



Office of the Secretary

FEDERAL TRADE COMMISSION

UNITED STATES OF AMERICA

WASHINGTON, D.C. 20580

March 31, 2014

Aidan Synnott
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019

Re: *In the Matter of Nielsen Holdings, N.V. and Arbitron Inc.*
File No. 131 0058, Docket No. C-4439

Dear Mr. Synnott:

This responds to the Application for Approval of Divestiture of Linkmeter Assets and Related Agreements (“Application”) to comScore Inc. filed by Nielsen Holdings N.V. dated January 17, 2014. Pursuant to the Decision and Order in Docket No. C-4439, Nielsen requests prior Commission approval of its proposal to divest certain assets to comScore. The Application was placed on the public record for comments for thirty days, until February 24, 2014, and one comment was received.

After consideration of the Application and other available information, the Commission has determined to approve the proposed divestiture to comScore as set forth in the Application. In according its approval, the Commission has relied upon the information submitted and the representations made by Nielsen and comScore in connection with Nielsen’s Application and has assumed them to be accurate and complete.

This also responds to Respondents’ Request for Extension of Time (“Request”) filed by Nielsen dated December 11, 2013. Pursuant to Commission Rule 4.3(b), 16 C.F.R. § 4.3(b), Nielsen requests an extension of time in which to complete the divestiture required by the Decision and Order in this matter. Pursuant to the terms of the Decision and Order, Nielsen was required to complete the divestiture within three months from the date Respondents executed the Agreement Containing Consent Order, or by December 12, 2013. Rule 4.3(b) provides that “the Commission, for good cause shown, may extend any time limit prescribed by the rules in this chapter or order of the Commission.” Under applicable precedent, Nielsen has the burden of demonstrating good cause, and granting an extension of time rests in the discretion of the Commission. *United States v. Swingline, Inc.*, 371 F. Supp. 37, 45 (E.D.N.Y. 1974). The Commission has reviewed Nielsen’s Request, its compliance reports and other information and, after careful consideration, has determined to grant the Request and extend the time in which Nielsen must complete the divestiture to comScore as approved by the Commission today. Nielsen has shown that it began its divestiture efforts immediately upon

reaching the consent agreement with the Commission staff, that it has acted diligently throughout the entire divestiture period, and that the delays in completing negotiations were not due to unreasonable demands or other conduct of Nielsen. The Commission expects that Nielsen will complete the divestiture promptly upon the Commission's approval.

By direction of the Commission, Commissioner Ohlhausen recused and Commissioner Wright dissenting.

Donald S. Clark
Secretary

cc: Christopher E. Ondeck
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