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**By Email and Hand Delivery****June 18, 2025**

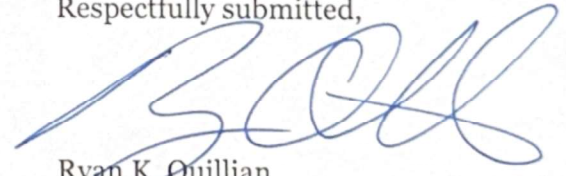
April J. Tabor  
Secretary  
Office of the Secretary  
Federal Trade Commission  
600 Pennsylvania Avenue NW  
Washington, D.C. 20580  
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**Re: FTC File No. 251-0061**

Dear Madam Secretary:

Pursuant to 16 C.F.R. § 2.10 and § 4.2, enclosed please find Media Matters for America's Petition to Quash the United States Federal Trade Commission's Civil Investigative Demand dated May 20, 2025, in the above-referenced matter. We also include a request for confidential treatment of certain information in Media Matters' Articles of Incorporation (Exhibit 3 to the Petition), along with an unredacted CONFIDENTIAL version of those Articles of Incorporation.

Respectfully submitted,

  
Ryan K. Quillian

Enclosures

**cc via email service:** Office of the Secretary (electronicfilings@ftc.gov)  
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**BEFORE THE UNITED STATES  
FEDERAL TRADE COMMISSION**

In the Matter of

The Civil Investigative Demand dated  
May 20, 2025, to Media Matters for America

**PUBLIC**

FTC File No. 251-0061

**PETITION TO QUASH CIVIL INVESTIGATIVE DEMAND**

Pursuant to 16 C.F.R. § 2.10(a), Petitioner Media Matters for America (“Media Matters”) hereby respectfully requests that the United States Federal Trade Commission (“FTC” or “Commission”) quash the Civil Investigative Demand dated May 20, 2025 (the “CID”, attached as Exhibit 1).<sup>1</sup> The CID should be quashed in its entirety because it was improperly issued; complying with the CID could, among other things, violate Media Matters’ constitutional rights; the FTC lacks the authority to bring an enforcement action against nonprofits like Media Matters; and the CID is overly broad, unduly burdensome, vague, and ambiguous.

**BACKGROUND AND PROCEDURAL HISTORY**

Media Matters is a Washington, D.C.-based nonprofit established in 2004.<sup>2</sup> For more than two decades, it has committed itself to its journalistic mission of monitoring, analyzing, and correcting misinformation in the U.S. media by disseminating research and information to notify

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<sup>1</sup> This petition is timely. Media Matters conferred with Commission staff within fourteen days of receiving the CID, and on June 3, 2025, staff granted an extension of the deadline to file a petition to limit or quash the CID to June 18, 2025. *See* Statement of Counsel Pursuant to 16 C.F.R. § 2.10(a)(2) at 1–2 (Exhibit 2).

<sup>2</sup> *See* Media Matters, *About Us*, <https://perma.cc/S8ZG-GCCQ>; ProPublica, *Nonprofit Explorer: Media Matters for America*, <https://perma.cc/8NWQ-KA2H>. Media Matters’ Articles of Incorporation are dated August 14, 2003, but the IRS issued its determination letter in 2004. *See* Media Matters for America, Articles of Incorporation, at 3 (Exhibit 3).

journalists, pundits, and the general public about instances of misinformation.<sup>3</sup> As online media and user-generated content has grown, Media Matters has continued to correct misinformation by encouraging entities that host content online to set standards for content moderation, warning that if they do not take responsibility for the content on their sites, misinformation and hate speech will proliferate.<sup>4</sup>

Media Matters received the CID on May 21, 2025. The CID does not state or otherwise describe what conduct or market/industry the Commission is investigating (*see* Section I, *infra*); however, the only market/industry that FTC staff has identified to date is the digital advertising space. *See* Statement of Counsel Pursuant to 16 C.F.R. § 2.10(a)(2) at 2 (Exhibit 2). As a nonprofit journalistic organization, Media Matters is not a participant in the digital advertising space. It does not sell advertisements on its own website, and it very rarely purchases ads on other sites.

Media Matters met and conferred with Commission staff on May 30, June 2, June 13, and June 18, 2025. *See* Exhibit 2 at 1-4. During those sessions, Media Matters raised all of the issues discussed in this Petition, as required by 16 C.F.R. § 2.10(a)(2).

## **ARGUMENT**

The CID was improperly issued because it fails to identify the nature of the conduct under investigation or how it relates to Media Matters. Even if the CID were valid, forcing Media Matters to comply with it would violate its First Amendment rights. In addition, this investigation cannot result in an enforcement action against Media Matters given that the FTC Act does not give the Commission the authority to enforce the antitrust laws against nonprofits like Media Matters.

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<sup>3</sup> *See* Exhibit 3, Fourth Article of Incorporation; Media Matters, *About Us*, *supra* note 2.

<sup>4</sup> *See, e.g.,* Kayla Gogarty, *Hate speech and misinformation proliferate on Meta products, with 13,500 policy violations documented in the past year alone*, Media Matters for America (May 17, 2022), <https://perma.cc/GS95-NA5G>.

Finally, the CID is overly broad, unduly burdensome, vague, and ambiguous. For these reasons and those stated below, the FTC should quash the CID in its entirety.

**I. The CID Fails to State the Nature of the Conduct Under Investigation and Its Relevance to Media Matters.**

The CID fails to comply with the FTC Act’s requirement to provide fair notice to Media Matters of the nature of its investigation. Pursuant to the FTC Act, each CID issued by the agency must “state the nature of the conduct constituting the alleged violation which is under investigation . . . .” 15 U.S.C. § 57b-1(c)(2). As the D.C. Circuit explained when analyzing identical language in the Consumer Financial Protection Act, this provision “ensures that the recipient of a CID is provided with fair notice as to the nature of the [agency]’s investigation.” *Consumer Fin. Prot. Bureau v. Accrediting Council for Indep. Colleges & Sch.*, 854 F.3d 683, 690 (D.C. Cir. 2017) (“*ACICS*”). Without an adequate explanation of the conduct being investigated, the law it may violate, and a link between that potentially illegal conduct and the requests within the CID, an investigative demand is not valid. *Id.* at 691 (refusing to enforce a CID and noting that the agency “is required by statute to adequately inform [the CID recipient] of the link between the relevant conduct and the alleged violation”). Here, as in *ACICS*, the CID fails that standard and is therefore invalid.

Neither the CID itself nor the Resolution Directing Use of Compulsory Process in Nonpublic Investigations of Collusive Practices (the “Omnibus Resolution”) that the FTC attached to the CID (*see* Exhibit 1 at 19) “state[s] the nature of the conduct constituting the alleged violation which is under investigation” or how it relates to Media Matters, much less any potential violation that the Commission would have the authority to assert in an enforcement action against Media Matters. *See* Section III, *infra*.

The Omnibus Resolution—for which neither the current Chairman nor the two other current Commissioners voted because they were not members of the Commission at the time it was issued<sup>5</sup>—purports to authorize any investigation into

whether any persons, partnerships, corporations, or others have engaged or are engaging in inviting, initiating, participating in, or facilitating collusion or coordination in any way with any other market participant, whether through private communications, public statements, sharing information, or other actions, in violation of Section 5 of the [FTC] Act, 15 U.S.C. § 45, as amended, or any other statutes or rules enforced by the Commission; and to determine the appropriate action or remedy, including whether injunctive and monetary relief would be in the public interest.

Exhibit 1 at 19. Several issues with this abstract, boilerplate language are particularly relevant here.

As an initial matter, the Omnibus Resolution, including the passage above, fails to “state the nature of the conduct constituting the alleged violation which is under investigation . . . .” 15 U.S.C § 57b-1(c)(2). There is no indication as to what is actually being investigated other than broad claims about “facilitating collusion or coordination in any way with another market participant,” but the CID does not identify a “market,” any entity that would constitute a “participant” in that market, whether Media Matters participates in that market, or how Media Matters is in any way related to any conduct under investigation. As a result, the FTC has not provided Media Matters “with fair notice as to the nature of the [agency]’s investigation,” as required by the FTC Act. *See ACICS*, 854 F.3d at 690; *see also Consumer Fin. Prot. Bureau v.*

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<sup>5</sup> The Omnibus Resolution was passed during the administration of President Joseph R. Biden in a 3-2 party-line vote over the dissent of the two Trump-appointed commissioners in office at the time. The dissenting commissioners emphasized that omnibus resolutions “remove[] from Commission oversight an array of important and expensive investigations.” Dissenting Statement of Commissioners Noah Joshua Phillips and Christine S. Wilson Regarding the Issuance of Two Omnibus Compulsory Process Resolutions, at 1 (July 1, 2022), <https://perma.cc/3EWU-B3D4>. They also said that the Omnibus Resolution at issue in this Petition “eliminate[d] the *only* layer of Commission oversight concerning the use of compulsory process in the vast majority of the agency’s competition-related investigations.” *Id.* at 2 (emphasis in original).

*Source for Public Data, L.P.*, 903 F.3d 456, 459–60 (5th Cir. 2018) (“Because the validity of a CID is measured by the purposes stated in the notification of purpose, the adequacy of the notification of purpose is an important statutory requirement.”) (quoting *ACICS*, 854 F.3d at 690). For this reason alone, the FTC should quash the CID as improperly issued.<sup>6</sup>

Further, to the extent the Omnibus Resolution provides any indication of what is being investigated, it includes categories of conduct that are not illegal and therefore are inappropriate for investigation. For example, as described by former Commissioners Noah Joshua Phillips and Christine S. Wilson (i.e., the two commissioners appointed by President Donald J. Trump who were serving at the FTC when the agency issued the Omnibus Resolution, and who dissented from its issuance in the first instance):

The [omnibus] compulsory process resolution exceeds the law’s common-sense limits by authorizing investigations to examine not just collusion, but firms that are “participating in . . . coordination in any way with any other market participant[.]” The resolution thus suggests using Section 5 of the FTC Act to attack conduct that the courts routinely have concluded does not violate the antitrust laws. There may be circumstances in which investigations of tacit coordination are appropriate, but those investigations should be authorized on a case-by-case examination of the facts rather than under an omnibus resolution.<sup>7</sup>

The investigation at issue here is an example of one that should not have been authorized by the Omnibus Resolution because (1) it seeks information and documents protected from disclosure by

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<sup>6</sup> The Omnibus Resolution also claims that the FTC intends to investigate whether “any persons, partnerships, corporations, *or others* have engaged or are engaging in” anticompetitive conduct in violation of Section 5 of the FTC Act “or any other statutes or rules enforced by the Commission . . . .” Exhibit 1 at 19 (emphasis added). But the FTC Act does not give the FTC authority to enforce that statute—or any other statute or rule enforced by the Commission—against “others,” especially nonprofit entities like Media Matters, as discussed in Section III, *infra*.

<sup>7</sup> Dissenting Statement, *supra* note 5, at 4 (citations omitted).

the First Amendment (*see* Section II, *infra*), and (2) the Commission lacks the jurisdiction to enforce the antitrust laws against nonprofits such as Media Matters (*see* Section III, *infra*).<sup>8</sup>

Even assuming that the investigation is related to the digital advertising space, as suggested during a meet-and-confer session (*see* Exhibit 2 at 2), the CID is still facially deficient for the reasons stated above and because Media Matters is not an active participant in the digital advertising space. As a result, the CID fails to provide Media Matters with “the link between the relevant conduct and the alleged violation.” *See ACICS*, 854 F.3d at 691.

## **II. Forcing Media Matters to Comply with the CID Would Violate Its First Amendment Rights.**

“[T]he First Amendment provides journalists with a qualified privilege against compelled disclosure of information obtained through their news gathering activities.” *Hutira v. Islamic Republic of Iran*, 211 F. Supp. 2d 115, 118 (D.D.C. 2002) (citations omitted). If courts were to allow the government to compel such disclosure without a persuasive reason, it would pose a threat to journalists and their employers. *See U.S. v. LaRouche Campaign*, 841 F.2d 1176, 1182 (1st Cir. 1988) (“We discern a lurking and subtle threat to journalists and their employers if disclosure of outtakes, notes, and other unused information, even if nonconfidential, becomes routine and casually, if not cavalierly, compelled.”). Compelling the disclosure of reporters’ “research materials poses a serious threat to the vitality of the newsgathering process,” *Shoen v. Shoen*, 48 F.3d 412, 416 (9th Cir. 1995) (citation omitted), which could “substantially undercut the public

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<sup>8</sup> For the purposes of this Petition, the phrase “antitrust laws” refers to the Sherman Act, 15 U.S.C. §§ 1 & 2, and Section 5 of the FTC Act, 15 U.S.C. § 45, which are the two antitrust statutes related to potential claims involving collusive or coordinated conduct. According to the Commission’s website, “the FTC does not technically enforce the Sherman Act, [but] it can bring cases under the FTC Act against the same kinds of activities that violate the Sherman Act.” FTC, *The Antitrust Laws*, <https://perma.cc/936H-W7BQ>. As a result, the Commission’s authority to enforce the Sherman Act is derivative of its authority under the FTC Act, *see FTC v. Cement Inst.*, 333 U.S. 683, 689–93 (1948), and for the reasons described in Section III, *infra*, the Commission lacks the authority to enforce the FTC Act against nonprofits.

policy favoring the free flow of information to the public,” *U.S. v. Cuthbertson*, 630 F.2d 139, 147 (3d Cir. 1980).

Here, forcing Media Matters to comply with the FTC’s CID would violate its First Amendment rights. In particular, compliance with Specifications 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, and 17 would require Media Matters to disclose its resources, sources, methods, and other information that is protected from disclosure by the First Amendment. And there is no reason justifying an invasive and disruptive search through the materials of Media Matters’ journalists, particularly given that the CID was improperly issued (*see* Section I, *supra*) and the FTC does not have the authority to bring antitrust charges against Media Matters (*see* Section III, *infra*). Without such a reason, compliance with the CID would infringe Media Matters’ constitutional rights, which is yet another reason for quashing the CID in its entirety.

### **III. The FTC Does Not Have the Authority to Enforce the Antitrust Laws Against Media Matters.**

Under its authorizing statute, the FTC Act, the Commission has the authority to enforce the antitrust laws against entities that are “organized to carry on business for [their] own profit or that of [their] members.” 15 U.S.C. §§ 44–45. Nonprofits, by contrast, “fall outside the scope of the agency’s jurisdiction.” *Nat’l Fed’n of the Blind v. FTC*, 420 F.3d 331, 334 (4th Cir. 2005).<sup>9</sup>

Media Matters is a nonprofit that has been registered as a 501(c)(3) entity since it was founded in 2004,<sup>10</sup> and it has no members.<sup>11</sup> As a result, the FTC lacks the authority to enforce the antitrust laws against Media Matters. *See FTC v. Grand Canyon Educ. Inc.*, 745 F. Supp. 3d 803, 824–26 (D. Ariz. 2024) (holding that the FTC could not bring claims under the FTC Act against a

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<sup>9</sup> In similar circumstances, where courts have held that the entity in question falls under a statutory exemption (e.g., the common carrier exemption), the FTC cannot even treat the entity as a target of an investigation. *See, e.g., FTC v. Miller*, 549 F.2d 452, 455–57 (7th Cir. 1977).

<sup>10</sup> *See* Exhibit 3, Fourth Article of Incorporation; ProPublica, *supra* note 2.

<sup>11</sup> Exhibit 3, Third Article of Incorporation.



nonprofit, where the entity did not have any alleged benefiting members and was not otherwise operating for its own profit).

Even if there were some question about Media Matters' status as a nonprofit (and, to be clear, there is not), it meets all of the factors considered by federal courts in determining whether an entity qualifies as a "true" nonprofit: "whether the entity is organized as a non-profit; the manner in which it uses and distributes realized profit; its provision of charitable purposes as a primary or secondary goal; and its use of non-profit status as an instrumentality of individuals or others seeking monetary gain." *FTC v. AmeriDebt, Inc.*, 343 F. Supp. 2d 451, 460 (D. Md. 2004) (citing *Cnty. Blood Bank of Kansas City Area v. FTC*, 405 F.2d 1011, 1019–20 (8th Cir.1969)) (other citations omitted).

The first factor—whether the entity is organized as a nonprofit—definitively weighs in favor of finding that Media Matters is a "true" nonprofit. *See Cnty. Blood Bank*, 405 F.2d at 1020. Media Matters is—and, since its founding in 2004, has been—registered as a 501(c)(3) (i.e., a nonprofit entity) and has never been a for-profit organization.<sup>12</sup> In addition, Media Matters relies exclusively on donations for funding. *See Cnty. Blood Bank*, 405 F.2d at 1020 (indicating that where funding is primarily from donations, the nonprofit is less likely to be subject to the FTC's jurisdiction).

The second factor is "the manner in which [the entity] uses and distributes realized profit." *See AmeriDebt*, 343 F. Supp. 2d at 460. This factor likewise shows that Media Matters is a "true" nonprofit. Where an entity claims to be a nonprofit but distributes its funds to for-profit entities, or profit-seeking members, it is generally not considered a nonprofit. *See FTC v. IAB Mktg. Assoc., LP*, 746 F.3d 1228, 1231 (11th Cir. 2014) (finding that the FTC had jurisdiction where the entity's

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<sup>12</sup> *See* Exhibit 3 at 1–2.

“[r]evenue . . . flows to for-profit entities controlled by [defendant] and his sons”). By contrast, where a “a nonprofit company us[es] its revenue to perpetuate or expand itself as part of its nonprofit mission,” it falls squarely within the category of “true” nonprofits, exempt from FTC authority. *See Grand Canyon Educ.*, 745 F. Supp. 3d at 825. Media Matters has no members (so it cannot redistribute funds to its members), and all of its funds are spent on its public education mission (e.g., compensation for staff, operating costs for programs, the lease for its office space, and its technology costs).<sup>13</sup> *See Cmty. Blood Bank of Kansas City Area*, 405 F.2d at 1020.

Third, courts consider whether the entity’s nonprofit or charitable purpose is its “primary or secondary goal.” Media Matters is organized and exclusively operated for the charitable and educational purposes of “ensuring accuracy, fairness, and a balance of diverse views in the media through research, public education, and advocacy,”<sup>14</sup> and all of its funding is used to advance that charitable goal.<sup>15</sup> *Cmty. Blood Bank of Kansas City Area*, 405 F.2d at 1020 (indicating that where an entity’s only goals were nonprofit/charitable, it was less likely to be subject to the FTC Act).

Finally, courts evaluate whether the entity uses its “non-profit status as an instrumentality of individuals or others seeking monetary gain.” *AmeriDebt*, 343 F. Supp. 2d at 460. Media Matters has no members and does not sell anything; it disseminates its research for free on its website. Its largest expense is salaries, primarily for the journalists that fulfil Media Matters’ nonprofit mission.<sup>16</sup>

As the foregoing shows, not only is Media Matters clearly a nonprofit, it meets the relevant test for qualifying as a “true” nonprofit. Therefore, the FTC does not have the authority to enforce

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<sup>13</sup> *See* Exhibit 3, Fifth Article of Incorporation.

<sup>14</sup> Exhibit 3, Fourth Article of Incorporation.

<sup>15</sup> *See* Media Matters, *About Us*, *supra* note 2 (“Media Matters works daily to notify activists, journalists, pundits, and the general public about instances of misinformation, providing them with the resources to rebut false claims and to take direct action against offending media institutions.”).

<sup>16</sup> *See* ProPublica, *supra* note 2.

the antitrust laws against Media Matters, which—combined with the First Amendment implications of compliance and the other issues raised in this Petition—means that the CID should be quashed.

#### **IV. The CID Is Overbroad and Unduly Burdensome.**

The FTC’s “[s]ubpoena enforcement power is not limitless.” *FTC v. Ken Roberts Co.*, 276 F.3d 583, 586 (D.C. Cir. 2001). To be enforceable, a CID must be reasonable in the “nature, purposes, and scope of the inquiry.” *Okla. Press Pub. Co. v. Walling*, 327 U.S. 186, 209 (1946). Courts will not enforce CIDs that are “unduly burdensome or unreasonably broad,” which occurs where “compliance threatens to unduly disrupt or seriously hinder normal operations of business.” *FTC v. Texaco, Inc.*, 555 F.2d 862, 882 (D.C. Cir. 1977). In evaluating the burden of a CID, the Commission considers whether the “specifications [are] narrowly tailored to obtain information germane to the Commission’s investigative purpose as set forth in the Resolution” and whether the CID “provides . . . various options for minimizing its scope.” *In re Altmeyer Home Stores, Inc. Petition to Quash or Limit Civ. Investigative Demands*, 123 F.T.C. 1730, 1738 (1997).

Here, the scope of the CID is clearly overbroad. It seeks essentially every piece of information in any way related to content moderation (and beyond) for more than six years in an investigation that could never lead to an FTC enforcement action against Media Matters (*see* Section III, *supra*) and implicates Media Matters’ core First Amendment rights (*see* Section II, *supra*). Where the materials sought are “of such a sweeping nature and so unrelated to the matter properly under inquiry,” the demand can “exceed the [agency’s] investigatory power.” *United States v. Morton Salt Co.*, 338 U.S. 632, 652 (1950) (citation omitted). That is certainly the case here, as evidenced by the following examples of the CID’s overbreadth.

The Commission purports to define “Media Matters” as including all of its “successors, predecessors, divisions, wholly- or partially-owned subsidiaries, committees, working groups,

alliances, affiliates, and partnerships, whether domestic or foreign; and all the directors, officers, employees, consultants, agents, and representatives of the foregoing.”<sup>17</sup> Exhibit 1 at 5. The FTC has no authority to require Media Matters to respond on behalf of all of the listed entities and individuals, and it would be impossible for Media Matters to do so. What is more, as described below (*see* Section V, *infra*), many of these terms (e.g., “alliances” and “affiliates”) are ambiguous, forcing Media Matters to guess about their scope.<sup>18</sup>

The burden stemming from the FTC’s definition of “Media Matters” is magnified by the FTC’s definition of “Document,” which includes—without limitation—the following:

computer files; email messages; text messages; instant messages and chat logs; other Messaging Applications; group chats; voicemails and other audio files; calendar entries; schedulers; drafts of documents; metadata and other bibliographic or historical data describing or relating to documents created, revised, or distributed electronically; copies of documents that are not identical duplicates of the originals in that Person’s files; notes of meetings or telephone calls; and copies of documents the originals of which are not in the possession, custody, or control of Media Matters.

Exhibit 1 at 5. Combining these two definitions, Media Matters would apparently be required to produce every single piece of information not only within its actual “possession, custody, or control,” but also within the possession, custody, or control of all of its “successors, predecessors, divisions, wholly- or partially-owned subsidiaries, committees, working groups, alliances, affiliates, and partnerships, whether domestic or foreign; and all the directors, officers, employees, consultants, agents, and representatives of the foregoing.” Such an undertaking would be

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<sup>17</sup> In addition, Definition 1 demands that Media Matters “[i]dentify by name, address, and phone number, each agent or consultant.” Exhibit 1 at 5. Complying with this portion of Definition 1 may risk violating Media Matters’ freedom of association rights under the First Amendment. *See Americans for Prosperity Found. v. Bonta*, 594 U.S. 595, 606 (2021); *Nat’l Ass’n for Advancement of Colored People v. State of Ala. ex rel. Patterson*, 357 U.S. 449, 462 (1958).

<sup>18</sup> To the extent such terms encompass Media Matters’ donors, the First Amendment prohibits compelled disclosure of documents disclosing donors absent compliance with “exacting scrutiny.” *Americans for Prosperity*, 594 U.S. at 607–08, 613.

impossible, particularly in the thirty days the FTC allowed for compliance with the CID. *See* Exhibit 1 at 1 (setting the return date as “30 days from the Issued date below”).

Similarly, the Specifications’ scope further demonstrates the CID’s staggering breadth. For example, Specification 15 demands “all communications between Media Matters and any other person” related to certain issues, and the definition of “person” “includes Media Matters and means any natural person, corporate entity, sole proprietorship, partnership, association, governmental or non-governmental entity, or trust.” Exhibit 1 at 3, 6. As a result, this specification essentially asks for all internal and external communications of anybody at Media Matters or any of its “successors, predecessors, divisions, wholly- or partially-owned subsidiaries, committees, working groups, alliances, affiliates, and partnerships, whether domestic or foreign; and all the directors, officers, employees, consultants, agents, and representatives of the foregoing” regarding certain topics. Attempting to comply with this demand could bring Media Matters to a standstill.

And that is just one example of how the CID would unduly burden Media Matters. Other components of the CID would impose similar burdens, including the following:

- The CID demands that Media Matters obtain and produce “copies of documents the originals of which are not in the possession, custody, or control of Media Matters.” Exhibit 1 at 5. As written, this language expands the CID beyond any conceivable limit and would require Media Matters to obtain documents outside of its possession, custody, or control, including from entities unrelated to Media Matters, which it has no authority or ability to do.
- Instruction 1 demands that Media Matters produce documents and information dating back to January 1, 2019 (i.e., more than six years ago). Exhibit 1 at 7. That

is a considerably longer timeframe than the FTC typically requires.<sup>19</sup> When asked, FTC staff did not provide an explanation for why such an extended timeframe was necessary. Instead, staff said that there was an explanation but refused or were unable to provide that explanation to Media Matters. *See* Exhibit 2 at 2. In addition, FTC staff did not offer to limit the burden imposed on Media Matters by that overly broad request for more than six years of documents and information. *Id.*

- The CID’s definition of “computer files” would require Media Matters to search for and produce “information stored in, or *accessible through*, computers,” which could include the entire internet. Exhibit 1 at 5 (emphasis added). The FTC has equal access to the internet and cannot force Media Matters to search everything that is accessible through a computer in order to comply with the CID.
- A significant number of the CID Specifications demand “each,” “any,” or “all” document(s), including Specifications 5, 6, 7, 8, 9, 10, 11, 12, 13, 15, 16, 17, and 18. Exhibit 1 at 2–4. The CID then defines “[e]ach,” “any,” and “all” to mean “each and every.” *See* Exhibit 1 at 6. Therefore, there is essentially no limitation on the documents that the FTC seeks in those specifications.

Accordingly, forcing Media Matters to comply with the CID would be unduly burdensome. The CID’s breadth would make it impossible for Media Matters to respond, and its attempt to do so could materially disrupt its operations, both by redirecting employee time and resources and by chilling Media Matters’ researching and reporting activities, which is the very core of its business. *See Commodity Trend Svc., Inc. v. Commodity Futures Trading Comm’n*, 233 F.3d 981, 987 (7th Cir. 2000) (holding that an agency subpoena was “excessively burdensome” in part because it

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<sup>19</sup> *See, e.g.*, FTC Model Second Request, at 17 (Revised Jan. 2024), <https://perma.cc/5V2W-B8Y3> (requiring documents from the prior two years and information from the prior three years).

negatively impacted reporting activities). Given the breadth and burden associated with compliance—combined with the First Amendment implications of forced compliance and the FTC’s lack of authority to enforce the antitrust laws against Media Matters—the Commission should quash the CID in its entirety.

**V. The CID Is Vague and Ambiguous.**

The CID includes only ten definitions, leaving a number of critical terms undefined. And the definitions themselves contain ambiguous, undefined terms. In light of this ambiguity, Media Matters lacks clear notice of how it can substantially comply with the CID.

For example, Specification 5 demands “all documents that Media Matters either produced or received in discovery in any litigation between Media Matters and X Corp. related to advertiser boycotts since 2023.” Exhibit 1 at 2. Given the way this specification is worded, it is unclear whether “related to advertiser boycotts” refers to the documents that the FTC demands or the litigation between Media Matters and X Corp. If it is the former, Specification 5 is based on a factual determination regarding the actions of other entities and that may well be subject to dispute.

Other terms and phrases used by the FTC in its CID are similarly ambiguous because the FTC fails to define them or provide sufficient context to interpret them, including, but not limited to:

- the terms “sources,” “outlets,” and “other content publisher entities” as used in Specifications 6, 12, 14, 15, and 16;
- The term “platform” as used in Specifications 7, 8, 12, 13, 14, 15, 16, and 17, as well as in Definition 10 and Instruction 6;
- the term “publishers” as used in Specification 8;
- the phrase “brand safety tools” as used in Specification 9;
- the phrase “online environments” as used in Specification 10;
- the phrase “advertising rating systems” as used in Specification 11;
- the phrase “digital advertising” as used in Specification 13;

- the phrase “social media” as used in Specifications 13 and 17;<sup>20</sup>
- the phrase “ad tech, technology, or developer companies or social media platforms” as used in Specification 17;
- the phrase “cost center report” as used in Specification 18; and
- the terms “working groups,” “alliances,” and “affiliates” as used in Definition 1.

The lack of a clear definition for several key terms in the CID provides a separate and independent justification for quashing it.

### **RESERVATION OF RIGHTS**

By submitting this Petition to Quash, Media Matters does not intend to—and does not—waive any rights to make additional arguments against the FTC’s investigation of Media Matters, the CID, or both, including under the First and Fourth Amendments of the U.S. Constitution, the FTC Act, or any other clause of the U.S. Constitution, statute, or rule.

### **CONCLUSION**

The CID was improperly issued, forced compliance with the CID would infringe on Media Matters’ First Amendment rights, the FTC does not have the authority to bring an enforcement action against Media Matters, and the CID is overbroad, unduly burdensome, vague, and ambiguous. As a result, the CID should be quashed in its entirety.

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<sup>20</sup> We note that the FTC is involved in ongoing litigation around the scope of a market that it claims is limited to “Personal Social Networking Services.” Complaint, *FTC v. Meta Platforms, Inc.*, No. 1:20-cv-3590, Doc. 51 (D.D.C. Jan. 13, 2021). It is unclear whether or how that disputed market definition would or would not apply to the manner in which the FTC uses the term “social media” in the CID.



DATED: June 18, 2025

Respectfully submitted,  
COVINGTON & BURLING LLP

By: /s Ryan Quillian  
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*Counsel for Media Matters for America*

**CERTIFICATE OF SERVICE**

I hereby certify that, on June 18, 2025, the foregoing Petition to Quash the Civil Investigative Demand was served by electronic mail to the following:

Office of the Secretary  
600 Pennsylvania Ave. NW  
Washington, D.C. 20580  
electronicfilings@ftc.gov

April Tabor, Secretary of the Commission  
600 Pennsylvania Ave. NW  
Washington, D.C. 20580  
atabor@ftc.gov

Geoffrey Green  
600 Pennsylvania Ave. NW  
Washington, D.C. 20580  
ggreen@ftc.gov

Helder Agostinho  
600 Pennsylvania Ave. NW  
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/s Ryan Quillian  
Ryan K. Quillian

# **EXHIBIT 1**

Civil Investigative Demand Issued to Media Matters for America  
by the U.S. Federal Trade Commission



## Civil Investigative Demand

1. TO

Media Matters for America  
c/o Angelo Carusone, President/CEO  
800 Maine Avenue, S.W.  
Suite 500  
Washington, DC 20024

1a. MATTER NUMBER

FTC File No. 251-0061

This demand is issued pursuant to Section 20 of the Federal Trade Commission Act, 15 U.S.C. § 57b-1, in the course of an investigation to determine whether there is, has been, or may be a violation of any laws administered by the Federal Trade Commission by conduct, activities or proposed action as described in Item 3.

2. ACTION REQUIRED

☐ You are required to appear and testify.

LOCATION OF HEARING

YOUR APPEARANCE WILL BE BEFORE

No appearance required.

DATE AND TIME OF HEARING OR DEPOSITION

☒ You are required to produce all documents described in the attached schedule that are in your possession, custody, or control, and to make them available at your address indicated above for inspection and copying or reproduction at the date and time specified below.

☒ You are required to answer the interrogatories or provide the written report described on the attached schedule. Answer each interrogatory or report separately and fully in writing. Submit your answers or report to the Records Custodian named in Item 4 on or before the date specified below.

☐ You are required to produce the tangible things described on the attached schedule. Produce such things to the Records Custodian named in Item 4 on or before the date specified below.

DATE AND TIME THE DOCUMENTS, ANSWERS TO INTERROGATORIES, REPORTS, AND/OR TANGIBLE THINGS MUST BE AVAILABLE

30 days from the Issued date below - June 19, 2025 by 5:00 pm ET

3. SUBJECT OF INVESTIGATION

See attached.

4. RECORDS CUSTODIAN/DEPUTY RECORDS CUSTODIAN

Helder Agostinho, Deputy Assistant Director

5. COMMISSION COUNSEL

Nicholas Bush, Attorney

DATE ISSUED

5/20/2025

COMMISSIONER'S SIGNATURE

*Adam N. F...*

### INSTRUCTIONS AND NOTICES

The delivery of this demand to you by any method prescribed by the Commission's Rules of Practice is legal service and may subject you to a penalty imposed by law for failure to comply. The production of documents or the submission of answers and report in response to this demand must be made under a sworn certificate, in the form printed on the second page of this demand, by the person to whom this demand is directed or, if not a natural person, by a person or persons having knowledge of the facts and circumstances of such production or responsible for answering each interrogatory or report question. This demand does not require approval by OMB under the Paperwork Reduction Act of 1980.

### PETITION TO LIMIT OR QUASH

The Commission's Rules of Practice require that any petition to limit or quash this demand be filed within 20 days after service, or, if the return date is less than 20 days after service, prior to the return date. The original and twelve copies of the petition must be filed with the Secretary of the Federal Trade Commission, and one copy should be sent to the Commission Counsel named in Item 5.

### YOUR RIGHTS TO REGULATORY ENFORCEMENT FAIRNESS

The FTC has a longstanding commitment to a fair regulatory enforcement environment. If you are a small business (under Small Business Administration standards), you have a right to contact the Small Business Administration's National Ombudsman at 1-888-REGFAIR (1-888-734-3247) or [www.sba.gov/ombudsman](http://www.sba.gov/ombudsman) regarding the fairness of the compliance and enforcement activities of the agency. You should understand, however, that the National Ombudsman cannot change, stop, or delay a federal agency enforcement action.

The FTC strictly forbids retaliatory acts by its employees, and you will not be penalized for expressing a concern about these activities.

### TRAVEL EXPENSES

Use the enclosed travel voucher to claim compensation to which you are entitled as a witness for the Commission. The completed travel voucher and this demand should be presented to Commission Counsel for payment. If you are permanently or temporarily living somewhere other than the address on this demand and it would require excessive travel for you to appear, you must get prior approval from Commission Counsel.

A copy of the Commission's Rules of Practice is available online at <http://bit.ly/FTCSRulesofPractice>. Paper copies are available upon request.

**Civil Investigative Demand to Media Matters for America**

**CIVIL INVESTIGATIVE DEMAND  
ISSUED TO MEDIA MATTERS FOR AMERICA  
FTC FILE NO. 251-0061**

Unless modified by agreement with the staff of the Federal Trade Commission (the “Commission” or the “FTC”), each Specification of this Civil Investigative Demand (“CID”) requires a complete search of Media Matters for America (“Media Matters”) as defined in the Definitions, which appear after the following Specifications. Pursuant to the Commission’s Rules of Practice, 16 C.F.R. § 2.7(k), Media Matters representatives must confer with the Commission representative identified in the final instruction of this CID within fourteen days after receipt of this CID. If Media Matters believes that the required search or any other part of this CID can be narrowed in any way that is consistent with the Commission’s need for information, you are encouraged to discuss such questions and possible modifications with the Commission representative. All modifications to this CID must be agreed to in writing pursuant to the Commission’s Rules of Practice, 16 C.F.R. § 2.7(l).

**SPECIFICATIONS**

1. State where Media Matters is incorporated or registered and provide a copy of Media Matters’s articles of incorporation.
2. State whether Media Matters is organized as a for-profit or not-for-profit entity.
3. State the location and full physical address of each Media Matters offices in the United States and abroad.
4. Provide Media Matters organizational charts from 2018 through the present or other documents sufficient to show all Media Matters personnel over the same time period.
5. Provide all documents that Media Matters either produced or received in discovery in any litigation between Media Matters and X Corp. related to advertiser boycotts since 2023.
6. Provide all documents relating to other entities that purport to track, categorize, monitor, analyze, evaluate, or rate news, media, sources, platforms, outlets, websites, or other content publisher entities for “brand suitability,” “reliability,” “misinformation,” “hate speech,” “false” or “deceptive” content, or similar categories. This request includes but is not limited to communications between Media Matters and any person connected to these entities. For purposes of this Specification, such entities include but are not limited to:
  - a) NewsGuard Technologies, Inc.
  - b) The World Federation of Advertisers (“WFA”);
  - c) The Global Alliance for Responsible Media (“GARM”);
  - d) The Global Disinformation Index (“GDI”);
  - e) The Interactive Advertising Bureau (“IAB”);

### Civil Investigative Demand to Media Matters for America

- f) Ad Fontes Media, Inc.;
  - g) The Check My Ads Institute;
  - h) Integral Ad Science (“IAS”);
  - i) DoubleVerify;
  - j) Barometer;
  - k) The Center for Countering Digital Hate;
  - l) Nelez; or
  - m) The Media Roundtable.
7. Provide all documents relating to the effect on advertisers of the presence on any media platform of harmful, hateful, misleading, unsafe, or otherwise undesirable content.
  8. Provide all documents relating to advertisers working with publishers and/or platforms to address harmful, hateful, misleading, unsafe, or otherwise undesirable media environments.
  9. Provide all documents relating to efforts by any person to create or advance brand safety tools.
  10. Provide all documents relating to the role that advertisers can play or do play to improve the safety of online environments.
  11. Provide all documents relating to efforts by any person to create or advance advertising rating systems.
  12. Provide any list produced, licensed, sold, or otherwise provided by Media Matters to any third party that evaluates or categorizes any news, media, sources, outlets, platforms, websites, or other content publisher entities by credibility, the presence of hate or misinformation, or any other categorical metric maintained by Media Matters.
  13. Provide all analyses or studies that Media Matters conducted, sponsored, or commissioned relating to advertising on social media or digital advertising platforms, including but not limited to any financial analyses or studies, and all data sets and code that would be necessary to replicate the analysis.
  14. Provide documents and data sufficient to show the methodology by which Media Matters evaluates or categorizes any news, media, sources, platforms, outlets, websites, or other content publisher entities.
  15. Provide all communications between Media Matters and any other person regarding any request for Media Matters to label any news, media, sources, outlets, platforms, websites, or other content publisher entities for “brand suitability,” “reliability,” “misinformation,”

### Civil Investigative Demand to Media Matters for America

“hate speech,” “false” or “deceptive” content, or similar categories, regardless of whether the request was fulfilled.

16. Provide all documents relating to any complaints that Media Matters received related to its activities, programs, or policies, including but not limited to complaints regarding Media Matters’s decision to apply any label, rating, or categorization to any news, media, sources, outlets, platforms, websites, or other content publisher entities.
17. Provide all documents, including correspondence, relating to Media Matters working with ad tech, technology, or developer companies or social media platforms to develop or advance any of Media Matters’s programs, policies, or objectives, including but not limited to any agreements between Media Matters and these companies.
18. Provide each financial statement, budget, profit and loss statement, cost center report, profitability report, and any other financial report regularly prepared by or for Media Matters on any periodic basis. For each such statement, budget, or report, state how often it is prepared, and identify the employees responsible for its preparation.
19. Identify and describe the steps Media Matters took to preserve documents related to this CID. Provide documents sufficient to show all Media Matters document retention policies in effect during any portion of the relevant period.
20. Identify the person(s) responsible for preparing the responses to this CID and provide a copy of all instructions prepared by Media Matters relating to the steps taken to respond. Where oral instructions were given, identify the person who gave the instructions and describe the content of the instructions and the person(s) to whom the instructions were given. For each Specification, identify the individual(s) who assisted in the preparation of the response, with a listing of the persons (identified by name and title or job description) whose files were searched by each. For each Specification requiring a narrative response or data, identify all individuals who provided any information considered or used in drafting the response.



## Civil Investigative Demand to Media Matters for America

### DEFINITIONS

For purposes of this CID, the following Definitions apply:

1. “You,” “Your,” and “Media Matters” mean Media Matters for America, together with its successors, predecessors, divisions, wholly- or partially-owned subsidiaries, committees, working groups, alliances, affiliates, and partnerships, whether domestic or foreign; and all the directors, officers, employees, consultants, agents, and representatives of the foregoing. Identify by name, address, and phone number, each agent or consultant.
2. “Agreement” means any oral or written contract, arrangement, or understanding, whether formal or informal, between two or more Persons, together with all modifications or amendments thereto.
3. “Communication” means any exchange, transfer, or dissemination of information, regardless of the means by which it is accomplished.
4. “Document” and “documents” mean any information, on paper or in electronic format, including written, recorded, and graphic materials of every kind, in the possession, custody, or control of Media Matters. The term “documents” includes, without limitation: computer files; email messages; text messages; instant messages and chat logs; other Messaging Applications; group chats; voicemails and other audio files; calendar entries; schedulers; drafts of documents; metadata and other bibliographic or historical data describing or relating to documents created, revised, or distributed electronically; copies of documents that are not identical duplicates of the originals in that Person’s files; notes of meetings or telephone calls; and copies of documents the originals of which are not in the possession, custody, or control of Media Matters.
  - a) The term “computer files” includes information stored in, or accessible through, computers or other information retrieval systems. Thus, Media Matters should produce documents that exist in machine-readable form, including documents stored in personal computers, portable computers, workstations, minicomputers, mainframes, servers, backup disks and tapes, archive disks and tapes, and other forms of offline storage, whether on or off Media Matters premises. If Media Matters believes that the required search of backup disks and tapes and archive disks and tapes can be narrowed in any way that is consistent with the Commission’s need for documents and information, you are encouraged to discuss a possible modification to this Definition with the Commission representative identified on the last page of this Request. The Commission representative will consider modifying this Definition to:
    - i) exclude the search and production of files from backup disks and tapes and archive disks and tapes unless it appears that files are missing from those that exist in personal computers, portable computers, workstations, minicomputers, mainframes, and servers searched by Media Matters;
    - ii) limit the portion of backup disks and tapes and archive disks and tapes that needs to be searched and produced to certain key individuals, certain time



### Civil Investigative Demand to Media Matters for America

periods, or certain Specifications identified by the Commission representative;  
or

iii) include other proposals consistent with Commission policy and the facts of the case.

5. “Each,” “any,” and “all” mean “each and every.” The terms “and” and “or” have both conjunctive and disjunctive meanings as necessary to bring within the scope of this CID anything that might otherwise be outside its scope. The singular form of a noun or pronoun includes its plural form, and vice versa; and the present tense of any word includes the past tense, and vice versa.

6. “Identify” or “specify,” when used in reference to a natural person, means to state the person’s (1) full name; (2) present or last-known residence and telephone number and present or last-known business address and telephone number; and (3) present or last-known employer and job title. For any person identified, if any of the above information was different during the time period relevant to the CID, supply both the current information and such different information as applies to the time period relevant to the CID. Once a natural person has been identified properly, it shall be sufficient thereafter when identifying that same person to state the name only.

“Identify” or “specify,” when used in reference to a corporation or other non-natural person, means (1) to state that entity’s name; (2) to describe its nature (e.g., corporation, partnership, etc.); (3) to state the location of its principal place of business; and (4) to identify the natural person or persons employed by such entity whose actions on behalf of the entity are responsive to the CID. Once such an entity has been identified properly, it shall be sufficient thereafter when identifying that same entity to state the name only.

“Identify” or “specify,” when used in reference to facts, acts, events, occurrences, meetings, or communications, means to describe, with particularity, the fact, act, event, occurrence, meeting, or communication in question, including but not limited to (1) identifying the participants and witnesses of the fact, act, event, occurrence, meeting, or communication; (2) stating the date or dates on which the fact, act, event, occurrence, meeting, or communication took place; (3) stating the location(s) at which the fact, act, event, occurrence, meeting, or communication took place; and (4) providing a description of the substance of the fact, act, event, occurrence, meeting, or communication.

7. “Include” and “including” mean “including but not limited to.” The use of the term “include” in any request shall not be used to limit the generality or scope of any request. Nor shall the generality of any request be limited by the fact that another request touches on the same topic with a greater or lesser degree of specificity.

8. “Person” or “persons” includes Media Matters and means any natural person, corporate entity, sole proprietorship, partnership, association, governmental or non-governmental entity, or trust.

### Civil Investigative Demand to Media Matters for America

9. “Relate,” “related to,” and “relating to” mean, in whole or in part, addressing, analyzing, concerning, constituting, containing, commenting on, discussing, describing, identifying, referring to, reflecting, reporting on, stating, or dealing with.
10. The term “Messaging Application” refers to any electronic method that has ever been used by Media Matters and its employees to communicate with each other or entities outside Media Matters for any business purposes. “Messaging Application” includes platforms, whether for ephemeral or non-ephemeral messaging, for email, chats, instant messages, text messages, and other methods of group and individual communication (e.g., Microsoft Teams, Slack, GroupMe, WhatsApp, Signal, and Skype). “Messaging Application” may overlap with “Collaborative Work Environment.”

### INSTRUCTIONS

For the purposes of this CID, the following Instructions apply:

- I 1. All references to year refer to calendar year. Unless otherwise specified, each of the Specifications calls for: (1) documents for each of the years from January 1, 2019 to the present; and (2) information for each of the years from January 1, 2019 to the present. Where information, rather than documents, is requested, provide it separately for each year; where yearly data is not yet available, provide data for the calendar year to date. If calendar year information is not available, supply Media Matters’s fiscal year data indicating the 12-month period covered, and provide Media Matters’s best estimate of calendar year data.
- I 2. Do not produce any Sensitive Personally Identifiable Information (“Sensitive PII”) or Sensitive Health Information (“SHI”) prior to discussing the information with a Commission representative. If any document responsive to a particular Specification contains unresponsive Sensitive PII or SHI, redact the unresponsive Sensitive PII or SHI prior to producing the document. The term “Sensitive Personally Identifiable Information” means an individual’s Social Security Number alone; or an individual’s name, address, or phone number in combination with one or more of the following:
  - Date of birth
  - Driver’s license number or other state identification number, or a foreign country equivalent
  - Passport number
  - Financial account number
  - Credit or debit card number

The term “Sensitive Health Information” includes medical records and other individually identifiable health information, whether on paper, in electronic form, or communicated orally. Sensitive Health Information relates to the past, present, or future physical or

### Civil Investigative Demand to Media Matters for America

mental health or condition of an individual, the provision of health care to an individual, or the past, present, or future payment for the provision of health care to an individual.

- I 3. Except for privileged material, Media Matters will produce each responsive document in its entirety by including all attachments and all pages, regardless of whether they directly relate to the specified subject matter. Media Matters should submit any appendix, table, or other attachment by either attaching it to the responsive document or clearly marking it to indicate the responsive document to which it corresponds. Attachments must be produced along with the document to which they are attached, regardless of whether they have been produced separately. Except for privileged material, Media Matters will not redact, mask, cut, expunge, edit, or delete any responsive document or portion thereof in any manner.
- I 4. Compliance with this CID requires a search of all documents in the possession, custody, or control of Media Matters, including, without limitation, those documents held by any of Media Matters's officers, directors, employees, agents, representatives, or legal counsel, whether or not such documents are on the premises of Media Matters. If any person is unwilling to have his or her files searched, or is unwilling to produce responsive documents, Media Matters must provide the Commission with the following information as to each such person: his or her name, address, telephone number, and relationship to Media Matters.
- I 5. Form of Production: Media Matters shall submit documents as instructed below absent written consent from the Commission representative.
- a) Documents stored in electronic or hard copy formats in the ordinary course of business shall be submitted in the following electronic format provided that such copies are true, correct, and complete copies of the original documents:
- i) Submit Microsoft Excel, Access, and PowerPoint files in native format with extracted text and metadata.
- ii) Submit emails in TIFF (Group IV) format with extracted text and the following metadata and information:

Metadata/Document Information	Description
Spec No.	Subpoena/request paragraph number to which the document is responsive.
Alternative Custodian	List of custodians where the document has been removed as a duplicate.
Bates Begin	Beginning Bates number of the email.
Bates End	Bates number of the last page of the email.

**Civil Investigative Demand to Media Matters for America**

<b>Metadata/Document Information</b>	<b>Description</b>
Beg Attach	First Bates number of attachment range.
End Attach	Ending Bates number of attachment range.
Custodian	Name of the person from whom the email was obtained.
Email BCC	Names of person(s) blind copied on the email.
Email CC	Names of person(s) copied on the email.
Email Date Received	Date the email was received. [MM/DD/YYYY]
Email Date Sent	Date the email was sent. [MM/DD/YYYY]
Email From	Names of the person who authored the email.
Email Message ID	Microsoft Outlook Message ID or similar value in other message systems.
Email Subject	Subject line of the email.
Email Time Received	Time email was received. [HH:MM:SS AM/PM]
Email To	Recipients(s) of the email.
Email Time Sent	Time email was sent. [HH:MM:SS AM/PM]
Page count	Number of pages in record
File size	Size of document in KB
File Extension	File extension type (e.g., docx, xlsx)
Record Type	Indicates form of record: E-Doc, E-Doc Attachment, Email, Email Attachment, HardCopy, Calendar Appt, Text Message, Chat Message, etc.
Folder	File path/folder location of email.
Filename with extension	Name of the original native file with file extension.



**Civil Investigative Demand to Media Matters for America**

<b>Metadata/Document Information</b>	<b>Description</b>
Hash	Identifying value used for deduplication – typically SHA1 or MD5.
Redaction	Indicates Yes or No status regarding document redactions.
Text Link	Relative path to submitted text file. Example: \TEXT\001\FTC0003090.txt

- iii) Submit email attachments other than those described in subpart (a)(i) in TIFF (Group IV) format. For all email attachments, provide extracted text and the following metadata and information as applicable:

<b>Metadata/Document Information</b>	<b>Description</b>
Spec No.	Subpoena/request paragraph number to which the document is responsive.
Alternative Custodian	List of custodians where the document has been removed as a duplicate.
Bates Begin	Beginning Bates number of the document.
Bates End	Last Bates number of the document.
Beg Attach	First Bates number of attachment range.
End Attach	Ending Bates number of attachment range.
Custodian	Name of person from whom the file was obtained.
Date Created	Date the file was created. [MM/DD/YYYY]
Date Modified	Date the file was last changed and saved. [MM/DD/YYYY]
Page count	Number of pages in record
File size	Size of document in KB

**Civil Investigative Demand to Media Matters for America**

<b>Metadata/Document Information</b>	<b>Description</b>
File Extension	File extension type (e.g., docx, xlsx)
Filename with extension	Name of the original native file with file extension.
Record Type	Indicates form of record: E-Doc, E-Doc Attachment, Email, Email Attachment, HardCopy, Calendar Appt, Text Message, Chat Message, etc.
Hash	Identifying value used for deduplication – typically SHA1 or MD5.
Author	Author field value extracted from the metadata of a native file.
Last Author	Last Saved By field value extracted from metadata of a native file.
Redaction	Indicates Yes or No status regarding document redactions.
Native Link	Relative file path to submitted native or near native files. Example: \NATIVES\001\FTC0003090.xls
Parent ID	Document ID or beginning Bates number of the parent email.
Text Link	Relative path to submitted text file. Example: \TEXT\001\FTC0003090.txt
Time Created	Time file was created. [HH:MM:SS AM/PM]
Time Modified	Time file was saved. [HH:MM:SS AM/PM]

- iv) Submit all other electronic documents, other than those described in subpart (a)(i), in TIFF (Group IV) format accompanied by extracted text and the following metadata and information:

**Civil Investigative Demand to Media Matters for America**

<b>Metadata/Document Information</b>	<b>Description</b>
Spec No.	Subpoena/request paragraph number to which the document is responsive.
Alternative Custodian	List of custodians where the document has been removed as a duplicate.
Bates Begin	Beginning Bates number of the document
Bates End	Last Bates number of the document.
Beg Attach	First Bates number of attachment range.
End Attach	Ending Bates number of attachment range.
Custodian	Name of the original custodian of the file.
Date Created	Date the file was created. [MM/DD/YYYY]
Date Modified	Date the file was last changed and saved. [MM/DD/YYYY HH:MM:SS AM/PM]
Record Type	Indicates form of record: E-Doc, E-Doc Attachment, Email, Email Attachment, HardCopy, Calendar Appt, Text Message, Chat Message, etc.
Author	Author field value extracted from the metadata of a native file.
Last Author	Last Saved By field value extracted from metadata of a native file.
Redaction	Indicates Yes or No status regarding document redactions.
Page count	Number of pages in record
File size	Size of document in KB
File Extension	File extension type (e.g., docx, xlsx)
Filename with extension	Name of the original native file with file extension.

**Civil Investigative Demand to Media Matters for America**

<b>Metadata/Document Information</b>	<b>Description</b>
Hash	Identifying value used for deduplication – typically SHA1 or MD5.
Originating Path	File path of the file as it resided in its original environment.
Production Link	Relative path to submitted native or near native files. Example: \NATIVES\001\FTC0003090.xls
Native Link	Relative path to submitted native or near native files.  Example: \NATIVES\001\FTC0003090.xls
Text Link	Relative path to submitted text file. Example: \TEXT\001\FTC-0003090.txt
Time Created	Time file was created. [HH:MM:SS AM/PM]
Time Modified	Time file was saved. [HH:MM:SS AM/PM]

- v) Submit documents stored in hard copy in TIFF (Group IV) format accomplished by OCR with the following information:

<b>Metadata/Document Information</b>	<b>Description</b>
Spec No.	Subpoena/request paragraph number to which the document is responsive.
Bates Begin	Beginning Bates number of the document.
Bates End	Bates number of the last page of the document.
Record Type	Indicates form of record: E-Doc, E-Doc Attachment, Email, Email Attachment, HardCopy, Calendar Appt, Text Message, Chat Message, etc.
Page count	Number of pages in record.



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Redaction	Indicates Yes or No status regarding document redactions.
Custodian	Name of person from whom the file was obtained.

- vi) Submit redacted documents in TIFF (Group IV) format accompanied by OCR with the metadata and information required by relevant document type in subparts (a)(i) through (a)(v) above. For example, if the redacted file was originally an attachment to an email, provide the metadata and information specified in subpart (a)(iii) above. Additionally, please provide a basis for each privilege claim as detailed in Instruction 9.
- b) Submit data compilations in electronic format, specifically Microsoft Excel spreadsheets or delimited text formats, with all underlying data un-redacted and all underlying formulas and algorithms intact. Submit data separately from document productions.
- c) Produce electronic file and ESI processed submissions as follows:
  - i) For productions over 20 gigabytes, use an External Hard Disc Drive (stand-alone portable or hard drive enclosure) or USB Flash Drive in Microsoft Windows-compatible, uncompressed data format.
  - ii) For productions under 20 gigabytes, submissions may be transmitted electronically via FTP. The FTC uses Kiteworks Secure File Transfer. To request a Kiteworks upload invitation, contact the FTC representative identified in the request you received. Use of other File Transfer methods is permitted. Please discuss this option with the FTC representative identified in the CID to determine the viability.
  - iii) CD-ROM (CD-R, CD-RW) optical disks and DVD-ROM (DVD+R, DVD+RW) optical disks for Windows-compatible personal computers, and USB 2.0 Flash Drives are acceptable storage formats.
  - iv) All documents produced in electronic format shall be scanned for and free of viruses prior to submission. The Commission will return any infected media for replacement, which may affect the timing of Media Matters's compliance with this CID.
  - v) Encryption of productions using NIST FIPS-Compliant cryptographic hardware or software modules, with passwords sent under separate cover, is strongly encouraged.
- d) Each production shall be submitted with a transmittal letter that includes the FTC matter number; production volume name; encryption method/software used; list of

### Civil Investigative Demand to Media Matters for America

custodians and document identification number range for each; total number of documents; and a list of load file fields in the order in which they are organized in the load file.

- e) If Media Matters intends to utilize any de-duplication or email threading software or services when collecting or reviewing information that is stored in Media Matters's computer systems or electronic storage media, or if Media Matters's computer systems contain or utilize such software, Media Matters must contact the Commission representative to determine, with the assistance of the appropriate government technical officials, whether and in what manner Media Matters may use such software or services when producing materials in response to this CID.
- I 6. Before using software or technology (including search terms, email threading, Technology Assisted Review, deduplication, or similar technologies) to identify or eliminate documents, data, or information potentially responsive to this CID, Media Matters must submit a written description of the method(s) used to conduct any part of its search. In addition, for any process that relies on search terms to identify or eliminate documents, Media Matters must submit: (a) a list of proposed terms; (b) a tally of all the terms that appear in the collection and the frequency of each term; (c) a list of stop words and operators for the platform being used; and (d) a glossary of industry and company terminology. For any process that relies on a form of Technology Assisted Review to identify or eliminate documents, Media Matters must include (a) confirmation that subject-matter experts will be reviewing the seed set and training rounds; (b) recall, precision, and confidence-level statistics (or an equivalent); and (c) a validation process that allows Commission representatives to review statistically-significant samples of documents categorized as non-responsive documents by the algorithm.
- I 7. All documents responsive to this CID:
- a) shall be produced in complete form (e.g., including all family members, including Modern Attachments), un-redacted unless privileged, and in the order in which they appear in Media Matters's files;
  - b) shall be marked on each page with corporate identification and consecutive document control numbers when produced in TIFF format (e.g., ABC-00000001);
  - c) if written in a language other than English, shall be translated into English, with the English translation attached to the foreign language document;
  - d) shall be produced in color where necessary to interpret the document (if the coloring of any document communicates any substantive information, or if black-and-white photocopying or conversion to TIFF format of any document (e.g., a chart or graph), makes any substantive information contained in the document unintelligible, Media Matters must submit the original document, a like-colored photocopy, or a JPEG-format TIFF);
  - e) shall be accompanied by an index that identifies: (i) the name of each person from whom responsive documents are submitted; and (ii) the corresponding consecutive

### Civil Investigative Demand to Media Matters for America

document control number(s) used to identify that person's documents, and if submitted in paper form, the box number containing such documents. If the index exists as a computer file(s), provide the index both as a printed hard copy and in machine-readable form (provided that the Commission representative determines prior to submission that the machine-readable form would be in a format that allows the agency to use the computer files). The Commission representative will provide a sample index upon request; and

- f) shall be accompanied by an affidavit of an officer of Media Matters stating that the copies are true, correct, and complete copies of the original documents.

- I 8. If any documents or parts of documents are withheld from production based on a claim of privilege, provide a statement of the claim of privilege and all facts relied upon in support thereof, in the form of a log that includes, in separate fields, a privilege identification number; beginning and ending document control numbers; parent document control numbers; attachments document control numbers; family range; number of pages; all authors; all addressees; all blind copy recipients; all other recipients; all custodians; date of the document; the title or subject line; an indication of whether it is redacted; the basis for the privilege claim (e.g., attorney-client privilege), including the underlying privilege claim if subject to a joint-defense or common-interest agreement; and a description of the document's subject matter. Attachments to a document should be identified as such and entered separately on the log. For each author, addressee, and recipient, state the Person's full name, title, and employer or firm, and denote all attorneys with an asterisk. The description of the subject matter shall describe the nature of each document in a manner that, though not revealing information itself privileged, provides sufficiently detailed information to enable Commission staff, the Commission, or a court to assess the applicability of the privilege claimed. For each document or part of a document withheld under a claim that it constitutes or contains attorney work product, also state whether Media Matters asserts that the document was prepared in anticipation of litigation or for trial and, if so, identify the anticipated litigation or trial upon which the assertion is based. Submit all non-privileged portions of any responsive document (including non-privileged or redactable attachments) for which a claim of privilege is asserted (except where the only non-privileged information has already been produced in response to this Instruction), noting where redactions in the document have been made. Documents authored by outside lawyers representing Media Matters that were not directly or indirectly furnished to Media Matters or any third party, such as internal law firm memoranda, may be omitted from the log. Provide the log in Microsoft Excel readable format.
- I 9. If Media Matters is unable to answer any question fully, supply such information and data as are available. Explain why the answer is incomplete, the efforts made by Media Matters to obtain the information and data, and the source from which the complete answer may be obtained. If books and records that provide accurate answers are not available, enter best estimates and describe how the estimates were derived, including the sources or bases of such estimates. Estimated data should be followed by the notation "est." If there is no reasonable way for Media Matters to make an estimate, provide an explanation.

**Civil Investigative Demand to Media Matters for America**

- I 10. If documents responsive to a particular Specification no longer exist for reasons other than the ordinary course of business or the implementation of Media Matters's document retention policy, but Media Matters has reason to believe have been in existence, state the circumstances under which they were lost or destroyed, describe the documents to the fullest extent possible, state the Specification(s) to which they are responsive, and identify the persons having knowledge of the content of such documents.
- I 11. Do not destroy or dispose of documents responsive to this CID, or any other documents relating to the subject matter of this CID. The destruction or disposal of such documents during the pendency of this investigation might constitute a felony in violation of 18 U.S.C. § 1505 and 18 U.S.C. § 1512.
- I 12. In order for Media Matters's response to this CID to be complete, the attached certification form must be executed by the Media Matters official supervising compliance with this CID, notarized, and submitted along with the responsive materials.
- I 13. Any questions you have relating to the scope or meaning of anything in this CID or suggestions for possible modifications thereto should be directed to Nicholas Bush at (202) 326-2848 or nbush@ftc.gov. The response to the CID shall be delivered per the instruction of Mr. Bush during the course of normal business (8:30 a.m. to 5:30 p.m., Monday through Friday). Mr. Bush will provide specific mail delivery instructions should that method of transmittal be required.



**CERTIFICATION OF COMPLIANCE****Pursuant to 28 U.S.C. § 1746**

I, \_\_\_\_\_, certify the following with respect to the Federal Trade Commission's ("FTC") Civil Investigative Demand directed to Media Matters for America ("Media Matters") (FTC File No. 251-0061) (the "CID"):

1. Media Matters has identified all documents, information, and/or tangible things ("responsive information") in Media Matters's possession, custody, or control responsive to the CID and either:
  - a. provided such responsive information to the FTC; or
  - b. for any responsive information not provided, given the FTC written objections setting forth the basis for withholding the responsive information.
2. I verify that the responses to the CID are complete and true and correct to my knowledge.

I certify under penalty of perjury that the foregoing is true and correct.

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Title

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

**COMMISSIONERS:**      **Lina M. Khan, Chair**  
                                 **Noah Joshua Phillips**  
                                 **Rebecca Kelly Slaughter**  
                                 **Christine S. Wilson**  
                                 **Alvaro M. Bedoya**

**RESOLUTION DIRECTING USE OF COMPULSORY PROCESS  
IN NONPUBLIC INVESTIGATIONS OF COLLUSIVE PRACTICES**

**File No. P859910**

**Nature and Scope of Investigation:**

To investigate whether any persons, partnerships, corporations, or others have engaged or are engaging in inviting, initiating, participating in, or facilitating collusion or coordination in any way with any other market participant, whether through private communications, public statements, sharing information, or other actions, in violation of Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45, as amended, or any other statutes or rules enforced by the Commission; and to determine the appropriate action or remedy, including whether injunctive and monetary relief would be in the public interest.


The Federal Trade Commission hereby resolves and directs that any and all compulsory processes available to it be used in connection with any inquiry within the nature and scope of this resolution for a period not to exceed ten years. The expiration of this ten-year period shall not limit or terminate the investigation or the legal effect of any compulsory process issued during the ten-year period. The Federal Trade Commission specifically authorizes the filing or continuation of actions to enforce any such compulsory process after the expiration of the ten-year period.

**Authority to Conduct Investigation:**

Sections 6, 9, 10, and 20 of the Federal Trade Commission Act, 15 U.S.C. §§ 46, 49, 50, and 57b- 1, as amended; and FTC Procedures and Rules of Practice, 16 C.F.R. § 1.1 *et seq.*, and supplements thereto.

By direction of the Commission.

**Issued: July 1, 2022**  
**Expires: July 1, 2032**

  
April J. Tabor  
Secretary

# **EXHIBIT 2**

Statement of Counsel Pursuant to 16 C.F.R. § 2.10(a)(2)

**BEFORE THE UNITED STATES  
FEDERAL TRADE COMMISSION**

In the Matter of

The Civil Investigative Demand dated  
May 20, 2025, to Media Matters for America

**PUBLIC**

FTC File No. 251-0061

**STATEMENT OF COUNSEL PURSUANT TO 16 C.F.R. § 2.10(a)(2)**

Counsel for petitioner, Covington & Burling LLP (“Covington”), respectfully submits this Statement of Counsel pursuant to 16 C.F.R. § 2.10(a)(2) in support of the Petition to Quash the Civil Investigative Demand (“CID”) filed by Media Matters for America on June 18, 2025.

On Friday, May 30, 2025, Covington emailed staff and requested a phone call, and staff returned that phone call on the same day. Covington and staff discussed the CID at a high level and agreed to schedule a time on Monday, June 2, 2025, to discuss the CID.

On Monday, June 2, 2025, Covington met with staff via videoconference to discuss the CID. Staff identified certain specifications that they said that they assumed would be relatively easy for Media Matters to pull together, including Specification 4, which demands more than seven years of Media Matters’ organizational charts. Covington asked why the timeframe for organizational chart was longer than for the other specifications, but staff refused or was unable to provide an explanation. Staff also pointed to Specification 18, which demands “each financial statement, budget, profit and loss statement, cost center report, profitability report, and any other financial report regularly prepared by or for Media Matters on any periodic basis” from the last six



and one half years. Staff emphasized that these were not priority specifications and stated that they expected responses to all specifications in the CID, including custodial searches for documents. In response to a question from Covington about why the CID demands documents, data, and information dating to January 1, 2019, staff said that it was because of the scope of the behavior at issue. Staff stated that they were willing to limit the burden on Media Matters consistent with the Commission's need for information, but did not offer to limit the relevant time period.

During the June 2 call, staff declined a request from Covington to describe the relevant market they were investigating other than to point to the definition of "digital advertising" in the CID. When Covington noted that the CID did not contain a definition of "digital advertising," staff pointed to Specification 6 and said that the list of entities identified in that specification should give Media Matters a sense of the relevant market. Staff also declined a request from Covington to describe the legal theory they were investigating other than to say at a high-level that they are investigating collusion in the digital advertising space.

On Tuesday, June 3, 2025, Covington emailed staff to request an extension to the deadline for filing a petition to limit or quash the CID. Staff granted that extension later the same day, setting a new deadline to file a petition to limit or quash the CID of June 18, 2025.

Covington and FTC staff met and conferred via videoconference again on June 13, 2025. During that meeting, Covington raised specific issues with the CID. First, Covington pointed out that it was unclear how the term "advertising boycotts" in Specification 5 fit into the request (requesting documents "either produced or received in discovery in any litigation between Media Matters and X Corp. related to advertiser boycotts since 2023"). In particular, given the way Specification 5 is worded, it is unclear whether "related to advertiser boycotts" refers to the documents that the FTC demands or the litigation between Media Matters and X Corp. If it is the

former, Specification 5 is based on a factual determination regarding the actions of other entities and that may well be subject to dispute. Staff explained that they had intended to request documents produced or received in discovery in any litigation between Media Matters and X. Corp where the allegations were related to advertising boycotts. Staff offered to remove the phrase “advertiser boycotts” from the definition, but Covington explained that this would then raise an overbreadth issue. Staff suggested that Media Matters propose alternative language, but that issue has not been resolved as of today.

Covington also raised the fact that the definitions of “Media Matters” (Definition 1) and “documents” (Definition 4) were overly broad for a variety of reasons, including, for example, because they seek documents outside of the possession, custody, and control of Media Matters, and “documents” seemed to include any document accessible on the Internet. Staff orally agreed that Media Matters could not produce documents outside of its possession, custody, or control, and acknowledged that the definition of “Media Matters” was broad. However, staff did not offer to limit the scope of the definitions of “Media Matters” or “documents.”

Covington and staff met and conferred via videoconference again on Wednesday, June 18, 2025. During that meeting, Covington raised additional big picture and specific issues with the CID. First, Covington explained that the CID does not meet the requirement in the FTC Act to provide fair notice of the nature of its investigation. Second, even if the CID satisfied that requirement, the FTC does not have the authority to enforce the antitrust laws against nonprofits like Media Matters. Third, the CID calls for a significant amount of information that is protected by the First Amendment. Covington explained that each of these issues independently and combined create significant issues with producing documents in response to the CID.

Covington also raised several issues with specific specifications, instructions, and definitions. Covington explained that the definition of “person” (Definition 8) combined with the definition of “Media Matters” (Definition 1), which Covington had raised in the previous meet and confer on June 13, created significant overbreadth, vagueness and ambiguity issues. As an example, Covington raised Specification 15 (requesting “all communications between Media Matters and any other person regarding any request for Media Matters to label any news, media, sources, outlets, platforms, websites, or other content publisher entities for ‘brand suitability,’ ‘reliability,’ ‘misinformation,’ ‘hate speech,’ ‘false’ or ‘deceptive’ content, or other similar categories, regardless of whether that request was fulfilled”), for which the definition of “person” and “Media Matters” renders the specification overly broad, vague, and ambiguous. Covington also raised several key terms which are vague and ambiguous, including the terms/phrases “platform,” “publishers,” “brand safety tools,” “online environments,” “advertising rating system,” “sources,” “outlets,” “other content publisher entities,” “digital advertising,” “social media,” “ad tech, technology, or developer companies or social media platforms,” “cost center report,” “working groups,” “alliances,” and “affiliates”.

Staff did not have any substantive follow up questions to the issues Covington raised but instead asked whether Covington would request an extension on the deadline to respond to the CID or to file a petition to quash. Covington said it would not be requesting an extension.

DATED: June 18, 2025

s/ Ryan Quillian  
Ryan K. Quillian  
Covington & Burling LLP  
One CityCenter  
850 Tenth Street, NW  
Washington, DC 20001-4956  
Tel: (202) 662-6000  
rquillian@cov.com

# **EXHIBIT 3**

Articles of Incorporation

## ARTICLES OF INCORPORATION

OF

Media Matters for America

Department of Consumer and Regulatory Affairs  
Washington, D.C.

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators, adopt the following Articles of Incorporation pursuant to the District of Columbia Nonprofit Corporation Act:

FIRST: The name of the Corporation is Media Matters for America.

SECOND: The period of duration is perpetual.

THIRD: The Corporation shall have no members.

FOURTH: The Corporation is organized and will be operated exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, including:

- ensuring accuracy, fairness, and a balance of diverse views in the media through research, public education, and advocacy.

In pursuance of these purposes the Corporation shall have the powers to do all things necessary, proper and consistent with obtaining and maintaining its tax-exempt status under section 501 (c)(3). All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to corresponding sections of subsequent internal revenue laws.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts.

SIXTH: No part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3), and this Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, this Corporation shall not take any action not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) or by any other laws then applicable to this Corporation.

SEVENTH: Upon dissolution of the Corporation, its assets shall be disposed of exclusively for one or more exempt purposes within the meaning of section 501(c)(3), or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3), or to the Federal government or to a state or local government, for a public purpose.

EIGHTH: The registered agent is David Brock, and the address, including street and number, of its initial registered office is [REDACTED]

NINTH: The internal affairs of the Corporation shall be regulated by its Board of Directors as described in the Bylaws. The members of the Board of Directors shall be those individuals elected, from time to time, in accordance with the Bylaws. The number of directors constituting the initial Board of Directors is three, and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are elected and qualified, are:

1. David Brock

[REDACTED]

2. Will Lippincott

[REDACTED]

3. Peter D. Rosenstein

[REDACTED]

TENTH: The names and addresses, including street and number, of the incorporators are:

1. Josh Sadlier



2. Evelyn Troy



3. Elva Lovoz



Josh Sadlier

Date: 8/14/03

Evelyn Troy

Date: 8-14-03

Elva Lovoz

Date: 8-14-03

I, Francis Parr Claytor, a Notary Public, hereby certify that on the 14 day of August 2003, Josh Sadlier, Evelyn Troy, and Elva Lovoz appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

Notary Public

Francis Parr Claytor  
Notary Public, District of Columbia  
My Commission Expires 1-14-07





## C E R T I F I C A T E

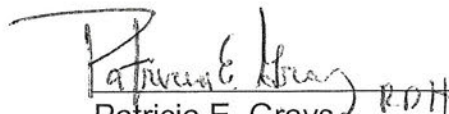
**THIS IS TO CERTIFY** that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

**MEDIA MATTERS FOR AMERICA**

**IN WITNESS WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of the **15th** day of **August, 2003**.

David Clark  
DIRECTOR

John T. Drann  
Acting Administrator  
Business Regulation Administration

  
Patricia E. Grays  
Superintendent of Corporations  
Corporations Division

Anthony A. Williams  
Mayor

