Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of	)	
	)	
Impact of Arbitron Audience Ratings Measurements on Radio Broadcasters	)	MB Docket No. 08-187
	)	
	)	
	)	

Comments of the Media Rating Council, Inc.

George Ivie
Executive Director and CEO
Media Rating Council, Inc.
420 Lexington Avenue, Suite 343
New York, NY 10170
212-972-0300

June 30, 2009

TABLE OF CONTENTS

Page

EXECUTIVE SUMMARY.....i
I. Introduction to the Media Rating Council.....3
1. History and Mission of the MRC.....3
2. Standards.....5
3. MRC Accreditation Process.....5
II. MRC Membership, Membership Participation and "Due Process".....10
1. Membership.....10
2. Membership Participation.....11
3. "Due Process".....12
III. Conclusion.....16

Page

EXHIBITS

A. MRC By-Laws 18
B. MRC Voluntary Code of Conduct 29
C. Department of Justice Press Release 44
D. Minimum Standards for Media Rating Research, MRC 47
E. MRC Status Update/Arbitron PPM Services 60
F. MRC Full Membership 64
G. Letter from Deborah Platt Majoras, FTC Chairman 67

EXECUTIVE SUMMARY

This document provides an outline of the History and Mission of the Media Rating Council, Inc. (MRC) and includes descriptions of our Accreditation-related policies and procedures. We believe we have appropriate procedures and diverse membership participation enabling the following:

- Voting on, and accrediting, rating service products based on merit as established by Independent CPAs with the oversight of our members and the staff of the MRC;
- Limiting the influence of any one Industry sector or member within our organization[1]; and
- Maintaining independence from rating services and ensuring rigorous Industry-driven audit procedures; for example, our membership does not include ratings services and we do not depend on these services for funding.

We appreciate the Commission's interest in the accuracy of radio ratings and its inquiries into jurisdictional boundaries as it relates to Arbitron and we are willing to render whatever assistance is necessary to ensure a complete understanding of our procedures.

The MRC has strived for four decades to be faithful to the mission that Congress defined for it. Congress originally reached the conclusion back in the 1960s that Industry self-regulation of rating services was preferable to government regulation and we believe this conclusion remains relevant and appropriate today. Our process is sound and we believe that any attempt to replicate our Industry representation and expertise by a government entity would be difficult if not impossible. We look forward to working with the Commission in addressing the matter of *Impact of Arbitron Audience Rating Measurements on Radio Broadcasters*.

---

[1] The MRC membership is well distributed among media types and contains both advertising buyers as well as seller organizations. Membership as of June 30, 2009 includes a total of 111 organizations with 18 representing radio broadcasting. Other member orientations include television broadcasting with 26 organizations, television cable networks and MSOs with 20 organizations, magazine and newspaper organizations with a total of 12, pure Internet focused organizations totaling 8 members, 1 out-of-home media organizations, 24 advertisers and advertising agencies and 2 international organizations.

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of	)	
	)	
	)	MB Docket No. 08-187
Impact of Arbitron Audience Ratings Measurements on Radio Broadcasters	)	
	)	
	)	

Comments of the Media Rating Council, Inc.

The Media Rating Council, Inc. (MRC) hereby provides its comments to the Federal Communications Commission's ("Commission") Notice of Inquiry ("NOI") in the matter of the *Impact of Arbitron Audience Ratings Measurements on Radio Broadcasters*.[2] Specifically, the Commission requested comment on "the importance and adequacy of MRC accreditation in ensuring the integrity of the sampling methodology and the resulting audience measurement."[3] MRC submits its comments to explain its mission, its standards, and the accreditation process. These comments also explain MRC's membership, participation, and internal "due process" mechanism. MRC believes its processes reflect its mission "to secure for the media industry and related users audience measurement services that are valid, reliable and effective."[4]

---

[2] Impact of Arbitron Audience Ratings Measurements on Radio Broadcasters, *Notice of Inquiry*, FCC 09-43, 24 FCC Rcd 6141 (2009).

[3] Id. at 14, ¶ 22. The Commission also requested comment on "the status of Arbitron's MRC accreditation applications and any objections, problems or concerns that have been raised regarding them." Id. As explained in further detail below, because of MRC's duty of confidentiality, it may not comment on audit results without consent by the rating service and CPA firm that conducted an audit.

[4] MRC By-Laws, effective June 2005 (Exhibit A).

I. Introduction to the Media Rating Council

The MRC is a non-profit organization that reviews and accredits audience-rating services through the use of rigorous audits. An MRC audit includes an independent, detailed, and objective examination of each aspect of the operations of a rating service (including methodological protocols) through data provided by participating rating services. The central mission of the MRC is to secure for the media industry audience measurement services that are valid, reliable, and effective through an independent evaluation process, without regard to outcome. The MRC is independent of any rating service and guards its independence zealously.

1. History and Mission of the MRC

During 1963 and 1964, regulation of the TV and Radio industries, including the purpose and accuracy of audience research, were the subjects of extensive public hearings. This process culminated with a progress report issued to the 89th Congress of the United States (House Report No. 1212)[5] in January 1966. These hearings were held by a Special Subcommittee on Investigations of the House of Representatives Committee on Interstate and Foreign Commerce and are commonly referred to as the "Harris Committee Hearings on Broadcast Ratings."

After an extensive investigation and three days of testimony, the Committee determined that Industry self-regulation, including independent audits of rating services (such as The Nielsen Company or Arbitron), was preferable to government intervention. In its report, the Committee concluded as follows: "The enactment, at this time, of legislation providing for government regulation of broadcast audience measurement activities is not advisable. The administration of a statute providing for such regulation would place an unnecessary burden on the Federal

[5] House Rpt. No. 1212, 89th Congress (1966).

Government, and it is doubtful that more would be accomplished than can be accomplished by effective industry regulation."[6]

The Harris Committee hearings resulted in the formation of an Industry-funded organization to review and accredit audience-rating services called the Broadcast Rating Council ("BRC," now known as the MRC). At that time, the Broadcast Rating Council's proposed Industry self-regulation procedures were reviewed by the U.S. Department of Justice ("DOJ") and were found not to be in violation of the antitrust laws.[7] Recently, the DOJ reexamined MRC as part of reviewing our new Voluntary Code of Conduct[8] ("VCOC") and no concerns were noted.[9] This is explained further in the section of this document entitled "Recent Government Activities."

Aligned with the actions deemed necessary by the Committee, the activities of the MRC include, but are not limited to, the following:

- The establishment and administration of Minimum Standards for rating operations;
- The Accreditation of rating services on the basis of information submitted by such services; and
- Auditing, through independent CPA firms, of the activities of the rating services.

The MRC's mission as stated in its By-laws is: "to secure for the media industry and related users audience measurement services that are valid, reliable and effective; to evolve and determine minimum disclosure and ethical criteria for media audience measurement services;

---

6 Id. at p. 21.

7 Letter from William Orrick, Jr. Assistant Attorney General, Antitrust Division, U.S. Department of Justice to Douglas A. Anello, General Counsel, National Association of Broadcasters (July 16, 1964).

8 MRC Voluntary Code of Conduct – Adopted by MRC Board of Directors, December 2008, Measurement Service Adoption In-Process (Exhibit B).

9 Department of Justice Press Release dated April 11, 2008 (Exhibit C).

and to provide and administer an audit system designed to inform users as to whether such audience measurements are conducted in conformance with the criteria and procedures developed."[10] This mission was established with the support and guidance of the House Committee.

2. Standards

Consistent with the By-laws of the BRC and its mission, it developed minimum standards by which media research is to be measured, which became effective on March 31, 1964 and have been maintained and updated by the MRC Board of Directors.[11] The Standards relate to: (a) ethics and operations, (b) disclosures, and (C) electronic delivery of audience data. Ethical and Operational Standards govern the quality and integrity of the entire process by which ratings are produced. Disclosure Standards specify the detailed information about a rating service's methodology and each specific survey which must be made available to users, the MRC and its CPA firm, as well as the form in which the information should be made available. Electronic Delivery Standards provide best practices for controls and disclosures in electronic tools that deliver audience data to the customer of a rating service.

3. MRC Accreditation Process

The MRC Accreditation process is completely voluntary and there is no legal or compulsory requirement that a rating service submit to an MRC audit. MRC is often compared to similar private industry self-regulatory organizations such as the Joint Commission on Accreditation of Healthcare Organizations (JACHO), which is an organization that audits and accredits participating hospitals for institutional fitness and high quality patient services.

---

[10] MRC By-Laws. – Board of Directors, Media Rating Council, Effective March 1964, Updated June 2005.

[11] See Minimum Standards for Media Rating Research, Media Rating Council, Inc. (last updated December 1999) (Exhibit D).

Similarly, the MRC lends its "seal of approval" to rating services that demonstrate compliance with MRC's Standards for Media Rating Research and that make complete methodological and survey-performance disclosures to their customers after completing an extensive audit. Over fifty rating service products were submitted to the MRC Accreditation process last year. Of these fifty products, many represented media types other than radio.

Accreditation is granted by the MRC Board of Directors if a rating service complies with the MRC's Minimum Standards for Media Rating Research and makes materially complete methodological and survey-performance disclosures to their customers. The MRC also assesses the reasonableness of performance metrics of the rating service in the execution of its chosen methodology (a diary technique, a meter-based technique, telephone recruitment, in-person recruitment, etc.), such as response rates and cooperation rates with measurement instruments, as part of assessing compliance with its Minimum Standards.

The MRC has used several nationally known CPA firms throughout the years to perform audits. At present, the audits are conducted by Ernst & Young, Deloitte & Touche and PriceWaterhouseCoopers under contract to the MRC. Each rating service agrees to pay MRC assessments to cover their audit cost; the MRC collects no funds from a rating service other than the direct cost of the CPA audits. The MRC derives no benefit, financially or otherwise, from the rating service. MRC's sole revenue stream is derived from the dues paid to it by its members.

Ernst & Young conducts all MRC audits involving rating services that rely on sampling or audience survey techniques. Ernst & Young maintains a specialized group of personnel who have responsibility for auditing rating service operations and assessing compliance with the MRC's unique Standards for these complex services. This team only works on media rating

service audits. Deloitte & Touche and PriceWaterhouseCoopers (along with Ernst & Young) work with the MRC on audits of census Internet measurement activity (for example ads served by Internet publishers and third-party ad-serving organizations).

The central element in the monitoring activity of the MRC is its system of annual external audits of rating service operations. MRC audits serve the following important functions:

- They determine whether a rating service merits Accreditation (or continued Accreditation); the audit report and related insight provided by the CPA firm is the primary input into the Accreditation decision;
- They provide the MRC with the results of detailed examinations by CPA auditors which become the basis for quality improvements in the service, either by voluntary action or mandated by MRC as a condition for Accreditation; and
- They provide a highly beneficial psychological effect on rating service performance. Knowledge that CPA auditors may review their work is a powerful spur for quality work by all field and home-office personnel of the rating service.

The specific methodological approach of the rating service and the MRC Minimum Standards for Media Rating Research are the primary drivers of the audit scope for each participating rating service to be executed by the CPA firm, on behalf of the MRC. At minimum audits are required to be conducted annually. An audit committee, made up of member organizations that have an interest in research of that media-type, is created to evaluate audit results. The audit committee, upon completion of its evaluation, recommends a position on "Accreditation" to the Executive Director of the MRC. The Executive Director then submits such recommendation to the operating committee and the MRC Board of Directors. Provision is also made for the suspension or withdrawal of Accreditation and a documented, formal hearing procedure applies in such instances.

The MRC's audit includes an independent, detailed and objective examination of each significant aspect of the operations of a rating service. In the event that a rating service uses

outside professional vendors (for example, for sampling procedures or for editing and tabulation of data) these sources are also audited and reported upon.

Resulting audit reports are very detailed, ranging anywhere from 150-400 pages in length depending on methodological complexity and compliance risks, and contain many methodological and proprietary details of the rating service and illumination of the primary strengths and weaknesses of its operations. MRC members are required to execute a non disclosure agreement as these audit reports are confidential among MRC members, the CPA firm and the rating service. Audit reports include detailed testing and findings regarding:

- Sample design, selection, and recruitment;
- Sample composition by demographic group;
- Data collection and fieldwork;
- Metering, diary or interviewing accuracy;
- Editing and tabulation procedures;
- Data processing;
- Ratings calculations; and
- Assessment of rating service disclosures of methodology and survey performance.

Pursuant to the last bullet above, the MRC mandates that rating services disclose many methodology and performance measures, which would be otherwise unknown; for example:

- Source of sample frame;
- Selection method;
- Respondents by demographic group versus population;
- Response rates;

- Existence of special survey treatments for difficult to recruit respondent groups such as young or ethnic persons;
- Editing procedures;
- Minimum reporting requirements for media;
- Ascription and data adjustment procedures employed;
- Errors noted in published reports; and
- Data reissue standards and reissue instances

Because of the disclosures a rating service must make in complying with the MRC Accreditation process, specific audit findings are not disseminated to the public or the press unless the rating service, the MRC, and the CPA firm that conducted the audit affirmatively agree to disclose the audit results. Public disclosure of proprietary techniques can be detrimental to a rating service's core business, for example endangering patented information, and the MRC takes very seriously its obligation to keep proprietary information, as well as audit reports, confidential.

As a result of this policy, MRC does not comment publicly on audit results. MRC can only publicly comment on its decision to grant, deny, suspend or withdraw Accreditation without the consent of the rating service and the independent CPA auditing firm. Exhibit E provides the current status of accreditation proceedings for all Arbitron PPM Services submitted to the MRC process by Arbitron.

Rating services that are awarded MRC Accreditation are given permission to display the MRC's logo on the audited research product indicating compliance with our Standards. MRC Standards are publicly available. More importantly, the extensive methodological and survey

performance disclosures mandated by the MRC are required to be available to all rating service customers.

II. MRC Membership, Membership Participation and "Due Process"

1. Membership

Membership in the MRC is completely voluntary and members pay annual dues of $12,500. Generally speaking each member pays the same amount regardless of the overall size of its organization. However, in 2006 the MRC established a small-member dues category for organizations with less than $10 million in gross annual revenue, where these organizations pay half-dues ($6,250) and retain full membership and voting privileges. The small-member category was established to help ensure equal access to the MRC evaluation process to small media organizations. In 1964, when the MRC commenced operations, membership dues were $7,500 per year.

The Board of Directors of the MRC is comprised of one appointed representative, generally a top media research executive, for each member organization. Currently there are approximately 110 Board members, representing television and radio broadcasting, cable, print, Internet and advertising agency organizations, as well as advertisers and other trade associations.[12] As indicated by our membership list, MRC represents a very broad and diverse amalgamation of the media industry as well as the largest clients of rating services. Additionally, we have a provision for formal liaison relationships with the American Association of Advertising Agencies, the Advertising Research Foundation and the Association of National Advertisers. Membership is open to any media organization that relies on, or uses, media research and presently includes general-market large media organizations (e.g., ABC, CBS,

[12] Full membership list is attached (Exhibit F).

FOX, NBC and Univision), smaller media organizations (e.g., American Urban Radio Networks) and buy-side organizations such as advertisers and advertising agencies. Conversely, organizations such as Nielsen or Arbitron that produce media ratings data are not permitted to join the MRC.

2. Membership Participation

MRC members play a critical role in the Accreditation process and provide valuable insight about the use of research. MRC members are organized into operating committees by media-type – Internet, Out-of-Home, Print, Radio and Television. The MRC's Radio Committee is comprised of individual representatives from various member organizations that have an interest in the accuracy and quality of radio audience research. The individuals that sit on these operating committees are often the top media researchers of their organizations. Generally speaking, radio executives or representatives of an organization's marketing division do not sit on these committees, although for smaller organizations the research function may be combined with other executive functions. It is in these operating committees and audit sub-committees (a.k.a. audit committees) formed for specific audits along with the MRC Staff, that the MRC's role of seeking to ensure valid, reliable and effective radio audience measurement services is performed – by administering the auditing and Accreditation process for radio ratings services.

As discussed earlier, it is through the MRC Accreditation process and the use of rigorous, independent audits that a rating service gains MRC Accreditation. However, before Accreditation can be achieved, the audit committee is tasked with reviewing a draft of the rating service audit and discussing the results in detail with the CPA auditor and the MRC staff. Additionally, the rating service has the opportunity to provide its comments either in the audit report or in a separate letter supplied to the audit committee. The audit process is confidential

and strict guidelines and procedures are followed during this review because of the transparency requirement that a rating service must meet in order to gain MRC Accreditation.

Once a full review of the audit has been completed, the MRC staff presents a "staff recommendation" to the audit committee on whether, in its opinion considering all the available data, the rating service should be accredited. This recommendation is prepared to serve as an initial basis for discussion and to help guide the audit committee as it weighs its decision on Accreditation. The audit committee will then vote on Accreditation, which in turn serves as a recommendation for the MRC Executive Director to take to the operating committee and full MRC Board of Directors for final approval. The Executive Director will present the recommendation of the audit committee to these bodies with his assessment. The full Board then has the responsibility and ultimate authority to vote to grant or deny Accreditation.

3. "Due Process"

One very important aspect of the voting and approval process is the controls and safeguards that are in place to assure that the audit committee is fair and impartial. The MRC has a formal policy for membership voting on MRC Accreditation issues that sets forth stringent controls and eliminates the potential for outside influence, during and subsequent to the voting procedure. The policy is not intended to stifle the thoughtful discussion that takes place in preparation of the proposals, but rather it is designed to insure a more proper accounting of ballots and to maintain the confidentiality of meeting proceedings. Specifically, it:

- Verifies that all votes are accounted for;
- Reduces the likelihood of miscounting votes;
- Limits the influence of any one member organization, or collective segments of the Industry;

- Minimizes the information that can potentially be divulged to Non-Members, in violation of the signed confidentiality agreement;
- Maintains a physical record of the vote; and
- Provides a means for verification.

Voting within the MRC can occur at various levels and follows a pre-established hierarchy. Below is an outline of the levels at which voting may take place including a summary of the MRC members that are entitled to participate, and the responsibility of each group.

- *Sub-committee(s) –*

As previously discussed, subcommittees are comprised of a sub-set of individuals from the MRC Committee(s) responsible for oversight of the measurement service. Any committee member claiming to have a business or professional interest in the matter at hand can elect to participate in a sub-committee. The MRC Staff will work to ensure that the various segments of the industry are represented in the sub-committee. The sub-committee is responsible for undertaking a detailed review of the audit. Multiple sub-committee meetings may be held depending on the complexity of audit issues. This process is administered by the MRC staff and, as previously noted, votes from these sub-committees constitute recommendations for the MRC Executive Director in making recommendations to the operating committee and MRC Board of Directors regarding Accreditation of a rating service.

- *Committees –*

MRC Committees are comprised of MRC members who have a business or professional interest in the medium for which the committee has oversight. These committees may be asked to undertake a detailed review based on the complexity of an issue associated with an audit. The committee votes whether to accept the recommendation of the sub-committee and its vote is structured to make a recommendation and provide guidance to the Executive Director. A

quorum of committee members is required on all voting matters and a tie vote will necessitate re-evaluation by the committee or, if the tie is persistent, a detailed review by the MRC Board of Directors.

- *Board of Directors*

The Board of Directors represents all active members of the MRC and it votes on the recommendation submitted by the Executive Director. In addition, the Board is responsible for the final vote on all Accreditation issues and a quorum is required on all voting matters.

- *Executive Director*

The Executive Director is responsible for making an accreditation recommendation to the Board of Directors. His recommendation takes into consideration the recommendation of the committee(s), although he is not required to recommend the committee(s) position to the Board. In the event that the Executive Director's recommendation differs from that submitted by the committee(s), the Executive Director must convene a board meeting to discuss in detail any difference. The Executive Director has the authority to take any issue directly to the Board of Directors for a vote.

- *Voting Guidelines*

All active Board Members are entitled to a vote in the Accreditation process. A member company designates the representative(s) to attend meetings and vote. The MRC recommends the voting representative be a senior ranking individual with knowledge of the subject matter. When a detailed review of the subject matter is called for, the voting representative must be in attendance for the majority of the review meeting. Any representative not in attendance for the full meeting will be allowed to vote at the discretion of MRC Executive Director. A member company representative may participate in person, via phone or video-conference and is allowed

to represent a maximum of two votes, for multi-vote organizations. In addition, a representative that participates in person is required to submit vote(s) in writing. Those representatives participating via electronic means (e.g. phone, etc.) have the option to cast votes via personal call to MRC Staff, fax, or e-mail. Verbal votes require follow-up written (e.g. fax, e-mail, etc.) confirmation.

- *Special Circumstances*

Special circumstances arise when an MRC member's company has a vested interest in the matter being considered. When this occurs, that member may participate in the review meeting but will not be allowed to vote. Situations of this nature will be disclosed prior to the start of the review meeting. Any unanticipated voting conflicts are to be resolved by the MRC Executive Director.

- *Voting Results*

Upon completion of a vote, the rating service is advised of the final outcome as soon as possible. Summary voting results may be divulged to the rating service when deemed appropriate by the Executive Director. Individual Member votes will not be divulged by the MRC although members are free to state their voting intention prior to the official vote. Members may divulge their individual vote outside of the meeting subject to the policy of the signed Non-Disclosure Agreement on record at the MRC.

- *Recent Government Activity*

Beginning in 2004, the MRC was involved in a matter when another rating service, Nielsen, was implementing a new measurement methodology for television called the Local People Meter (LPM). This measurement methodology garnered the attention of Government officials including Congress and the Federal Trade Commission (FTC) which in turn led to a

focus on the adequacy of the MRC accreditation process. At that time the MRC worked directly with various House and Senate committees, as well as with the FTC, in a cooperative manner.

After completing their review, none of the committees recommended or requested changes to the MRC process. Additionally, the FTC issued a letter which was supportive of the MRC's Accreditation process.[13]

Starting in 2006, the MRC developed member consensus and rating service agreement around a Voluntary Code of Conduct ("VCOC"). In order to ensure this new document did not endanger our original approval by the DOJ (which had approved the structure of the BRC when it was first founded), the MRC submitted this document to the U.S. Department of Justice Antitrust Division for a business review. The VCOC committed pre-existing MRC processes to writing and stated new expectations surrounding introduction of new currency measurement products; the new areas were the focus of the DOJ business review. In April 2008, the DOJ completed this review and noted that it planned no action related to MRC. In December of 2008, the VCOC was formally adopted by the MRC Board of Directors and we are beginning the process of seeking formal commitment to the VCOC from each rating service participating in the MRC process.

We believe these recent activities reaffirmed the MRC's mission and our important role in the oversight of ratings services, just as it was originally established at the recommendation of Congress.

III. Conclusion

MRC's believes that its processes, originally developed with input from Congress over 45 years ago, and that continue to be refined, are extremely important and sufficient to

---

[13] Letter from Deborah Platt Majoras, FTC Chairman, dated March 25, 2005 (Exhibit G).

accomplish our mission "to secure for the media industry and related users audience measurement services that are valid, reliable and effective," inclusive of the sampling methodology and resulting audience measurements.

As always, the MRC is prepared to work with the Congress and the FCC to ensure a complete understanding of our process. We believe that MRC's history, extensive member participation, member and staff expertise and the strength of MRC's accreditation process demonstrates that it would be difficult for any entity, including any government entity, to replace the MRC's critical function of assessing the accuracy and quality of ratings services. We believe the MRC should continue to play the central role in assessing the accuracy and quality of ratings services.

Respectfully submitted,

George Ivie
Executive Director and CEO
Media Rating Council, Inc.
420 Lexington Avenue, Suite 343
New York, NY 10170
212-972-0300

June 30, 2009

EXHIBIT A

BY-LAWS
OF
MEDIA RATING COUNCIL, INC.
(Revised June 2005)

ARTICLE I

The name of the Corporation shall be Media Rating Council, Inc.

ARTICLE II

OBJECT

The objectives or purposes to be promoted or carried on by this corporation are: to secure for the media industry and related users audience measurement services that are valid, reliable and effective; to evolve and determine minimum disclosure and ethical criteria for media audience measurement services; to provide and administer an audit system designed to inform users as to whether such audience measurements are conducted in conformance with the criteria and procedures developed.

ARTICLE III

MEMBERSHIP

Section 1. *Definition of Membership*. There shall be two kinds of members: active and associate.

A. ACTIVE MEMBERS. The active membership of this corporation shall consist of media networks, media owners, media-related trade associations, advertising agencies and advertisers.

Other organizations may, subject to the approval of the Board of Directors, be eligible for active membership under the conditions and terms prescribed herein for all members.

The active membership of this Corporation shall be represented in terms of membership groups. These groups shall be established as follows:

- Radio Broadcast Trade Associations
- Television Broadcast Trade Associations
- Cable Television Trade Associations
- Magazine Trade Associations
- Newspaper Trade Associations
- Radio Broadcast Networks
- Television Broadcast Networks
- Cable Television Networks
- Cable Multiple System Operators and Representatives
- Radio Broadcast Group Owners and Representatives
- Television Broadcast Group Owners and Representatives
- Magazine Publishers
- Newspaper Publishers
- Advertising Agencies
- Advertisers
- Media Full Service Independent
- Other media technologies, including VCRs, videodiscs, videotex, direct broadcast satellites, multi-point distribution systems, Internet, and such others as the Board of Directors may designate.

Each active member shall pay dues for each appointment it is entitled to make to the Board of Director, as herein-after provided, in accordance with a schedule as may be determined and revised by the Board.

Multi-media organizations entitled to make more than one appointment to the Board of Director shall, for each such appointment, be entitled to membership in each appropriate membership group.

B. ASSOCIATE MEMBERS. Any individual, partnership, firm of corporation engaged in a business or profession connected with communications for which the Board of Directors establishes a category of membership eligibility shall, subject to the approval of the Board of Directors, be eligible for associate membership in the corporation. The dues of such associate membership shall be determined by the Board of Directors.

C. MEMBER ACTIVITIES. Members of this corporation agree to:

- Strictly adhere to the terms of the MRC Confidentiality Agreement,

And,

- Not engage in (fund or sponsor) public advertising campaigns or public demonstrations that are designed to influence survey participation by the public, due to the potential impact on measurement quality and respondent cooperation. "Public" campaigns or demonstrations are defined as being directed at the public at-large…for example, beyond media trade-publications or media-Industry representatives.

Public advertising campaigns proposed by a member organization can be submitted to the MRC for review and approval prior to implementation. MRC review procedures will be similar to those specified in the MRC Minimum Standards for Media Rating Research for "Live Testing." The number of members involved in reviewing these submissions and the specific review procedures will be at the discretion of the MRC Executive Director."

D. LOSS OF MEMBERSHIP. Any member who, for a period of three (3) months has failed to pay the dues incident to his membership shall be dropped from membership; provided that, for good and sufficient cause, membership may be extended, thereafter, under conditions to be prescribed by the Board of Directors.

Any membership may be suspended and/or revoked by the Board of Directors for any act which in the judgment of such Board constitutes a willful violation or breach of any of the provisions of the Charter or By-Laws by a majority vote of the entire membership of the Board and under such procedures as the Board shall establish.

Section 2. *Rights and privileges of membership.*

A. ACTIVE MEMBERS. Active members, upon payment of all required dues, shall have the right, as thereinafter provided, to appoint the Board of Directors and to elect, one from their membership group, the members of the Executive Committee. In the event of a tie vote for the Executive Committee member from a given category, the Board of Directors shall have the power to break the tie.

B. ASSOCIATE MEMBERS. Associate members shall have such non-voting rights and privileges as may be prescribed from time to time by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. *The Board of Directors.*

A. There is no stated limit on the number of members of the Board of Directors. Each active member of the corporation is entitled to appoint one member-representative to the Board of Directors, which must be an employee of that member organization, subject to the terms of the MRC Consultant Policy.

B. The Board of Directors shall be appointed by the active members at the annual meeting of the corporation. All active members in good standing shall be entitled to make appointments to the Board of Directors.

C. TERM OF OFFICE. The term of office for all Directors shall be for two years, commencing at the beginning of the fiscal year for the corporation, unless otherwise determined by the appointing organization.

D. The Board of Directors of the corporation shall meet regularly at least once a year at such time and place as a majority of the Board may determine.

E. All powers of the corporation shall be exercised by the Board of Directors, which may delegate to the Executive Committee, officers and to other committees such power as may be necessary and appropriate to achieve the purposes of the corporation, consistent with the terms and conditions established herein.

F. A majority of the Board of Directors shall constitute a quorum for the election of officers and all other purposes. In the absence of the Chairperson of the Board, the members may choose a Chairperson for the meeting.

Section 2. *Powers of the Board.*

The Board of Directors shall have the power to determine the overall policies of the corporation with respect to matters of general interest to all members, including but not limited to the following: (1) to establish and administer a system of accreditation for media audience measurement services; (2) to establish any committees for individual media which may be deemed necessary to aid in the administration of the powers and responsibilities of the Board of Directors; (3) to elect by a majority vote of its members a Chairperson of the Board and an Executive Director, who shall also serve as Secretary-Treasurer, upon such terms and conditions as it may deem proper; (4) to establish an Executive Committee, comprised of the Chairperson of the Board, the Chairperson Ex-Officio, and one representative from each of the aforementioned established committees, to meet periodically and to administer those functions and responsibilities deemed appropriate by the Board of Directors; (5) to direct and delegate powers to its officers and Executive Committee to do all things necessary to carry out the policies, functions and activities of the corporation; (6) to establish a fiscal year for the corporation; (7) to borrow and invest money in behalf of the corporation; (8) to approve the annual budget of the corporation for the fiscal year; (9) to collect and disburse the funds necessary to administer and maintain the audit system referred to herein; (10) to establish a pension plan for the executives and employees of the corporation; (11) to pass on applications for all classes of membership; (12) to prescribe services available to all classes of members; (13) to suspend or terminate such memberships; (14) to determine dues for all classes of members; (15) to determine the time and place of annual membership meeting; (16) to call special meetings of the Board of Directors and membership; (17) to designate the location of the principle corporate office of the corporation; (18) to designate such other offices, as it may determine to be necessary; (19) to delegate such of its powers to committees as may, from time to time, be deemed advisable.

ARTICLE V

OFFICERS OF THE CORPORATION

Section 1. The officers of the corporation shall be the Chairperson of the Board and the Executive Director.

Section 2. *Power and duties of the officers.*

A. CHAIRPERSON OF THE BOARD. At the annual meeting of the Board of Directors, the Board shall elect from its appointed members a Chairperson, whose duty it shall be to preside at meetings of the corporation, of the Executive Committee and of the Board of Directors. The Chairperson shall also be a voting Ex-Officio member of all committees. He or she shall be elected by a majority vote of the entire membership of the Board of Directors and shall have such duties and responsibilities as may be prescribed from time to time by the Board. The Chairperson shall serve until a successor is elected but not more than two years. At the conclusion of the two year term, the Chairperson will become Chairperson Ex-Officio for an additional two years. The Chairperson Ex-Officio shall also be a voting member of all committees. The Chairperson shall name the members of all standing and special committees (but not, as provided herein, the Executive Committee) and shall prescribe their duties. The Chairperson shall have such other powers and duties as may from time to time be prescribed by the Board of Directors.

B. THE EXECUTIVE DIRECTOR.

1. The Executive Director shall be chief executive officer of the corporation and shall be appointed by the Board of Directors. He or she shall have general administrative control and management of the affairs of the corporation with such authority and under such policies as may from time to time be established by the Board of Directors. He or she may also serve as Secretary-Treasurer and can appoint an Assistant Secretary and Assistant Treasurer from the members of the Executive Committee and with the approval of the Chairperson of the Board.

2. The Executive Director shall be responsible for the general administration of Board policies including the employment, direction and supervision of all employees of the corporation, provided no employment contracts shall exceed the term of two years, except with consent of the Board of Directors; he or she shall sign and execute, on behalf of the corporation, all instruments, contracts and other documents which have been approved by the Board of Directors.

3. The Executive Director shall make an annual report to the Board covering progress of the corporation's work; expenditures of the corporation; a proposed fiscal budget for the ensuing year; together with such other matters as shall be in the interest of an orderly administration of the corporation's business.

4. The Executive Director shall serve as a voting member of the Board of Directors, Executive Committee, and all other existing committees.

C. THE SECRETARY-TREASURER.

1. The Secretary-Treasurer shall be the custodian of the properties of the corporation, of the Charter, the By-Laws, and of all other permanent records of the corporation; and shall submit to the Board of Directors an annual report covering the functions and performance of the office.

2. The Secretary-Treasurer shall give notice of all meetings of the entire corporation, of the Executive Committee and of the Board; shall attend such meetings, and make (or have made) and safely keep a record of all proceedings thereof.

3. The Secretary-Treasurer shall collect all dues, and other monies owing to the corporation, place them in approved depositories, and make disbursements thereof as authorized by the Chairperson; shall make a monthly report to the Chairperson and Assistant Treasurer of all receipts and disbursements; at the end of each fiscal year, and shall cause to be made, by a certified public accountant, an audit of the corporation's finances and shall submit the same promptly to the Chairperson.

4. The Secretary-Treasurer shall have such other powers, duties and responsibilities as may, from time to time, be delegated by the Board of Directors.

Section 3. *Bonds.*

Each officer or other employee of the corporation, entrusted with the custody of handling of its funds or other property, shall furnish, at the expense of the corporation, a fidelity bond, approved by the Board of Directors.

ARTICLE VI

MISCELLANEOUS

Section 1. *Corporate office.*

The principal corporate office of the corporation shall be located at 100 West Tenth Street in the city of Wilmington, County of New Castle, in the State of Delaware, or such place or places as the Board of Directors shall from time to time designate, in accordance with the provisions of law.

Section 2. *Executive and other offices.*

The Executive Office of the corporation shall be located in the city of New York, New York. The corporation may have such other offices as the Board of Directors may determine from time to time.

Section 3. *Seal.*

The corporation shall have a seal of such design as the Board of Directors may adopt.

ARTICLE VII

AMENDMENTS

The By-Laws of this corporation may be amended, repealed or altered in whole or in part by a two-thirds vote of the entire membership of the Board of Directors at any regular or special meeting of the Board.

EXHIBIT B

Media Rating Council, Inc.

370 Lexington Avenue
Suite 902
New York, NY 10017

Tel: (212) 972-0300
Fax: (212) 972-2786

11/29/05 DOJ Review Version
Adopted by MRC Board of Directors
December 2008

Voluntary Code of Conduct
Media Rating Council, Inc.

Purpose

1. The Voluntary Code of Conduct (the "Code") of the Media Rating Council, Inc. ("MRC") consists of four sections—(1) Principles; (2) Interaction Guidelines; (3) Disciplinary Procedures; and (4) Other Matters. The Principles provide the framework for the Interaction Guidelines, which state the interaction requirements for both Measurement Services who voluntarily undergo audits by the MRC (the "Measurement Services") and MRC member-organizations and representatives who participate in the audit process, on audit committees, the MRC Board of Directors, the MRC Executive Committee and in other MRC functions and groups (the "Members" or "Member-Representatives"). The remaining two sections provide additional information on MRC administrative matters.

2. The MRC is authorized through its by-laws to promulgate internal operating procedures (e.g., voting policies, consultant policies), the Procedures for Accreditation, the Minimum Standards for Media Rating Research (the "MRC Minimum Standards") and the Code governing the interactions of the MRC staff, Members and Measurement Services. MRC internal operating procedures, the Procedures for Accreditation, the MRC Minimum Standards and the Code are subject to review and revision by the MRC Board of Directors to reflect advances in techniques of audience measurement or other necessary changes that the Board may determine.

3. The Code was adopted by the MRC Board of Directors on December 11, 2008 to provide guidance to all Participating Measurement Services and all Members, in the performance of their professional responsibilities related to MRC accreditation and the underlying audit process. The advertising buying and selling marketplace and other parties such as the media industry and the government rely on the MRC accreditation and audit process to help ensure quality and transparency in audience measurement.

4. Each of the Members and Measurement Services that voluntarily participate in MRC activities acknowledge that they have read and understand the Principles, Interaction Guidelines and other terms and conditions contained herein and that they agree to abide by the Code.

Definitions

Best Efforts: The standard of effort associated with complying with the Code should be interpreted as commercially-reasonable efforts, considering the significant reliance placed on the accreditation and audit process by multiple constituencies – herein stated as "Best Efforts." Reasonable and customary audit fees generally do not constitute a compelling reason to not perform tasks outlined in the Code.

Commerce-Significant Measurement Products: Syndicated products that are used for planning, expenditure tracking, auditing, reporting, modeling, integrating, fusing or processing of audience estimates or advertising information by MRC Members that are material to the accuracy of these functions.

Conflict of Interest: A business relationship (other than subscriber status or routine contract negotiation processes) between a Participating Measurement Service and a Member, or other situation, which could impair the objectivity of a Member or Participating Measurement Service. Some examples of conflicts of interest include: cross or common-ownership of Members and Measurement Services; marketing relationships for media and/or measurement products between Members and Participating Measurement Services, ratings or contract disputes that are judged by the MRC staff to be outside of normal business practices (for example, access to data has been denied or payments for data have stopped) or the subject of a legal proceeding (for example, litigation or arbitration) or other conflict indicating a predisposition. Members and Participating Measurement Services with a potential conflict of interest, or that assert a potential conflict of interest on the part of others, related to an MRC-related activity should bring this conflict to the attention of the MRC staff with a recommended course of action specified.

Currency Audience Measurement Products: Syndicated audience measurement products that are widely used and form the basis for setting the financial value of advertising in a media-type or across media types. Development-stage products, because they are not yet widely used, are typically not considered Currency Audience Measurement Products, unless they will be used by an established Measurement Service to replace an existing Currency Audience Measurement Product it already produces that is widely used.

Custom: An audience measurement product, project, data reporting tool or application developed for the use of a single user, where that user can view unique audience estimates.

Disciplinary Action: Disciplinary action consists of suspension or revocation of MRC membership or voting privileges, revocation or other changes in a Participating Measurement Service's participatory status in the MRC process, public disclosure of non-compliance with the Code (audit findings or audit-related confidential information is never subject to public disclosure) or referral to Government Agencies. Disciplinary actions are taken solely by the MRC Board of Directors.

Measurement Service: An organization that produces one or more syndicated audience measurement products, including "currency" audience measurement products, commerce-

significant products or other ancillary products. A "Participating Measurement Service" means a Measurement Service that has agreed to the voluntary MRC auditing and accreditation process for one or more of its products and is engaged in the MRC annual audit process. A "New-entrant Measurement Service" produces a syndicated audience measurement product and has not previously participated in the voluntary MRC auditing and accreditation process for any of its products. When a New-entrant Measurement Service enters the accreditation process, it is also considered a Participating Measurement Service. In the context of the Code, Third-Party Processors are considered Measurement Services.

MRC-Related Activities: All activities associated with the conduct of the MRC's audit and accreditation function and MRC administrative matters.

Public Interest: In the context of the Code, acting in the public interest is focused on MRC-related activities. For Participating Measurement Services, serving the public interest includes maintaining compliance with MRC Minimum Standards and appropriate representation of material segments of the population intended to be measured (or otherwise disclosing and accounting for – for example in universe projections – non-represented segments to customers). For Members, serving the public interest includes using unbiased judgment in consideration of MRC Minimum Standards issues and representation-issues in applicable MRC-related activities.

Syndicated: Audience measurement products employing a consistent methodology, questionnaire or data collection tool resulting in audience and/or qualitative data that is reported and/or available (regardless of whether reporting is electronic or hard-copy) identically between users.

Third-Party Processors: Organizations that facilitate electronic access to Measurement Service data to customers of the Measurement Service. These organizations generally do not measure audience themselves; however, they may provide data-manipulation or modeling functions that can be applied to Measurement Service data. In the context of the Code, Third-Party Processors are considered Measurement Services. Despite the communication linkages that exist between Measurement Services and Third-Party Processors, the participation of Third-Party Processors in the auditing and accreditation process is generally not within the control of a Participating Measurement Service.

Section 1 – Principles

1. General

A.) Members – Membership in the MRC is voluntary. By accepting membership, an organization and its representatives assume an obligation of self-discipline, high ethical standards and confidentiality in all MRC-related matters.

B.) Measurement Services – Participation in the MRC accreditation and audit processes is voluntary. By accepting the industry self-regulatory processes of the MRC, a Participating Measurement Service assumes an obligation for openness, honesty and ethical standards,

compliance with MRC Minimum Standards, and fostering continuous product improvement in all MRC-related activities.

2. Responsibilities

A.) Members – In carrying out their responsibilities as media research professionals, Members shall exercise sound professional and ethical judgments in MRC-related activities.

B.) Measurement Services – In carrying out their responsibilities in syndicated media measurement subject to MRC accreditation and audit processes, Participating Measurement Services shall exercise sound professional and ethical judgments in their research and media-measurement activities.

3. Public Interest

A.) Members – Members undertake the obligation to act in a way that serves the public interest in their MRC-related activities.

B.) Measurement Services – Participating Measurement Services undertake the obligation to act in a way that serves the public interest in their MRC-related research and media-measurement activities.

4. Integrity and Objectivity

A.) Members – Recognizing that Members may have commercial interests in the outcome of accreditation proceedings, Members shall perform their MRC-related activities with integrity and they shall maintain objectivity and use best efforts to be free of conflicts of interest in discharging their professional research responsibilities. If a Member believes a conflict of interest may exist, that Member shall bring such potential conflict of interest to the attention of the MRC Executive Director. Judgments regarding member conflicts of interest will ultimately be made at the discretion of the MRC Executive Director through consultation with the MRC Executive Committee and, where necessary, the applicable Participating Measurement Service. Conflicts arising in this process will be resolved by the MRC Executive Committee.

B.) Measurement Services – Participating Measurement Services shall perform their MRC-related research and media measurement activities with integrity, objectivity and use best efforts to be free of conflicts of interest in discharging their professional responsibilities.

5. Professional Care

A.) Members – Members shall be familiar with the MRC Minimum Standards and the policies and procedures of the MRC and, when voting, with the applicable audit results, audit-related discussions and materials, and they should discharge their MRC related activities to the best of their professional ability.

B.) Measurement Services – Participating Measurement Services shall be familiar with the MRC Procedures for Accreditation, comply with the MRC Minimum Standards, maintain transparency with the MRC and their subscribers, cooperate with, and fund, the audit process and discharge their MRC-related research and media measurement activities to the best of their professional ability.

6. Equal Access and Competition

A.) Members – Any media organization that uses or relies on audience measurements, regardless of size, is eligible to become a member of the MRC. The MRC is intended to be an equal-access organization among the users of audience measurement data and the provisions of the Code are not intended to change this orientation. Further details on membership requirements, including the requirement to pay membership-dues and other membership conditions, are contained in the MRC By-Laws. Measurement Services, pure consulting organizations and multi-relationship consultants are precluded from membership in the MRC. More information on consultant interaction with MRC is contained in the MRC Consultant Policy.

B.) Measurement Services – It is the policy of the MRC to grant accreditation to any Participating Measurement Service which seeks accreditation, meets the accreditation requirements stated in the MRC Procedures for Accreditation and adheres to the terms of the Code. Neither the MRC Procedures for Accreditation nor the Code nor the MRC Minimum Standards shall preclude the offering of products by a Measurement Service that is not accredited, nor shall the Procedures for Accreditation, the Code nor the MRC Minimum Standards prevent any person, firm or corporation (whether or not a member of the MRC) from purchasing or using such information.

Participating Measurement Service products can be focused on national audience measurements, local audience measurements or have other quantitative or qualitative orientations. While auditing procedures, audit risks or other product assessments may [by necessity] be structured differently among these various product orientations, the MRC will strive to apply the auditing and accreditation *process* consistently across these orientations.

The MRC Minimum Standards are *minimum* standards and neither they nor the Code nor Procedures for Accreditation shall prevent any Measurement Service from following improved standards of higher quality.

Section 2 – Interaction Guidelines

1. MEMBERSHIP

Members agree to accept the following responsibilities related to the activities of the MRC:

A.) Membership Requirements

Members agree to insure that their directors, officers, employees and agents, will adhere to the terms of the MRC Non-Disclosure Agreement and the other requirements set forth in MRC By-Laws, this Code and MRC's other policies and procedures (i.e., voting policy, consultant policy and the MRC Procedures for Accreditation).

B.) Membership Rights

Subject to the terms and conditions of the MRC By-Laws, Members, upon payment of all required dues, shall have the right to appoint a representative to the MRC Board of Directors, carrying voting privileges as outlined in the MRC Voting Policy, for accreditation and policy decisions of such Board (the "Member-Representative").

C.) Loss of Membership

1. Any Member that, for a period of three (3) consecutive months, has failed to pay the dues incident to membership shall have its membership revoked; provided that membership may not be revoked, for good and sufficient cause, pursuant to conditions prescribed by the MRC Board of Directors at its sole discretion.

2. Any Member's membership may be suspended and/or revoked by the MRC Board of Directors for any act, which in the reasonable judgment of the Board constitutes a willful violation or breach of any of the provisions of the By-Laws, the Procedures for Accreditation, the Code, and other MRC Policies and Procedures by a majority vote of the entire membership of the Board and under such procedures as the Board may establish from time to time.

D.) Member Responsibilities

1. Member-Representatives shall have sufficient background and experience, to fulfill the responsibilities required in the accreditation process. The highest-ranking research professional of the Member is the recommended candidate to be the organization's Member-Representative.

2. Member-Representatives shall abide by the terms of the MRC Non-Disclosure Agreement, the MRC By-Laws and Procedures for Accreditation, this Code and MRC's other policies and procedures. Members and their Member-Representatives shall not divulge meeting results or any statements (oral, written or otherwise) made during the course of MRC meetings in any manner that is inconsistent with the MRC Non-Disclosure Agreement.

3. Member-Representatives shall follow the Principles Section of this Code in discharging their MRC-related professional responsibilities.

4. Member-Representatives shall vote on accreditation matters only when sufficiently prepared and informed of the audit and research issues associated with the applicable Measurement Service. For audit committee actions, sufficiently prepared and informed means at minimum that the Member-Representative has attended the audit meeting (in-person or via teleconference) and observed the presentation by the auditor, interactions of the audit committee and the MRC staff recommendation. Similarly, for follow-up actions of audit committees, Member-Representatives must attend the follow-up meeting and observe relevant background, presentations and discussions in the follow-up meeting. For Board or other ratification actions applicable to audit committee recommendations, sufficiently prepared and informed means at minimum that the Member-Representative understands the recommendation of the applicable audit committee. At each stage of deliberations, the MRC staff ensures relevant background facts are presented.

5. Member-Representatives will accurately represent the Accreditation status of Participating Measurement Services to others, within the scope of the MRC Non-Disclosure Agreement and the MRC Procedures for Accreditation.

2. MEASUREMENT SERVICES

The MRC and its Members believe: (1) MRC accreditation is essential to assuring transparency, quality and continuous improvement in syndicated media-measurement products; and (2) the MRC process should be applied to all "currency" audience measurement products and other commerce-significant measurement products of media-types. Measurement Services may approach the MRC directly to initiate participation in the accreditation process, and the MRC Board of Directors, Individual Board Members, or the MRC staff may approach Measurement Services based on their assessment of the currency-status or commerce-significance of the applicable product.

Participating Measurement Services agree to accept the following responsibilities related to their MRC-related research and media-measurement activities:

A.) Support of the Accreditation Process – Participating Measurement Services

1. MRC participation is voluntary; however, Participating Measurement Services shall use best efforts to obtain MRC accreditation of all "currency" audience measurement products. Additionally, Participating Measurement Services will give good faith consideration: (1) to the application of the MRC accreditation process to other commerce-significant measurement products, and (2) in consultation with the MRC, the identification of which reports and data-delivery tools produced by a Participating Measurement Service will be included in the accreditation process. The MRC expectation is that the Participating Measurement Service will apply Accreditation procedures to all widely-used reports (i.e., audience measurement deliverables used by numerous service-subscribers) and widely-used data-delivery tools of an audited product or service (excluding custom tools).

The audience measurements of many Participating Measurement Services are accessed and analyzed using data-delivery tools produced and maintained by third-parties. In these cases, accreditation of these products is strongly encouraged, but it is recognized that the participation of these third-party data-delivery tools in the voluntary MRC auditing and accreditation process is not in the control of the Participating Measurement Service. The MRC will seek the participation of widely-used data-delivery tools associated with audited currency audience measurement products in the MRC audit and accreditation process, whether or not these are produced by the Participating Measurement Service.

2. Participating Measurement Services shall use best efforts to maintain continuous accreditation of their participating products because of the reliance placed on the accreditation process by users.

3. The MRC prefers that a Participating Measurement Service seeking to replace an accredited currency measurement product with a new currency measurement product (both products provided by the same Participating Measurement Service) uses best efforts to obtain accreditation of the new product prior to its commercialization. At a minimum, disclosure of impact data as required by MRC Minimum Standards, completion of an MRC audit and MRC committee review prior to commercialization of a replacement currency product is required by the Code.

   In these circumstances, strong consideration should be given to discontinuing the existing accredited currency product only when the replacement currency product has successfully achieved accreditation. This provision, however, does not limit the Participating Measurement Service from implementing and marketing the new currency product when it desires.

   A Participating Measurement Service will submit the replacement-product to the MRC when it can reasonably be expected to achieve accreditation and provide in good faith a schedule that allows for completion of an audit and review prior to its commercial introduction. Both the auditor and the MRC agree in good faith that the audit and MRC committee review will be completed in sufficient time to permit the scheduled commercial introduction.

   Participating Measurement Services can use the terms of “Hiatus” outlined in the Procedures for Accreditation or may withdraw an existing accredited product from the market without undergoing MRC committee review.

4. Participating Measurement Services shall accurately represent the status of accreditation to their customers. Content that references MRC or the status of accreditation should be submitted (when first used) to the MRC for review in advance. Changes or enhancements made to products as a result of the MRC process can be so referenced, if language is reviewed and approved by the MRC in advance.

B.) Support for the Accreditation Process – New-Entrant Measurement Services

1. Pre-audit assessments are available to New-entrant Measurement Services to help illuminate potential MRC Minimum Standards issues and therefore smooth the process of achieving MRC Standards-compliance as products are introduced. **[**Pre-audit assessments are also available to Participating Measurement Services for new products they may develop.**]**

2. New-entrant Measurement Services that develop and market intended "currency" audience measurement products should consider the guidance in the Code as soon as possible in the development process. These products should enter the accreditation process as soon as the definitional requirements (per the Code) for "currency" status are met, although applications for accreditation will be accepted earlier as requested by the New-Entrant Measurement Service. The application of the Code is intended to be the same for Participating and New-Entrant Measurement Services.

3. MRC participation is voluntary. MRC Accreditation is not a requirement to market or introduce a measurement product of any kind.

C.) Execution of the Audit

1. The Participating Measurement Service acknowledges that one of the goals of the MRC is to complete audits in a timely manner so that audit results are reviewed as closely as possible to the period audited. To that end, Participating Measurement Services shall, in a timely manner, make available to the MRC auditor documentation and information reasonably requested to complete an examination. In the event a Participating Measurement Service objects to sharing certain documentation, then the Participating Measurement Service shall, without delay, provide its reservations in writing to the MRC staff and auditors, so the parties can resolve the matter as expeditiously as possible. **[**In those cases, after review by the MRC staff and auditors, the proprietary information may be withheld from the Members, with solely a generalized description of the audit procedures and findings released in the audit report.**]**

2. The Participating Measurement Service acknowledges its responsibility to inform the MRC auditor of any MRC Minimum Standards compliance issues it has knowledge of.

D.) Reacting to Audit and MRC Audit Committee Findings

1. Participating Measurement Services shall use best efforts to maintain products that comply with the MRC Minimum Standards. When non-compliance situations are noted in an audit or by an MRC audit committee, the Measurement Service shall undertake its best efforts to resolve these situations. Timely resolution of non-compliance situations is essential.

2. In consultation with the MRC, Participating Measurement Service shall address other audit committee concerns and issues in a timely manner.

3. Participating Measurement Services have the right to disagree with audit committee interpretations and conclusions and must follow MRC procedures to communicate disagreements. As a course of last resort the MRC Procedures for Accreditation shall be used to resolve these disagreements.

4. Participating Measurement Services shall follow the Principles Section of this Code in discharging their MRC-related research and media-measurement responsibilities.

E.) Ongoing Methodological Research

The following provisions apply solely to methodological research conducted in response to audit findings or methodological research requested by the MRC to investigate potential product improvements or quality issues:

Consistent with MRC Minimum Standard A-1, which specifies that Participating Measurement Services should "try constantly to reduce the effects of bias, distortion and human error," Participating Measurement Services commit to a program of ongoing methodological research to maintain product quality and foster continuous improvement. Ongoing methodological research is critical to a successful relationship between the MRC and Participating Measurement Services, and the following principles apply to the conduct and communication of such research:

1. The relationship between the MRC, Members and the Participating Measurement Service shall be characterized by honesty and full disclosure.

2. Because methodological research is critical to the MRC accreditation processes, in appropriate circumstances (e.g., consistent with protection of intellectual property), prior consultation between the Participating Measurement Service and the MRC on the design of methodological research is strongly encouraged. In the case of "live" testing, implementation drivers, goals and potential research outcomes should be discussed, and the key decision metrics should be clear and well defined in advance. Previous methodological research conducted by the Participating Measurement Service and others should be considered in structuring "live" testing and this testing should follow the "live testing" procedures described in the MRC Minimum Standards.

3. It is the obligation of the Participating Measurement Service to insure that communicated findings are a complete and accurate portrayal of the methodological research data and effective checks on the accuracy of findings are mandatory. Certain studies that directly relate to accreditation status may require auditing and validation by MRC auditors.

Deleted former item #4.

4. Documentation and technical information necessary to assess the validity of any published finding shall be maintained by the Participating Measurement Service and made available for inspection by the MRC.

5. Participating Measurement Services shall clearly delineate the technical findings of methodological research from *interpretation* and *recommendations* based on technical findings.

6. In presenting the results of a methodological research project, Participating Measurement Services shall refrain from referring to MRC involvement in project discussions as proof of competence or with any implication that the MRC endorses project conclusions.

7. Participating Measurement Services shall act on methodological research findings in good faith.

Section 3 – Disciplinary Procedures

1. Members – Any Member or Member representative found to have violated the terms of this Code are subject to disciplinary action, as determined by the MRC Board of Directors using such procedures, as the Board shall establish.

2. Measurement Services – Participating Measurement Services found by the MRC Board of Directors to have willfully or repeatedly violated the terms of this Code are subject to disciplinary action as determined by the MRC Board of Directors using such procedures as the Board shall establish.

Process Specifics:

A.) Procedure: The procedures established by the MRC Board of Directors concerning disciplinary action will ensure that Members, Member-Representatives and Participating Measurement Services believed to have violated the Code will be afforded appropriate due-process including hearing procedures, if requested.

B.) Scope of Sanctions: Upon a finding that a Member, Member-Representative or Participating Measurement Service has violated this Code, the violator shall be subject to:

1. Member or Member-Representative: (1) suspension of membership or voting privileges, (2) revocation of membership or voting privileges, or (3) other Disciplinary Action that the Board deems appropriate.

2. Participating Measurement Service: (1) suspension from participation in the MRC process, (2) publication of non-compliance with the Code, or (3) other Disciplinary Action that the Board deems appropriate.

C.) Disputes: Two types of disputes are recognized by MRC: (1) disputes arising from the ongoing accreditation process (accreditation decisions) – these are generally between the MRC Board of Directors and Participating Measurement Services, and (2) violations of the provisions of the Code – these arise from actions of Members, Member-Representatives or

Participating Measurement Services, and can be asserted by any Member, Member-Representative or Participating Measurement Service.

1. Accreditation-Related Disputes: The procedure for addressing disputes related to the suspension, revocation or denial of accreditation is described in the MRC Procedures for Accreditation. Ultimately disputes related to these circumstances are resolved through hearing procedures described in the Procedures for Accreditation, *Article VI – Hearing.* These procedures are not modified by the Code.

2. Violations of Provisions of the Code: Violations of the Code can be asserted by the MRC Staff, any Member, Member-Representative or Participating Measurement Service.

Any Member, Member-Representative or Participating Measurement Service alleging violations of this Code shall submit its allegations to the Disciplinary Committee ("Committee"), a Committee comprised of five member-representatives selected by the MRC Board of Directors. In the event that a member of the Committee must recuse themselves from the matter, remaining members of the Committee shall hear the matter. Within 10 days of receipt of the written allegations, the Committee shall notify in writing, the party against whom the allegations (alleged violator) have been made of the substance of the allegations. The alleged violator, within 30 days of receipt of the allegations, shall submit to the Committee a written response to the allegations. The Committee shall then conduct a full and impartial hearing as soon as practicable to all parties concerned. The Committee shall provide at least 30 days notice to the parties as to the date and time of the hearing. The parties may be represented by counsel at the hearing, present witnesses and documentary evidence at the hearing. There will be a stenographic recording of the hearing. The party making the allegation shall go first, followed by the alleged violator. The Committee, in its discretion may permit rebuttal by the party making the allegation. The parties agree to fully cooperate with the Committee, including complying with any request for information relevant to the investigation. The Committee decision shall be based on a "preponderance of evidence" standard, with the burden of proof of establishing a violation of the Code resting on the party bringing the allegation. The hearing shall be open to Members and Participating Measurement Services. The Committee, upon reaching its conclusion, shall prepare a written statement of findings, copies of which shall be provided to the parties involved and the Executive Director (or the MRC Board Chairman, if the MRC Executive Director is the alleged violator).

Within 45 days of receipt of the Committee's statement of findings, either of the parties involved may request oral argument before the entire MRC Board of Directors ("Board") at a time and place reasonably convenient to the Board. Failure to request a hearing within the proscribed time period shall be deemed a waiver of the right to Board review. The parties shall be permitted to make a written submission to the Board of Directors. The submission shall contain the following: (1) a statement of the issues presented for review; (2) a statement of facts relevant to the issues presented for review; (3) an argument; (4) a short conclusion. The hearing can be conducted either in person or telephonically. There shall be a stenographic recording of the hearing. The Board shall base its decision upon the transcript of the Committee hearing, the Committee's

statement of findings, the parties' written submission to the Board and the oral argument. The Board has the authority to reverse, affirm the Committee's decision and the authority to modify any sanction imposed by the Committee. However, any such determination shall be made only if at least two-thirds of the Board members present in the meeting concur (there must be a quorum of at minimum two-thirds of Board members present in the meeting for purposes of this proceeding).

Members, Member-representatives and/or Participating Measurement Services that disagree with a determination of the Committee, or as applicable the MRC Board of Directors, regarding disciplinary action shall use their best efforts to settle such disagreement.

If the parties are unable to resolve their dispute within 60 business days from the Committee decision or Board hearing, then the issue shall be settled by arbitration administered by the American Arbitration Association ("AAA") under its Commercial Arbitration Rules and the judgment of the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof. In such an arbitration proceeding each party shall appoint an arbitrator selected from an approved list provided by the AAA, within 15 days of the referral. The two arbitrators shall mutually appoint a third arbitrator selected from the same approved list within 10 days of their appointment. If either party fails or refuses to appoint an arbitrator, the arbitrator appointed by the other party shall be the sole arbitrator. If the two arbitrators are unable to agree on the appointment of a third arbitrator within 10 days, the AAA shall appoint the third arbitrator selected from the list. The decision of a majority of the members of the arbitration panel (or a single arbitrator, as the case may be due to a default in appointment) shall be final binding and subject to the provisions of the United States Arbitration Act (Title 9, United States Code Sections 1-14; 16; 201-208).

The arbitrators' decision shall be in writing and shall provide a reasoned basis for the resolution of each dispute. Remedies available to the arbitrator in this proceeding will be limited to Disciplinary Action as herein defined. The substantive and procedural law of the State of New York shall apply to any such arbitration proceedings. The place of any such arbitration shall be New York City. Enforcement of the decision may be sought in any court of competent jurisdiction. Each party shall bear its own fees and expenses with respect to the arbitration and any proceedings related thereto and the parties shall share equally the fees and expenses of the AAA and the arbitrators.

D.) Referral to Government Agencies: Consistent with its mandate, the MRC Board of Directors reserves the right, in instances of egregious, repeated or willful violations of the Code, to refer such violations to the appropriate Federal agency.

Section 4 – Other Matters

1. The MRC staff, MRC-engaged consultants and CPA firms who interact with the accreditation process on behalf of the MRC agree to follow the Code insofar as applicable.

2. MRC accreditation voting is complex and based on several sources of information – for example, the Audit Report, Members' professional judgment, various relevant and material performance metrics of the Participating Measurement Service and the intended use of the Participating Measurement Service's data in the marketplace (the intended use of the Participating Measurement Service's data will be stated by the Participating Measurement Service upon application for accreditation and should be consistent with the Service's marketing material). The combination of these sources of information creates very unique circumstances for each accreditation proceeding. While no single accreditation vote should be interpreted as precedent setting, especially between different services, the MRC will strive to assure that accreditation determinations will be made in a fair and consistent manner, considering the above sources of information.

3. The MRC Staff will provide Members and Participating Measurement Services with copies of the MRC By-Laws, Procedures for Accreditation, MRC Minimum Standards and the Code upon request.

4. The MRC, acting through its staff, will notify Participating Measurement Services in writing of any contemplated changes in MRC Minimum Standards, Procedures for Accreditation and this Code and will afford Participating Measurement Services an opportunity to consult with respect to such changes. The MRC agrees that such changes will be objectively derived and provided, in writing, to Participating Measurement Services in sufficient time to permit Participating Measurement Services to incorporate changes to affected services prior to the effective date of such changes.

5. The MRC will promptly and accurately communicate in writing to Members and Participating Measurement Services each grant, withdrawal or change with respect to accreditation.

EXHIBIT C

Department of Justice

FOR IMMEDIATE RELEASE AT FRIDAY, APRIL 11, 2008 (202) 514-2007
WWW.USDOJ.GOV TDD (202) 514-1888

DEPARTMENT OF JUSTICE WILL NOT CHALLENGE MEDIA INDUSTRY
ASSOCIATION'S PROPOSAL REGARDING AUDIT PROVISION FOR AUDIENCE
MEASUREMENT TOOLS

WASHINGTON – The Department of Justice announced today it will not challenge a proposal by the Media Ratings Council (MRC) relating to the auditing and accrediting of products that measure the size and demographics of an audience. The Department said that the proposed change is not likely to harm competition, and that a voluntary, precommercialization audit and accreditation of audience measurement products (AMPs) has the potential to benefit users by providing assurances that the products are valid, reliable and effective. MRC's proposal affects only those AMPs, known as Currency AMPs, that are widely used and relied upon to determine the financial value of advertising.

The Department's position was stated in a business review letter from Thomas O. Barnett, Assistant Attorney General in charge of the Department's Antitrust Division, to counsel for MRC. MRC is a non-profit industry association with a diverse membership consisting of buyers and sellers of advertising, including television and radio broadcasters, cable-casters, print organizations, Internet organizations, advertising agencies and industry trade associations. As users of AMPs, MRC's members have a common interest in the accuracy and reliability of these products. MRC has evaluated and accredited AMPs since 1964, using independent auditors to assess products' methodology and the data supporting the methodology (impact data).

MRC requested a business review letter from the Antitrust Division expressing its enforcement intentions with respect to a proposed change to its current audit and accreditation process. MRC seeks to make explicit its preference that rating services seeking to replace one of their Currency AMPs obtain accreditation of the new product, and at a minimum submit impact data and undergo an independent audit, prior to commercialization. MRC proposes to include this kind of language in its draft Voluntary Code of Conduct, which outlines its practices and procedures used since 1964 for auditing and accrediting AMPs. MRC represented to the Department that a rating service's participation in MRC's audit and accreditation process, today and as modified by its proposal, is voluntary and may be undertaken by a rating service at any time.

"Auditing and accrediting activities by associations of customers do not necessarily raise antitrust issues," Barnett said in the letter. "In fact, with appropriate safeguards, auditing and accrediting activities can provide valuable, unbiased information to the marketplace."

The Department stated that in this instance such activities can reduce the confusion and uncertainty among buyers and sellers of advertising that can occur when a Currency AMP is replaced by an unknown and untested one.

Under the Department's business review procedure, an organization may submit a proposed action to the Antitrust Division and receive a statement as to whether the Division will challenge the action under the antitrust laws.

A file containing the business review request and the Department's response may be examined in the Antitrust Documents Group of the Antitrust Division, U.S. Department of Justice, Suite 215, Liberty Place, 325 7th Street NW, Washington, D.C. 20530. After a 30-day waiting period, the documents supporting the business review will be added to the file, unless a basis for their exclusion for reasons of confidentiality has been established under the Business Review Procedure.

###

08-290

EXHIBIT D

Minimum Standards For Media Rating Research

Media Rating Council, Inc.

© Copyright Media Rating Council, Inc. All rights reserved.

Introduction

The Media Rating Council, Inc. (MRC) believes that adherence to the following minimum standards is necessary to meet the basic objectives of valid, reliable and effective media audience measurement research. Acceptance of MRC minimum standards by a rating service is one of the conditions of accreditation by the MRC, Inc. These are intended to be minimum standards and neither they, nor anything in MRC Procedures, shall prevent any rating service from following higher standards in its operations.

The minimum standards listed herein are divided into three groups:

A. Ethical and Operational Standards

These standards govern the quality and integrity of the entire process by which ratings are produced.

B. Disclosure Standards

These standards specify the detailed information about a rating service, which must be made available to users, to the MRC, Inc., and its audit agent, as well as the form in which the information should be made available.

C. Electronic Delivery and Third-Party Processor Supplementary Standards

These standards reflect additional requirements for rating services that deliver audience data electronically and for third-party processors that apply for accreditation.

A. Ethical and Operational Standards

1. Each rating service shall try constantly to reduce the effects of bias, distortion and human error in all phases of its activities.

2. Appropriate quality control procedures shall be maintained with respect to all external and internal operations which may reasonably be assumed to exert significant effects on the final results.

   Quality control shall be applied to, but not necessarily limited to, sample selection, sample implementation, data collection, data editing, data input, tabulation and data delivery in printed and electronic formats. It shall include (where relevant) periodic independent internal verification of fieldwork and periodic accuracy checks of meter performance and computer accumulations of base data.

3. The sample design for audience surveys (sample frame and sampling plan) must, to a reasonable degree, accurately reflect the statistical population targeted for measurement. In each rating report, the statistical (target) populations to which measurements are projected must be clearly defined. In instances where the sample frame may exclude part of the "target" population, such deviations shall be described clearly.

4. All field personnel (including supervisors) shall be furnished with detailed written instructions and manuals covering all steps of their work. Such personnel shall be thoroughly trained to assure that:

   a. They know the responsibilities of their positions.

   b. They understand all instructions governing their work.

   c. They will deviate from such instructions only when justified by unusual conditions and that any such deviations will be reported in writing.

   d. They recognize and will avoid any act which might tend to condition, misrepresent or bias the information obtained from respondents.

5. To improve quality of performance, interviewers and other personnel shall be informed that their work will be periodically checked by internal quality control procedures and by MRC auditors. Every effort shall be made to avoid divulgence to such persons of the checking procedures and the personnel, times and places selected for checking.

6. Detailed written instructions shall be maintained to insure uniform procedures in editing operations. Any editing changes in diaries or questionnaires (additions, deletions or changes) shall be made in an easily identifiable manner so that such editing changes can be checked or audited. Any routines for editing by computer shall be clearly documented.

7. Each rating service utilizing computer systems for processing audience data shall establish procedures to insure that:

    a. The operations to be performed by the computer system are documented in sufficient detail to specify for each computer program at least: the objective of the program; the input data to be used; the editing and processing steps to be performed, and the output data.

    b. The computer programs and data are diligently protected from unauthorized manipulation.

    c. Changes in any computer program are documented in enough detail to identify what is being changed, the reason for the changes, tests performed to confirm the effect(s) of the changes, and the effective date of the changes.

8. The anonymity of all personnel in any way concerned with sample respondents or households shall be preserved.

9. If respondents have been led to believe, directly or indirectly, that they are participating in an audience measurement survey and that their anonymity will be protected, their names, addresses and other such identifying information shall not be made known to anyone outside the rating service organization, except that such information may be provided to:

    a. The audit firm of the MRC in the performance of an audit.

    b. The MRC when such disclosure is required in a hearing before the MRC.

    c. Another legitimate market research organization, for methodological purposes only, at the discretion of the rating service.

10. Experiments in methodology shall not be conducted in conjunction with regular syndicated surveys unless previous independent tests have indicated that the possible effect on the audience data reported will be minimal and unless full disclosure is made as provided in B2 below.

11. Rating services shall take adequate steps to avoid including in audience measurement samples any station, channel, system or network (television, radio, cable or satellite) principal or employee or any member of their households because of the possibility of conscious or unconscious bias in the reporting of their media behavior.

12. In the event that a rating service has identified an attempt to bias measurement results by a respondent's submission of fabricated information, it will do whatever may be necessary to identify and eliminate such cases. In the event that such cases have been included in published data, the service will attempt to assess the effect on results and will notify users should this prove to be of practical significance.

13. All weighting or data adjustment procedures utilized by a rating service in the process of converting basic raw data to rating reports shall be based on systematic, logical procedures, consistently applied by the rating service and defensible by empirical analysis.

B. Disclosure Standards

General

A concise description of the survey methodology shall be included in each rating report. This description shall include, but is not to be limited to, a description of the survey technique used, a delineation of the area or areas for which ratings were reported, the sampling procedures used, periods during which the audience data were obtained, criteria for reporting stations, a statement as to whether weighting and/or adjustment factors have been used, and a statement as to whether special interviewing and/or retrieval techniques have been used. Additional details regarding procedures used in sampling (including the selection of samples, callback procedures, substitution procedures), weighting area determination, etc., shall be provided to subscribers in methodological supplements which shall be updated periodically (at a minimum, annually) to reflect current policy and practice.

Specific

1. Each report shall include statements calling attention to all omissions, errors and biases known to the rating service which may exert a significant effect on the findings shown in the report.

2. Each rating report shall point out changes in, or deviations from, the standard operating procedures of the rating service which may exert a significant effect on the reported results. This notification shall indicate the estimated magnitude of the effect. The notice shall go to subscribers in advance as well as being prominently displayed in the report itself.

3. Each rating report shall show the number of different households (or individual or other sample units) initially selected and designated to provide audience information and the number among these that provided usable rating data utilized for that specific rating report. If any of the usable interviews or responses have not been included in the final rating report, that fact and a description of the procedure by which the responses used were selected shall be included in the report.

4. Each rating report shall indicate the sample base for the reporting of any separate audience data (households or persons, geographic breakdowns such as Metro and Total Area and demographic tabulations based on age, sex, ethnic origin, etc.). This information is to be provided on a basis of in-tab and, where appropriate, effective sample sizes.

5. Geographic areas surveyed shall be clearly defined in each rating report and the criteria and/or source used in the selection of the survey areas shall be given. (Thus, if the area surveyed is the Metro area as defined by the U.S. Census, the report should so state.)

6. The rating service shall show in a prominent place in each report a comparison of the geographic distribution of sample data with universe data as obtained from primary sources. In the case of individual local reports, the data shall be shown in each report according to counties or reasonable county groupings. In the case of services using continuing samples, the above information shall be published in each report but need be updated only semi-annually.

7. Each rating report shall state that the audience data obtained from the samples used in audience measurement surveys are subject to both sampling and non-sampling errors and shall point out the major non-sampling errors which are believed to affect the audience estimates.

8. With respect to sampling error:

    a. Each rating report shall contain standard error data relevant to the audience estimates contained therein. Such data shall be presented whether or not effective sample sizes are shown.

    b. The report shall also contain a non-technical explanation of the meaning and use of standard error as well as a clear guide to how the data may be applied to any given estimate contained in the report.

    c. The method used to develop standard error estimates as well as the formulas used to compute the standard errors shall be fully disclosed. The service shall provide a basis for calculating sample errors for other audience estimates commonly calculated from data published in its reports, although this material may be included in a methodological supplement rather than the report itself.

    d. In order for the MRC to verify the accuracy of the standard error and effective sample size approximations contained in a rating report, rating services will be requested periodically to provide a sample of standard errors and effective sample sizes calculated by appropriate standard error formulas. The MRC may use this information as a comparison with results obtained by applying the approximation formulas given in ratings reports.

9. All weighting or data adjustment procedures utilized by a rating service in the process of converting basic raw data to rating reports shall be clearly stated and quantified. This detailed information should be available in each report or reporting system. Appropriate reference material shall also describe procedures and the reasons for such adjustments or weighting.

10. If a rating service establishes minimum requirements for the issuance of a rating report or for reporting stations, or demographic or geographic breaks, the service shall indicate the minimum number of sample returns required for each category.

11. If the rating service becomes aware that a station, channel, system, or network has employed special non-regular promotional techniques that may distort or “hype” ratings and/or exhortation to the public to cooperate in ratings surveys, the rating service shall publish a description of this effort in the appropriate report.

12. If a rating service has knowledge of apparent rating distorting influences such as community power outages, catastrophes or transmission failures, the rating service shall indicate in its reports that such conditions existed during the survey period.

13. With respect to accreditable but presently non-accredited surveys conducted by a company which produces a rating service(s) accredited by MRC:

    a. Efforts must be taken by the company to disclose fully that these other services are, in fact, not accredited by the Council. To avoid subscriber confusion, the minimum requirement is: (1) the report covers for non-accredited services be distinctively different from those used on accredited service(s), and (2) each non-accredited report must carry prominently (on the outside front cover, inside front cover or the opposite page) the following statement:

        (a) "This service is not part of a regular syndicated rating service accredited by the MRC and _____ has not requested accreditation. _____ does provide one or more syndicated services which are accredited by the MRC."

    Alternative wording may be used if approved in advance by the MRC.

    b. Surveys executed by a rating service for a specific client or clients shall clearly show that the report is of a special nature and not part of a regular accredited syndicated rating service. Such report shall show the name of the client or clients and shall be (1) easily distinguishable from accredited rating reports by use of distinctive report covers, and (2) notice to this effect must be on the outside front cover, inside front cover or the opposite page.

    c. The MRC accreditation symbol will not be used on any reports which are not an integral part of a service accredited by and subject to audit by the MRC.

14. The rating service shall permit such CPA firm(s) designated by the MRC for the purpose of auditing to review and/or audit any or all procedures or operations that bear upon the development and reporting of audience estimates.

15. Although the anonymity of all personnel concerned with sample respondents or households shall be preserved (as required by A.8), the MRC audit firm will have the right to check with such personnel and any other appropriate persons as part of the auditing process. (The audit firm will in its audit reports maintain the anonymity of such personnel.)

16. Interviewer and supervisor records shall be maintained at least eleven months by the rating service to show: name; date of work; time; type of work; location of work; manner of payment (e.g., full-time staff, part-time staff, hourly, per interview, conditions [if any] under which bonuses are paid, etc.).

17. Each rating service shall maintain, for at least eleven months from the end of the period covered by the report, all diaries and interviews (or a complete facsimile thereof), tape records and/or other primary sources of audience data. These shall include material actually used in the preparation of published rating reports as well as material collected but not used. In addition, each service shall maintain records of:

    a. All attempts to place diaries or meters, or to obtain interviews or whatever other form of cooperation is required for the research technique used.

    b. All unsuccessful attempts to obtain information, including- but not limited to - refusals, not at home, cases requiring further discussion and/or correspondence (e.g., with another member of the household), busy signals (phone), and returns from postal authorities.

    c. Actual or assumed reasons for non-cooperation.

    d. Which cooperating sample members are original sample selections, and which are first, second, third, etc., substitutions.

18. Returned diaries or questionnaires not put into tabulation for any reason (incomplete, late, poor quality, wrong area, etc.) shall be marked to indicate the reason for rejection and filed as provided under B.17.

19. Each service shall keep documentation of errors of any type in published figures for a period of two years.

    Included in such documentation shall be: the length of time the error affected published figures; the effect of the error in absolute and relative terms; its cause; the corrective action taken; and the disclosures, if any, made to subscribers (copies of notices, etc.). If no disclosure was made, the record should indicate the reason underlying this decision.

20. Rating service edit manuals will be made available to subscribers at service headquarters where raw data is made available for inspection.

C. Electronic Delivery and Third Party Processor Supplementary Standards

General

In addition to groups A and B above, rating services that deliver audience data electronically and third party processors of accredited rating service data are required to adhere to the following minimum standards. In these cases, many of the disclosures required by the minimum standards can be made within the electronic delivery system.

In this context a "System" refers to the electronic delivery system or the software used by a third party processor to manipulate an accredited rating service's data. A "Third Party Processor" is an organization that reprocesses audience data from a primary supplier to provide alternative report formats, applications, etc.

Specific

1. The System must have reasonable controls to prevent:

    a. Users from accessing respondent identifying information.

    b. Users from altering raw data, such as listening, viewing, readership, product usage or qualitative estimates. Raw data also includes weighting and sample balancing results.

    c. Users from altering System software.

    d. Report headings selected by users from being misleading. This includes the use of footnotes and "flags" where necessary to clarify limitations of the data presented,

2. Users of the System should be alerted, and reports from the System must delineate:

    a. Audience estimates produced by the System having suspect reliability, such as in cases of less than minimum reportability. Minimum requirements for reporting and reliability can change due to the customizable nature of System analyses; in these instances the System shall indicate the minimum number of sample returns required for each analyses.

    b. Audience estimates originating from statistical models rather than directly from reported audience data with documentation made available to auditors on request.

    c. Data from non-accredited sources. System reports should clearly disclose these situations using language similar to that in B.13 above.

    d. Situations of data reissuance due to errors.

3. The rating service or third party processors must have reasonable controls to ensure:

    a. Users have received the current version of the System.

    b. Users are notified timely of errors noted in the System and/or data, and where necessary, that corrected software and/or data are distributed timely.

4. Exportation of data from the System generally takes manipulation of the data outside of the control of the rating service or third party processor, therefore this activity will not be accredited. Reasonable efforts must be made to identify and distinguish standard reports of the System from reports based on exported data.

5. The rating service or third party processor is encouraged to supply detailed written instructions, user manuals or on-line help facilities to assist users in properly executing System functions.

Additional Recommended Standards

In addition to adherence to the Minimum Standards, the MRC requests that accredited rating services, insofar as possible, observe the "Recommended Standards for the Preparation of Statistical Reports in Broadcast Audience Measurement Research" and "Standard Definitions of Broadcast Research Terms", both published by the National Association of Broadcasters, but also endorsed by the Media Rating Council and the Advertising Research Foundation.

For MRC Minimum Standards for A.10 and B.2

In an effort to assist research companies in their adherence to MRC Minimum Standards A10 and B2, the MRC suggests the following:

I. Each research company is encouraged to provide the MRC a "Journal of Changes" on a quarterly basis. This Journal would include any and all changes in methodology and procedures that the research company is planning to test and/or implement in the next quarter or, if known, beyond. Submission itself, does not imply any waiver of A10/B2.

and/or

II. Each research company is encouraged to avail themselves of the following voluntary "Live Test Procedures":

Live Test Procedures

1. Before implementing a Live Test of any of the methods and procedures used to collect audience data, the research company agrees to review such proposed tests with the MRC Staff and two Ad-Hoc MRC Board members (Hereafter referred to as the MRC Group), detailing the objectives of the test and the contemplated procedures. Results of prior tests supporting minimal effects, if available, should also be offered.

2. If the evidence suggests to the MRC Group that the possible effect on Audience Data will be minimal, then the research company will be advised that implementation of the test will not be considered a violation of Minimum Standard A.l0.

3. Should the MRC Group or the research company feel the need for outside technical counsel, this would first be jointly discussed and outside technical counsel will be jointly agreed on.

4. Should the research company request it, the MRC Group would agree not to reveal the specific nature of these tests other than to the independent auditor working with the research company on behalf of the MRC and, if required, outside technical counsel.

5. The research company would disclose to all subscribers that a test was conducted and reach agreement with the MRC Staff and the MRC Group as to the statement(s) to be made. Disclosure, per Minimum Standard B.2, will go to subscribers in advance as well as being prominently displayed in the report itself should the staff and group feel required.

6. It is also understood that, ultimately, the decision to conduct a live test rests with the research company. The procedure described above is intended to assist the research company in working within the framework of MRC Standards A.l0 and B.2.

MRC Executive Directors

Dr. Kenneth Baker	(1964 – 1970)
Hugh “Mal” Beville, Jr.	(1971 – 1981)
John Dimling	(1982 – 1985)
Melvin Goldberg	(1986 – 1992)
Richard Weinstein	(1993 – 1999)
George W. Ivie	(2000 – Present)

Media Rating Council, Inc.

420 Lexington Avenue, Suite 343
New York, NY 10170

(212) 972-0300

Revised December, 1999

EXHIBIT E

Media Rating Council, Inc.

420 Lexington Avenue
Suite 343
New York, NY 10170

Tel: (212) 972-0300
Fax: (212) 972-2786
www.mediaratingcouncil.org

MRC Status Update
Arbitron PPM Services
June 30, 2009

Houston

- First PPM Service Submitted for Accreditation
- Ethnically Diverse Market
  - Hispanic Population
- Pre-audit Assessment Initiated 2004
- Audit Conducted 2005-2006
  - Separate Audit of Meter Technology
- Address Based Sampling (Unique to Houston PPM)
- Accreditation Granted January 2007
  - Eleven Months after Audit Review
  - Commercialized June 2007 After Achieving Accreditation
- Arbitron Took Extensive Actions Designed to Cure Issues
  - Additional Actions Required
- Two Subsequent Audits Conducted
  - December 2008 Most Recent Review
- Last Diary Service Report Winter 2007
- Houston PPM Television Data is Not Accredited
  - Arbitron is Not Currently Seeking Accreditation

Philadelphia

- Racially Diverse Market
  - Black Population
- Telephone Based Sampling
- First Audit Conducted 2006-2007
- Audit Review April 2007
- Accreditation Denied
  - New Audit Required
- Commercialized March 2007
- Review of Second Audit June 2008
  - Accreditation Status Unchanged
  - Last Closed Status of Deny Continued
- Extensive Action by Arbitron Designed to Cure Issues
- Review of Third Audit March 2009
  - Service Remains In-Process
  - Last Closed Status of Deny Continues
- Last Diary Service Report Fall 2006
  - Discontinued Prior to Accreditation of PPM Replacement Product

New York PPM (Including Embedded Metros: Nassau-Suffolk, Middlesex-Somerset-Union)

- Difficult Market to Measure; Particularly in Obtaining Cooperation of Households
- Highly Diverse Market
    - Race & Ethnic Measurement is Very Material
- Telephone Based Sampling
- Audit Conducted 2007
- Audit Review November 2007
- Accreditation Denied
    - New Audit Required
- Second Audit Completed July 2008
    - Accreditation Status Unchanged
    - Last Closed Status of Deny Continued
- Commercialized September 2008
- Extensive Action by Arbitron Designed to Cure Issues
- Third Audit Completed March 2009
    - Service Remains In-Process
    - Last Closed Status of Deny Continues
- Last Diary Service Report Spring 2008
    - Discontinued Prior to Accreditation of PPM Replacement Product

Riverside - San Bernardino

- Commercialized September 2008
- Telephone Based Sampling
- Audit Review Conducted August 2008
    - Accreditation Granted
- Last Diary Service Report Spring 2008

Los Angeles, Chicago, San Francisco, San Jose

- Commercialized September 2008
- Telephone Based Sampling
- Audit Review Conducted August 2008
    - Services Remain In-Process
- Last Diary Service Report Spring 2008
    - Discontinued Prior to Accreditation of PPM Replacement Product

Atlanta, Dallas-Ft. Worth, Detroit, Washington D.C.

- Commercialized December 2008
- Telephone Based Sampling
- Audit Review Conducted December 2008
    - Services Remain In-Process
- Last Diary Service Report Summer 2008
    - Discontinued Prior to Accreditation of PPM Replacement Product

Boston

- Commercialized March 2009
- Telephone Based Sampling
- Audit Review Conducted March 2009
    - Service Remains In-Process
- Last Diary Service Report Fall 2008
    - Discontinued Prior to Accreditation of PPM Replacement Product

Miami, Seattle, Phoenix, Minneapolis-St. Paul, San Diego

- Scheduled To Be Commercialized June 2009
- Audit Review Conducted June 2009
    - Service Remains In-Process
- Last Diary Reports Scheduled Winter 2009

Tampa-St. Petersburg, St. Louis, Denver-Boulder, Baltimore, Pittsburgh

- Scheduled for Commercialization September 2009
- Last Diary Reports Scheduled Spring 2009
- Audits Currently Underway
    - Review Planned Prior to Commercialization

Portland OR, Sacramento, Cincinnati, Cleveland, Salt Lake City-Provo, San Antonio, Kansas, Las Vegas

- Scheduled for Commercialization December 2009
- Last Diary Reports Scheduled Summer 2009
- Arbitron Committed to Audits
    - Audits Not Yet Underway
- Review Planned Prior to Commercialization

16 Markets Scheduled for PPM Commercialization in 2010

EXHIBIT F

Media Rating Council, Inc.

420 Lexington Avenue
Suite 343
New York, NY 10170

Tel: (212) 972-0300
Fax: (212) 972-2786
www.mediaratingcouncil.org

June 2009

MEDIA RATING COUNCIL – 2009 MEMBERSHIP

A&E Television
ABC Networks
ABC Owned TV Stations
American Urban Radio Networks
Anheuser-Busch
AOL
Assoc. of Hispanic Advertising Agencies
AT&T Mobility
Barrington Broadcasting
Belo Corporation
Bonneville International Corp.
Cable Advertising Bureau (CAB)
Carat North America
CBS
CBS Interactive
CBS Radio
CBS Television Stations
Clear Channel
Comcast Networks
Comcast Spotlight
Condé Nast
Cox Radio
Cox Television
Crown Media
CW Television Network
Discovery
Disney
Dispatch Printing Co.
DRAFTFCB
Emmis Broadcasting
Entravision
ESPN
FLO TV
Forbes
FOX Broadcasting
FOX News
FOX Sports
FOX Television Stations
Galavision Cable Networks
Gannett
Google
Hachette Filipacchi Magazines
Hearst Publications
Hearst Television
Horizon Media
Interactive Advertising Bureau (IAB)
Initiative Media
Inner City Broadcasting
Lifetime Television
LIN Television
Lincoln Financial Media
Magazine Publishers of America (MPA)
MAGNA Global
Makeover Solutions
Media General
Media Management Inc. (MMI)
MediaCom
Mediaedge:cia
MediaVest
Meredith Corporation
Microsoft
Microsoft Atlas
MindShare
MSNBC
Mobile Marketing Association (MMA)
MTV Networks
NAB–Radio
NAB–Television
National Cable Communications (NCC)
National CineMedia
National Public Radio (NPR)
NBC Cable

NBC–Networks
NBC–Stations
New Jersey Broadcasters Association
New York Times
Newspaper Association of America (NAA)
OMD
PARADE
PHD USA
Post–Newsweek
Premiere Radio
Procter & Gamble
Radio Advertising Bureau (RAB)
Radio One
Radio Research Consortium (RRC)
Raycom Media
Saga Communications
Scripps Television Station Group
Starcom MediaVest
TargetCast
Telefutura Network
Telemundo
Televisa
Television Advertising Bureau (TVB)
Terra Networks
Time Warner
Tribune Broadcasting
Turner Broadcasting
TV Azteca
Unilever
Universal McCann
Univision
Univision Online
Univision Radio
USA Weekend
Wall Street Journal
WAPA TV/Televicentro of Puerto Rico
The Weather Channel
Yahoo!
Zenith Media

EXHIBIT G

UNITED STATES OF AMERICA
WASHINGTON, D.C. 20580

FEDERAL TRADE COMMISSION

Office of the Chairman

March 25, 2005

The Honorable Conrad Burns
United States Senate
Washington, D.C. 20510-2603

Dear Senator Burns:

I am responding to your letter concerning Nielsen Media Research's new system for measuring television viewing in local markets, the Local People Meter system ("LPM"). You expressed concern that Nielsen Media Research ("Nielsen") is introducing this system into local markets despite problems with accuracy and without accreditation from the industry self-regulatory body, the Media Ratings Council ("MRC").[1] I appreciate your staff meeting with the FTC staff to explore your concerns further.

As recommended by your staff, the FTC staff met with the MRC and has reviewed a range of materials concerning LPMs. Subsequently, and after consulting with your staff, we believed it worthwhile to meet with representatives of the Don't Count Us Out Coalition and Fox Television Stations, Inc., as well as representatives of Nielsen before responding to your inquiry. The staff has learned that Nielsen has voluntarily submitted its LPM systems to the MRC for audit, and extensive audits have been and are being conducted on the MRC's behalf by Ernst & Young. Both Nielsen and the MRC agree that the people-meter approach to audience measurement is appropriate and, indeed, capable of being more reliable than the systems it would replace. An accredited national people meter system has been in place for some time. The audits have demonstrated problems with LPM implementation, and Nielsen has not challenged the legitimacy of the audit results through the available MRC appeals process. To the contrary, it has been working with the MRC to correct the problems and attain accreditation.[2]

---

[1] As you know, the MRC was established by the industry in the 1960s in response to congressional concerns with the reliability of media ratings. Its members include customers of Nielsen and others concerned with broadcast ratings, including broadcasters, cablecasters, advertisers, advertising agencies, and industry trade associations.

[2] In addition, Nielsen has agreed to implement many of the recommendations contained in a recent report by the Independent Task Force on Television Measurement. News Release, Nielsen to Implement Recommendations of Independent Task Force on Television Measurement (Mar. 23, 2005), *available at* http://www.everyonecounts.tv/news/0323_taskforcereport.htm. The report's recommendations included improvements in the composition of the LPM samples, training for the field force, and fault rates. INDEPENDENT TASK FORCE ON TELEVISION MEASUREMENT, REPORT OF THE INDEPENDENT TASK FORCE ON TELEVISION MEASUREMENT (2005), *available at* http://www.everyonecounts.tv/news/documents/taskforcereport.pdf. Problems with these factors can have disproportionate effects on certain communities.

The MRC and Nielsen both recognize that there are significant challenges in implementing an LPM system. Also, various parties may disagree about whether Nielsen has acted with an appropriate level of effort and speed in addressing problems with the LPM system implementation. Nonetheless, it appears to the Commission that the existing self-regulatory approach is having a significant effect in attaining both extensive transparency and greater reliability in media ratings. In many circumstances well-constructed industry self-regulatory efforts can be more prompt, flexible, and effective than government regulation.[3]

---

[3] See, e.g., Federal Trade Commission Report, Marketing Violent Entertainment to Children: A Review of Self-Regulation and Industry Practices in the Motion Picture, Music Recording & Electronic Game Industries 3 (2000); Federal Trade Commission Report to Congress, Self-Regulation in the Alcohol Industry 3 (1999).

The staff's discussions with the MRC and others and the materials staff has reviewed do not show that Nielsen has engaged in deceptive or unfair practices in violation of the FTC Act, such as misrepresenting its ratings system or failing to disclose material facts about the system.[4] An act or practice is deceptive under Section 5 of the FTC Act if: 1) if there is a representation or omission of information that is likely to mislead the consumer acting reasonably under the circumstances; and 2) if that representation or omission is "material" – defined as an act or practice likely to affect the consumer's choice of or conduct regarding a product or service.[5] When the Commission considers whether a representation or sales practice is misleading, it determines reasonableness from the perspective of the target audience.[6] Therefore, the Commission's determination of both the claims that reasonable consumers take from an advertisement and the extent to which a misrepresentation or omission of information is injurious to consumers are fact-specific questions dependent on the context in which the claims are conveyed, the nature of the audience for the claims, and the materiality of the representation to the target audience.

The audience for Nielsen's statements about its rating services consists largely of media companies, many of which are highly sophisticated and capable of evaluating the information Nielsen provides. Nielsen frequently has expressed its opinion of the LPM system's accuracy, particularly in comparison with alternative systems, but Nielsen also discloses in detail the methodology and shortcomings of the system. The FTC staff's discussions and review of materials submitted to us have not indicated that Nielsen has misrepresented the LPM system or failed to disclose facts material to its customers' decisions. Moreover, the MRC's audits provide a great amount of transparency to Nielsen's customers about Nielsen's methods and products. Under those circumstances, deception in violation of Section 5 of the FTC Act seems unlikely.

---

[4] Section 5 of the FTC Act prohibits unfair or deceptive practices that are in or affecting commerce. A practice is unfair under Section 5 if it causes, or is likely to cause, substantial injury to consumers which is not reasonably avoidable and is not outweighed by countervailing benefits to consumers or competition. 15 U.S.C. § 45(n). Section 5 also prohibits unfair methods of competition which include exclusionary monopoly practices, collusion, and anticompetitive mergers. Staff's discussions and the material presented do not evidence such anticompetitive activity. If Nielsen should attempt to obtain or maintain monopoly power through anticompetitive mergers or other unfair methods of competition, Section 5 and the Clayton Act, 15 U.S.C. §§ 12-27, are sufficient to allow the Commission to halt such practices.

[5] Deception Policy Statement, appended to Cliffdale Associates, Inc., 103 F.T.C. 110, 175, 182 (1984).

[6] Id. at 179.

The Commission cannot judge whether the LPM system or alternative systems now in use – which have shortcomings as well – come closer to the actual truth of audience viewing behavior. Absent deceptive or unfair practices, it would not be within the Commission's authority to impose quality standards for accuracy in audience measurement.

Thank you for your inquiry in this matter. Please let me know if you would like any additional information.

Sincerely,

Deborah Platt Majoras
Chairman