology, license certain assets and capabilities and provide services and equipment to comScore. The Remedial Agreement was executed on January 15, 2014 and amended by the First Addendum dated as of January 17, 2014.

The parties were delayed in executing a Remedial Agreement by the original deadline in the Order, December 12, 2013, for selling the LinkMeter Technology and meeting other requirements because of ongoing negotiations between Respondents and comScore and comScore's desire to continue discussing various issues with Commission staff. When it became clear that negotiations between Respondents and comScore would not be completed by December 12, 2013, Respondents filed a Request for Extension of Time to extend the deadline in the Order to February 12, 2014 to try to complete negotiations with comScore. Once

comScore's discussions with Commission staff about the various issues were completed in early January 2014, Respondents promptly finalized negotiations with comScore and executed the Remedial Agreement.

II. comScore Is a Qualified and Viable Competitor in the Development Both of Cross-Platform Services Generally and of National Syndicated Cross-Platform Audience Measurement Services More Specifically

Commission staff identified comScore to be the most suitable and viable acquirer of the LinkMeter Technology and related assets and capabilities because of (i) comScore's experience in and assets related to providing and developing online audience measurement services and Cross-Platform Services, (ii) its management's experience in these industries and (iii) its financial resources.

The information in this Section of this Application was taken from comScore's website. Additional publicly available information about comScore can be found at [www.comscore.com](http://www.comscore.com).

A. comScore Is in the Business of Providing Audience Measurement Services

Since 1999, comScore has been a provider of digital measurement and analytics, delivering insights on online, mobile and television consumer behavior. comScore is publicly listed on NASDAQ and is headquartered in 11 Democracy Drive, Suite 600, Reston, Virginia 20190. It currently has over 1,000 employees in 32 locations around the world.

comScore is a provider of audience measurement for a number of platforms

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consisting of approximately one million panelists in the United States. In addition to online audience measurement, Video Metrix provides audience ratings for streaming video, Mobile Metrix measures audiences on mobile apps and mobile sites and Ad Metrix measures viewing of online advertisements.

comScore has also become a developer of audience measurement services across multiple distribution platforms. comScore Media Metrix Multi-Platform provides unduplicated digital audience measurement across computers, smartphones and tablets. comScore has also launched a validated Campaign Essentials Multi-Platform Beta program, which comScore is developing to measure unduplicated reach and frequency of advertisement campaigns across television, online (display and video), and mobile (smartphone and tablet).

In September 2012, ESPN began a pilot with comScore and Arbitron to measure ESPN audiences for online, mobile (smartphone and tablet), television and radio, the so-called "Project Blueprint." The majority of the assets, capabilities and services, including the LinkMeter Technology, being made available by Respondents pursuant to the Order were developed or enhanced for Project Blueprint in partnership with comScore. As such, comScore already has experience deploying these assets, capabilities and services, plans to continue to use them for the development of its Platform Services and is now positioned to utilize them to develop a national, syndicated cross-platform audience measurement service.

B. comScore's Senior Management Has Experience in the Audience Measurement Industry and Is Qualified to Develop National Syndicated Cross-Platform Audience Measurement Services

As described on comScore's website, comScore's senior executives are experienced in providing audience measurement services and qualified to continue to develop Cross-Platform Services. They have served leading companies in the audience measurement, market research and information technology industries. The executives include Magid M. Abraham, President, Chief Executive Officer, Director and co-founder; Gian M. Fulgoni, Executive Chairman, Director and co-founder; Kenneth Tarpey, Chief Financial Officer since 2009; Serge Matta, President of comScore's Commercial Solutions, who joined the company in 2000; Cameron Meierhoefer, Chief Operating Officer at comScore, responsible for Technology, Analytic Operations and Product Management; Christiana Lin, Executive Vice President, General Counsel and Chief Privacy Officer, and Joan FitzGera5 TaTj acomS ofpetitore3 T, Dire



[REDACTED]

Thus, comScore has sufficient financial resources and is positioned to ensure its continued competition in the development of Cross-Platform Services and national syndicated cross-platform audience measurement services.

III. The Proposed Divestiture Is Consistent with the Terms and Purposes of the Order

A. The Proposed Divestiture Is Consistent with the Terms of the Order

As required by the Order and detailed below, the Remedial Agreement complies with the terms of the Order by providing for (i) the absolute divestiture of the LinkMeter Technology; and (ii) the licensing of a number of assets and capabilities and the provision of services and equipment to the Prospective Acquirer, comScore, for a term of eight (8) years from the date of divestiture of the LinkMeter Technology.

1. Divestiture of the LinkMeter Technology to comScore

In accordance with Paragraph II.A.1. of the Order, subject to the Commission's approval, Arbitron has entered into a LinkMeter Transfer Agreement, executed on January 15, 2014 (the "Transfer Agreement"), with comScore, Exhibit B to the Remedial Agreement (attached to this Application as Confidential Exhibit A), which conveys all assets required by the Order to be divested to comScore. Pursuant to the Transfer Agreement, Respondents have

transferred all of Respondent's rights, title and interest in and under the LinkMeter Technology, except the know-how relating to the LinkMeter Technology, to comScore. Pursuant to Sections 2.2 and 2.3 of the Transfer Agreement, comScore granted to Arbitron a royalty-free right to use the LinkMeter Technology and any and all

3.

Arbitron Calibration Panel (including assuring that the Arbitron Calibration Panel comprises at least two thousand panelists) according to Respondents' own business practices. Respondents will also manage and maintain the Arbitron PPM Panel according to their own business practices. In Section 11.12 of the Remedial Agreement, however, comScore acknowledges the priority of Arbitron's business practices and that Respondents will not be required to modify the recruitment or maintenance of the Arbitron PPM Panel. Under Section 2.2.2 of the Remedial Agreement and as further detailed in Section 2 of the SOW, at the request of comScore, Respondents will also create a Balance of Nation Panel or expand the Arbitron Calibration Panel to enable or enhance national audience projection Direct Cost. Moreover, pursuant to Section 2.2 of the SOW, comScore shall have the full and exclusive right, title and ownership interest in the processed data created from the Balance of Nation Panel that comScore funds.

B. The Proposed Divestiture Will Achieve the Remedial Purposes of the Order  
 Paragraph II.F. of the Order provides that the Order's purposes are "to ensure that the Acquirer can offer Cross-Platform Services with the goal of providing a national syndicated cross-platform audience measurement service, and to remedy the lessening of competition resulting from the Acquisition."

The Proposed Divestiture will promote competition in the development of Cross-Platform Services and a national syndicated cross-platform audience measurement service. The Proposed Divestiture will continue to provide comScore with the components of the cross-platform audience measurement project called "Project Blueprint," the assets relating to Arbitron's contribution to that project, including audience data with individual-level demographic information and related technology, software, intellectual property and technical assistance. It will also provide comScore with the ability to create a Balance of Nation Panel

and/or expand the Arbitron Calibration Panel to enable national audience projections. As a result, comScore will be able to continue to compete in the development of Cross-Platform Services and will be well positioned to compete in the development of a national syndicated cross-platform audience measurement service.

### Request for Confidential Treatment

This Application contains confidential and competitively sensitive information relating to Respondents, comScore and their agreements relating to the Proposed Divestiture. The disclosure of this information would prejudice Respondents and comScore, cause harm to the ongoing competitiveness of the LinkMe technology and Respondents' other assets and capabilities and impair Respondents' ability to comply with its obligations under the Order. Pursuant to Sections 6(f) and (c) of the Federal Trade Commission Act, 15 U.S.C. §§ 46(f) and 57b-2(c), and Sections 2.41(f)(4), 4.9(c) and 4.10(a)(2) of the Commission's Rules of Practice and Procedure, 16 C.F.R. §§ 2.41(f)(4), 4.9(c) and 4.10(a)(2), Respondents therefore request that nonpublic, commercially or competitively sensitive information contained in this Application be treated by the Commission as strictly confidential and not be made available to the public. Further, the confidential portions of this Application and accompanying Confidential Exhibit are exempt from disclosure under the Freedom of Information Act and the Hart Scott Rodino Act. See 5 U.S.C. § 552; 15 U.S.C. § 18a(h).

Pursuant to Section 4.2(d)(4) of the Commission's Rules of Practice and Procedure, 16 C.F.R. § 4.2(d)(4), Respondents are submitting two versions of this Application. The confidential version contains the information necessary to enable the Commission to assess the Application. The public version redacts confidential information.



**CONFIDENTIAL EXHIBIT A  
TO THIS APPLICATION**

**REDACTED**