

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

COMMISSIONERS: **Jon Leibowitz, Chairman**
 William E. Kovacic
 J. Thomas Rosch
 Edith Ramirez
 Julie Brill

In the Matter of)	
)	
The Dun & Bradstreet Corporation.)	Docket No. 9342
)	
)	

AGREEMENT CONTAINING CONSENT ORDER

This Agreement Containing Consent Order (“Consent Agreement”), by and between The Dun & Bradstreet Corporation (“Respondent”), by its duly authorized officers and attorneys, and counsel for the Federal Trade Commission (“Commission”), is entered into in accordance with the Commission’s Rules governing consent order procedures. In accordance therewith the parties hereby agree that:

1. Respondent The Dun & Bradstreet Corporation is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business at 103 JFK Parkway, Short Hills, New Jersey 07078. Dun & Bradstreet, Inc. is a subsidiary of Respondent The Dun & Bradstreet Corporation. Market Data Retrieval is a division of Dun & Bradstreet, Inc. and has its office and principal place of business at 6 Armstrong Road, Suite 301, Shelton, Connecticut 06484.
2. Respondent has been served with a copy of the Complaint issued by the Commission charging it with violations of Section 5 of the Federal Trade Commission Act, as amended, and Section 7 of the Clayton Act, as amended, and has filed its Answer to the Complaint denying said charges.
3. Respondent admits all the jurisdictional facts set forth in the Complaint.

4. Respondent waives:
 - a. any further procedural steps;
 - b. the requirement that the Commission's Decision and Order ("the Order"), attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
5. This Consent Agreement is for settlement purposes only and does not constitute an admission by Respondent that the law has been violated as alleged in the Complaint, or that the facts as alleged in the Complaint, other than jurisdictional facts, are true.
6. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released.
7. The Commission retains the discretion, at the time it accepts this Consent Agreement for public comment, to issue and serve its Final Order incorporating the attached Order.
8. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 3.25(f), 16 C.F.R. § 3.25(f), the Commission may, without further notice to Respondent: (1) issue the Order, and (2) make information public with respect thereto. This Consent Agreement further contemplates that, if it is accepted by the Commission, the Commission may immediately issue and serve the attached Order. When final, the Order shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Order shall become final upon service. Delivery of the Order to Respondent by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including without limitation, delivery to an office within the United States of Counsel for Respondent listed on this Consent Agreement – shall constitute service. Respondent waives any right it may have to any other manner of service. Respondent also waives any right it may otherwise have to service of any Appendices attached or incorporated by reference into the Order if Respondent is already in possession of copies of such Appendices, and agrees that it is bound to comply with and will comply with the Order to the same extent as if it had been served with copies of such Appendices.

9. Not later than thirty (30) days after this Consent Agreement is signed by Respondent, Respondent shall submit an initial report, pursuant to Section 2.33 of the Commission Rules, 16 C.F.R. §2.33. Respondent shall also submit subsequent reports every thirty (30) days thereafter until the Order becomes final, at which time the reporting obligations contained in the Order shall control. All reports submitted pursuant to this paragraph shall be signed by Respondent and set forth in detail the manner in which Respondent has complied and will comply with the Order and this Consent Agreement. Such reports will not become part of the public record unless and until this Consent Agreement and the Order are accepted by the Commission for public comment.
10. The Complaint may be used in construing the terms of the Order, and no agreement, understanding, representation, or interpretation not contained in the Order, or the Consent Agreement, may be used to vary or contradict the terms of the Order.
11. By signing this Consent Agreement, Respondent represents and warrants that it can fulfill the terms of the Consent Agreement and accomplish the full relief contemplated by the Order and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to this Consent Agreement and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Order.
12. By signing this Consent Agreement, Respondent represents and warrants that each Divestiture Agreement(s) (as defined in the Order) that has been submitted to the Commission at the time of this Consent Agreement for approval by the Commission in connection with the Commission's determination to make the Order final comports with all of the relevant requirements of the Order and requires Respondent to divest all assets required to be divested, and conveys all licenses required to be conveyed, pursuant to the relevant requirements of the Order.
13. Respondent agrees that it shall interpret each Divestiture Agreement in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Order.
14. Respondent has read the Order. Respondent understands that once the Order has been issued, Respondent will be required to file one or more compliance reports showing that it has fully complied with the Order.
15. Respondent agrees to comply with the terms of this Consent Agreement and the Order from the date it signs this Consent Agreement. Respondent further understand that it may be liable for civil penalties in the amount provided by law for each violation of the Order after it becomes final.

**THE DUN & BRADSTREET
CORPORATION**

FEDERAL TRADE COMMISSION

By: _____

Jeffrey S. Hurwitz
Senior Vice President, General
Counsel and Corporate Secretary
The Dun & Bradstreet Corporation
Date: _____

By: _____

Leonard L. Gordon
Director
Northeast Regional Office
Federal Trade Commission

APPROVED:

Wayne Dale Collins
Sherman & Sterling, LLP
Counsel for The Dun & Bradstreet
Corporation

Peter J. Levitas
Deputy Director
Bureau of Competition
Date: _____

Richard A. Feinstein
Director
Bureau of Competition
Date: _____