

**UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of	)	
	)	
	)	
Nielsen Holdings N.V., a corporation;	)	File No. 131 0058
	)	
and	)	
	)	
Arbitron Inc., a corporation.	)	
	)	
	)	

**AGREEMENT CONTAINING CONSENT ORDER**

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Nielsen Holdings N.V. (“Nielsen”) of Arbitron Inc. (“Arbitron”) hereinafter “Proposed Respondents,” and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Order (“Consent Agreement”) to divest certain assets, to license certain data and technology, and providing for other relief:

**IT IS HEREBY AGREED** by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Nielsen is a corporation organized, existing and doing business under and by virtue of the laws of the Netherlands, with its office and principal place of business located at 85 Broad Street, New York, New York 10004.
2. Proposed Respondent Arbitron is a corporation organized, existing and doing business under and by virtue of the laws of the state of Delaware, with its office and principal place of business located at 9705 Patuxent Woods Drive, Columbia, Maryland 21046-1572.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
4. Proposed Respondents waive:

- a. any further procedural steps;
  - b. the requirement that the Commission's Decision and Order, which is attached hereto and made a part hereof, contain statements of findings of fact and conclusions of law;
  - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
  - d. any claim under the Equal Access to Justice Act.
5. The Commission may issue its Complaint in this matter at any time after it accepts the Consent Agreement for public comment.
6. Not later than thirty (30) days after the date this Consent Agreement is signed by the Proposed Respondents, the Proposed Respondents shall submit initial compliance reports, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, and, thereafter, shall submit subsequent compliance reports every thirty (30) days until the Decision and Order becomes final. Each compliance report shall set forth in detail the manner in which the Proposed Respondents have complied, are complying, and will comply with the Consent Agreement and the Decision and Order. The Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether the Proposed Respondents are in compliance with the Consent Agreement and the Decision and Order.
7. Each report submitted pursuant to Paragraph 6 above shall be verified by a notarized signature or self-verified in a manner set forth in 28 U.S.C. § 1746. Section 2.41(a) of the Commission's Rules, 16 C.F.R. § 2.41, requires that an original and two copies of all compliance reports be filed with the Commission. The Proposed Respondents shall file an original report and one copy with the Secretary of the Commission, and shall send at least one copy directly to the Bureau of Competition's Compliance Division. In addition, Respondents shall provide a copy of each report to the Monitor appointed pursuant to the Decision and Order.
8. This Consent Agreement, and any reports filed pursuant to this Consent Agreement, shall not become part of the public record of the proceeding unless and until the Consent Agreement is accepted by the Commission. If accepted by the Commission, this Consent Agreement, together with the draft Complaint, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify each Proposed Respondent, in which event the Commission will take such action as it may consider appropriate, or issue or amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.

9. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.
10. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to the Proposed Respondent: (1) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached and its Decision and Order, and (2) make information public with respect thereto.
11. When final, the Decision and Order shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time as provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondents by any means provided in Section 4.4(a) of the Commission's Rules, 16 C.F.R. § 4.4(a), including, but not limited to, delivery to an office within the United States of counsel for the Proposed Respondents identified on this Consent Agreement, shall constitute service. Proposed Respondents waive any rights they may have to any other manner of service. Proposed Respondents also waive any right they may otherwise have to service of any Appendices attached or incorporated by reference into the Decision and Order, if Proposed Respondents are already in possession of copies of such Appendices, and agrees that they are bound to comply with and will comply with the Decision and Order to the same extent as if they had been served with copies of such Appendices.
12. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
13. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can fulfill all the terms of and accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, licenses, and transfers) and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to this Consent Agreement or within the control of parties to this Consent Agreement.
14. Proposed Respondents agree that they shall interpret the Remedial Agreement, as that term is used in the Decision and Order, in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.
15. Proposed Respondents have read the draft of Complaint and the Decision and Order. Proposed Respondents understand that once the Decision and Order has been issued, the Proposed Respondents will be required to file one or more compliance reports setting

forth in detail the manner in which they have complied, are complying, and will comply with the Decision and Order.

16. Proposed Respondents agree to comply with the terms of the proposed Decision and Order from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after such Order becomes final.

**NIELSEN HOLDINGS N.V.**

\_\_\_\_\_  
By: James W. Cuminale  
Chief Legal Officer

Dated: \_\_\_\_\_

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Aidan Synnott, Partner  
Paul, Weiss, Rifkind, Wharton & Garrison  
LLP  
Counsel for Nielsen Holdings N.V.

**ARBITRON INC.**

\_\_\_\_\_  
By: Sean Creamer  
President and Chief Executive Officer

Dated: \_\_\_\_\_

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Roxann Henry, Esquire  
Morrison & Foerster LLP  
Counsel for Arbitron Inc.

**FEDERAL TRADE COMMISSION**

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Catherine M. Sanchez  
Attorney  
Bureau of Competition

**Approved:**

\_\_\_\_\_  
Jonathan S. Klarfeld  
Deputy Assistant Director  
Bureau of Competition

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Michael R. Moiseyev  
Assistant Director  
Bureau of Competition

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Norman A. Armstrong, Jr.  
Deputy Director  
Bureau of Competition

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Deborah L. Feinstein  
Director  
Bureau of Competition