

EXHIBIT A.3 (rev.)

IMPORTANT COURT-ORDERED NOTICE – PLEASE READ

THIS NOTICE SUMMARIZES THE TERMS OF A PROPOSED CLASS ACTION SETTLEMENT UNDER WHICH YOU MAY HAVE CERTAIN LEGAL RIGHTS.

IF YOU ARE A MINOR, ONLY YOUR PARENT OR GUARDIAN MAY INTERPOSE OBJECTIONS OR COMMENTS TO THE SETTLEMENT ON YOUR BEHALF OR EXCLUDE YOU FROM THE SETTLEMENT.

SUBJECT: Notice of Pendency of Related Class Actions and Proposed Settlement in the U.S. District Court, Central District Of California, Western Division, including *In Re Quantcast Advertising Cookie Litigation*, Case No. 2:10-cv-05484-GW-JCG and *In Re Clearspring Flash Cookie Litigation*, Case No. 2:10-cv-05948-GW-JCG

DATE: January [redacted], 2011

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Full details available at [www.\[redacted\].com](http://www.[redacted].com)

INTRODUCTION

This Notice of Pendency of Related Class Actions and Proposed Settlement (the “Notice”) is to provide you information about a settlement proposed by the parties in two related, consolidated class action lawsuits (the “Lawsuits”). The class action Lawsuits affected by the proposed Settlement are pending before one federal judge (the “Judge” or the “Court”), who has determined that these Lawsuits are related to each other.

Based on the Lawsuits’ common issues, the parties have negotiated a single Stipulation and Agreement of Settlement (the “Settlement Agreement”) which they have submitted to the Court for review and approval. As part of the review process, the Court has ordered that this Notice be issued to provide information to persons whose legal rights would be affected if the Court were to approve the Settlement Agreement and order that it be carried out (a “Settlement”). The information in this Notice summarizes:

- What Lawsuits are addressed by the Settlement Agreement
- What claims, issues, and defenses raised by the parties to the Lawsuits
- Who is a Class Member and how the Settlement affects Class Members’ legal rights

The proposed settlement would resolve these Lawsuits before the Court takes a position on which side is right. Under the proposed agreement, Quantcast and Clearspring will commit to certain practices regarding their uses of browser cookies and Adobe local shared objects (LSOs, or “Flash cookies”). The other Defendants and their affiliates also are taking other, significant measures to help users protect their privacy.

This is not a settlement in which class members will receive compensation directly. Under the proposed agreement, in addition to their agreement to follow certain practices, Quantcast and Clearspring will pay \$2.4 million. After payment of attorneys’ fees and costs (no more than \$600,000), small payments to the representative plaintiffs, and administration costs, the bulk of this \$2.4 million will be donated to non-profit groups in order to advance the interests of consumers’ online privacy. Additionally, all defendants will take significant steps to improve online privacy.

THE LAWSUITS

A. What is a Class Action?

In a class action, one or more people called class representatives sue on behalf of a larger number of people whom they believe have similar claims. Each person who is part of a class is called a class member. A single court resolves the issues for all class members at the same time.

B. What Lawsuits and Parties are Related to this Settlement?

The two consolidated actions that would be resolved by the proposed Settlement are:

- *In Re Quantcast Advertising Cookie Litigation*, Case No. 2:10-cv-05484-GW-JCG
- *In Re Clearspring Flash Cookie Litigation*, Case No. 2:10-cv-05948-GW-JCG

Full details available at www._____.com

The two defendants named in the captions of the consolidated cases, Quantcast Corporation (“Quantcast”) and Clearspring Technologies, Inc. (“Clearspring”), are online third-party service providers. They provide ad delivery and web traffic analysis services on consumer-facing websites, such as those of the other Defendants.

The other Defendants—whose names do not appear in the captions of the Lawsuits—are the owners or sponsors of consumer-facing websites which were allegedly visited by the representative plaintiffs in the Lawsuits (the Plaintiffs”). These Defendants are:

American Broadcasting Companies, Inc.; Demand Media, Inc.;
 ESPN, Inc.; Fox Entertainment Group, Inc.; Hulu, LLC; JibJab Media, Inc.;
 MTV Networks; MySpace, Inc.; NBC Universal, Inc.; Scribd, Inc.;
 Soapnet, LLC; Walt Disney Internet Group; and Warner Bros. Records, Inc.

Some of these Defendants’ corporate parents have elected to participate in the Settlement:

News Corporation, an affiliate and the ultimate parent of
 Fox Entertainment Group, Inc. and MySpace, Inc.

Viacom Inc., of which MTV Networks is a division of a subsidiary,
 Viacom International Inc.

The Walt Disney Company, of which American Broadcasting Companies, Inc.,
 ESPN, Inc., Soapnet, LLC and Walt Disney Internet Group are subsidiaries

Warner Music Inc., of which Warner Bros. Records, Inc. is an affiliate

Collectively, the consumer-facing website Defendants and their corporate parents are called “Undertaking Parties” in the Settlement Agreement. The Undertaking Parties have many customers, subsidiaries and affiliates, all of which are part of this Settlement.

C. What are the Lawsuits About?

Quantcast and Clearspring provide services to many websites, including those owned or sponsored by the Undertaking Parties. Quantcast’s and Clearspring’s services include displaying targeted advertisements to website visitors, analyzing website traffic, and providing technology that other companies can use to interact with consumers browsing the web. For consumers visiting a website, Quantcast and Clearspring are considered “third parties” that provide services to the websites. Many of the websites are supported by advertising and many of them monitor visitor activity to assess the popularity of their web pages. Because Quantcast and Clearspring provide advertising and measurement services to those websites, consumers who visit those websites are brought into direct contact with Quantcast and Clearspring, even though the consumers may not be aware of it.

Like many other online, third-party service providers, Quantcast and Clearspring store and read browser cookies on the computers of website visitors, as part of the process of serving advertisements and collecting information for web analytics. Users who do not want third parties’ cookies can set their browser controls to block third-party cookies. Users can also delete previously stored, third-party cookies.

In addition to using browser cookies, Quantcast and Clearspring, like some other third-party service providers, used Adobe Flash local shared objects (“LSOs,” which have also been called “Flash Cookies”) in their interactions with website visitors. Adobe Corporation has stated that LSOs were designed to support consumers’ ability to experience “rich Internet application” content using the Adobe Flash Player. Plaintiffs allege that Quantcast and Clearspring stored LSOs on users’ com-

Full details available at www.com

puters to collect information from and about users—even users who had set their browser privacy settings to block third-party cookies. Plaintiffs also allege that, in some cases, if users had deleted third-party cookies, the use of LSOs resulted in the recreation (sometimes referred to as “respawning”) of the deleted cookies. Quantcast and Clearspring do not concede that Plaintiffs’ factual contentions are accurate.

The class action complaints filed by the Plaintiffs alleged the Defendants used LSOs to circumvent users’ blocking or deleting Quantcast and Clearspring browser cookies. The Plaintiffs claimed they did not receive adequate notice or choice about the use of LSOs and that the Defendants’ actions violated the Plaintiffs’ privacy rights. The complaints, taken together, alleged the Defendants’ practices violated the following federal statutes, California statutes, and common-law legal rights: the Computer Fraud and Abuse Act, Title 18, United States Code 1030; the Electronic Communications Privacy Act, Title 18, United States Code, Section 2510; the Video Privacy Protection Act, Title 18, United States Code, Section 2710; the Computer Crime Law, California Penal Code, Section 502; the Invasion of Privacy Act, California Penal Code, Section 630; the Unfair Competition Law, California Business and Professions, Section 17200; the Consumer Legal Remedies Act, California Civil Code, Section 1750; the California Uniform Trade Secrets Act, California Civil Code, Section 3426; Trespass to Personal Property/Chattels; and Unjust Enrichment.

The Defendants and the Undertaking Parties have denied any and all wrongdoing whatsoever and the Court has not made any decision about whether the outcomes of any of the Lawsuits would be partly or wholly in favor of the Plaintiffs or the Defendants. The fact that the Court has ordered that this Notice be provided does not mean the Court has taken any position on the merits of the Lawsuits. It means that the Court, instead of moving solely toward a trial, is also willing to consider the Plaintiffs’ and Defendants’ request to consider the alternative path of concluding the Lawsuits by settling them.

CLASS MEMBERSHIP

A. Who is In the Class?

You are a member of the proposed class (the “Class”) if, during the period of June 1, 2008 through **January 24, 2011**, you used any web browsing program on any device to access one or more web sites or view online content controlled, operated or sponsored by the Defendants or the Undertaking Parties or any other web site employing any of Clearspring’s or Quantcast’s technologies involving the use of HTTP (browser) cookies or Adobe Flash LSOs.

Excluded from the Class are: any judicial officer to whom this Litigation is assigned; the Defendants and Undertaking Parties, and any of their current or former employees, officers, or; any persons currently residing outside of the United States; and all persons who timely and validly request exclusion from the Class pursuant to this Notice.

B. How Do I Know if I Am a Class Member?

Persons who fall within the class definition cited above and who do not take steps to exclude themselves from the class are referred to as ‘Class Members.’”

Full details available at www._____.com

Quantcast and Clearspring represent that their technologies have been used on tens of millions of webpages and, therefore, they believe the Class consists of substantially all Internet users in the United States.

You are certainly a Class Member if, during the Class Period, you had loaded onto your computer or device an Adobe Flash LSO file that:

- originated from *http://www.clearspring.com*
- is named *clearspring.sol*
- has a name that includes *-qca*
- has a name that includes *quantserve*

You also are a member of the Class if you visited any website operated or serviced by Demand Media, Inc., Hulu, LLC, JibJab Media, Inc., NBC Universal, Inc., News Corporation, Scribd, Inc., Viacom, Inc., The Walt Disney Company and Warner Music Inc., or any of their customers, subsidiaries or affiliates. These companies collectively operate or service thousands of websites, many of which show their affiliation with their parent companies.

Information about News Corporation's subsidiaries and affiliates can be found at http://www.newscorp.com/investor/download/10-K2010_Exhibit21.pdf.

Information about many of Viacom's affiliates can be found at <http://www.sec.gov/Archives/edgar/data/1339947/000119312510028165/d10k.htm>.

Information about many of the The Walt Disney Company's subsidiaries and affiliates can be found at <http://sec.gov/Archives/edgar/data/1001039/000119312510268910/dex21.htm>.

THE SETTLEMENT

The Representative Plaintiffs and their attorneys believe the Settlement is in the best interests of the Class. In addition, all parties to the Lawsuits believe the Settlement benefits Class Members as well as the Defendants and Undertaking Parties by avoiding the uncertainties and costs of a trials and, potentially, appeals.

The full text of the Settlement Agreement is contained in a document entitled "Stipulation and Agreement of Settlement," which is available in the Court's file in the Lawsuits and is also available at [REDACTED].

A. What Does the Settlement Accomplish for the Class?

As of the date of this Notice, the Court presiding over the Lawsuits has not made a decision regarding final approval of the Settlement. The proposed Settlement provides for the following relief.

Injunctive Relief as to Quantcast and Clearspring

Under the Settlement Agreement, Quantcast and Clearspring have stated and agreed that they do not presently, and will not in the future employ LSOs to:

- "respawn" HTTP (browser) cookies;
- serve as an alternative method to HTTP cookies for storing information about a user's web browsing history, unrelated to the delivery of content through the Flash Player or the per-

Full details available at [\[REDACTED\].com">www.\[REDACTED\].com](http://www.<span style=)

formance of the Flash Player in delivering such content, without adequate disclosure; and/or

- otherwise counteract any computer user’s decision to either prevent the use of or to delete previously created HTTP cookies.

Injunctive Relief as to the Undertaking Parties

The Undertaking Parties have agreed that:

- Regarding the 2008 *Network Advertising Initiative Principles* (the “NAI Principles”) and the Interactive Advertising Bureau’s *Self Regulatory Principles for Online Behavioral Advertising*:

The Undertaking Parties will request that those Principles be amended to (i) include express prohibitions on the use of LSOs or any similar technology to regenerate, without disclosure, HTTP cookies that a user affirmatively deleted; and (ii) include guidance to member firms that LSOs should not be used without disclosure as an alternative method to HTTP cookies for storing information about a user’s web-browsing history across unaffiliated domains, unrelated to the delivery of content through the Flash Player or the performance of the Flash Player in delivering such content.

If an Undertaking Party has decision-making authority in any of the above-mentioned bodies, that Undertaking Party will use its decision-making authority to attempt to effect such preferences.

- Each Undertaking Party will, in its online Privacy Policy or an opt-out page clearly linked thereto, maintain a link to one of several tools that exist or are in development to assist consumers in opting out of certain online behavioral advertising.
- Undertaking Parties that use LSOs themselves also will clearly disclose that fact, provide a link from their Privacy Policies to a third-party tool allowing users to manage LSOs, and advise users if any aspect of their websites, widgets, or application components may not maintain its or their full user functionality unless the user’s settings permit full acceptance of LSOs.
- Each Undertaking Party will establish an email address or other online reporting mechanism to which members of the public can send any privacy-related concerns respecting the operation of the Undertaking Party’s websites.
- These provisions will remain in effect until June 30, 2013. Full details about them can be found in Section 4 of the Settlement Agreement, which you can review at [insert].

Monetary Relief

As part of the Settlement, Quantcast and Clearspring will create a Settlement Fund of \$2.4 million. The majority of the Settlement Fund will be dedicated to “*cy pres*” relief—money that will be donated one or more non-profit organizations to fund research and education projects and activities to promote consumer awareness and choice regarding the privacy, safety, and security of electronic information from and about consumers. The Settlement Fund will also be used to pay for the costs of administering the settlement (such as notice costs) and, as approved by the Court, attorneys’ fees of no more than \$600,000 and incentive awards to the Representative Plaintiffs.

The Representative Plaintiffs have chosen the following organizations to receive these funds, all of which have demonstrated a nexus with the issues raised in the Litigation, particularly, research and education related to avoidance of future harm to consumers.

Full details available at www._____.com

- The following organizations will each receive a \$250,000 *cy pres* award and a *pro rata* distribution of any monies remaining in the Settlement Fund following initial distributions to all *cy pres* recipients: Carnegie Mellon University, Pittsburgh, Pennsylvania – CyLab Usable Privacy and Security Laboratory (CUPS); Center for Democracy and Technology (CDT), Washington, D.C.; Fordham Law School, New York, New York – Center on Law and Information Policy; University of California–Berkeley, California – School of Information, for research and/or education conducted and/or supervised by Professor Deirdre Mulligan (50%) and School of Law, Center for Law & Technology (50%)
- The following organizations will each receive a *cy pres* award of up to \$100,000: Computers Freedom & Privacy Conference (CFP), New York, New York; Illinois Institute of Technology/Chicago-Kent Law School, Chicago, Illinois – Center for Information, Society and Policy; University of California–Hastings College of Law, San Francisco, California; University of Houston Law Center, Houston, Texas – Center for Consumer Law; Vanderbilt University Law School, Nashville, Tennessee
- The following organization will each receive a *cy pres* award of \$50,000: Intl. Assoc. of Privacy Professionals (IAPP), Portsmouth, New Hampshire; The Privacy Projects, Nordland, Washington – Data Privacy Day; Telecommunications Policy Research Conference (TPRC), Farnham, Virginia.

The Defendants had no role in selecting these recipients.

B. What Do the Defendants Obtain from the Settlement?

In consideration for the injunctive relief and Settlement Fund payment being provided in the Settlement, the cases against Quantcast, Clearspring, and the other Defendants will be dismissed with prejudice. They, along with the Undertaking Parties, will be released from any and all liability arising out of or relating to the claims and allegations in the Lawsuits. For activities up to the date of the Court’s final approval of the Settlement, the releases extend to Quantcast’s and Clearspring’s customers other than the Defendants and Undertaking Parties (for example, other websites that used Quantcast or Clearspring technologies). For the Undertaking Parties, the releases further extend to other claims, including claims relating to the use of LSOs and similar technologies on websites owned and operated by them, and claims that they tracked users, shared their information, or displayed advertising to them without sufficient notice.

CLASS MEMBERS’ OPTIONS

A. What Do I Give Up by Participating in the Settlement?

If you do nothing, you will be deemed to be a Class Member and to have accepted the Settlement and any decisions of the Court with respect to the Settlement and the Lawsuits. You will be represented by the Representative Plaintiffs and Class Counsel for purposes of the Settlement, (unless you choose to hire your own lawyer at your own expense to represent you in the Lawsuits). You will not be able to sue or be part of any other lawsuit against Quantcast, Clearspring, the Undertaking Parties, or certain other release persons, regarding the legal issues in this case.

Full details available at www._____.com

B. Who Represents Me and How are They Paid?

The Representative Plaintiffs filed their class action complaint on behalf of themselves, as individuals, and on behalf of “all persons similarly situated”—that is, the Class. To provide legal representation to the Class, the Court has appointed the attorneys of KamberLaw, LLC. The KamberLaw attorneys representing the Plaintiffs and Class Members in the Lawsuits are Scott A. Kamber and David A. Stampley.

From the inception of the Lawsuits, Class Counsel have not received any payment for their services in bringing or prosecuting these cases and they have not been reimbursed for any out-of-pocket expenses. If the Court approves the Settlement, Class Counsel will ask the Court to award attorneys’ fees and reimbursement of costs and expenses in an amount not to exceed \$600,000. These amounts will come from the amounts that Quantcast and Clearspring have agreed to pay to resolve this dispute. Please see the Settlement Agreement for further information on any attorneys’ fees or expense award that may be sought by Class Counsel.

Class Counsel will also request that the Court authorize the payment of incentive awards to the Representative Plaintiffs for appropriate compensation for their time and effort serving as the Representative Plaintiffs. Such awards as may be granted by the Court will be paid from the Settlement Fund. Class Counsel’s requests for fees and incentive awards will be heard at the Settlement hearing described below.

If you want to be represented in the Lawsuits by your own attorney, you may hire one at your own expense and you may appear in this litigation through your own attorney.

C. What if I Do Not Want to Participate in the Settlement?

If you do *not* want to remain a member of the Class and participate in the Settlement, then you may exclude yourself, or **opt out**, from the Class by mailing or delivering your written request (email is not permitted), to either or both of the attorneys listed below:

Class Counsel

KamberLaw, LLC
 % Flash Cookies Class Action Settlement
 ATTN: Scott A. Kamber
 100 Wall St., 23rd Floor
 New York, NY 10005

Clearspring’s Counsel

Cooley LLP
 % Clearspring Class Action Settlement
 ATTN: Michael Rhodes
 4401 Eastgate Mall
 San Diego, CA 92121

Your original, signed request for exclusion must be received on or before [DATE].

D. How Can I Comment in Support of or in Opposition to the Settlement?

How to Object

Objecting is simply telling the Court that you do not like the Settlement or any aspect of the Settlement. You can object only if you are a member of, and do not exclude yourself from, the Class.

Full details available at www._____.com

If you wish to object to the terms of the settlement, your written comments *must contain your name and address*, be signed by you, and include the reference:

- *In Re Quantcast Advertising Cookie Litigation*, Case No. 2:10-cv-05484-GW-JCG, and/or
- *In Re Clearspring Flash Cookie Litigation*, Case No. 2:10-cv-05948-GW-JCG

You may file your objection with the Court at the following address:

[INSERT SETTLEMENT ADMINISTRATION INFORMATION]

Alternatively, you can send your objection to either or both of the attorneys listed above, who will cause your objection to be filed with the Court. If you choose to send your objection to counsel, however, it is your responsibility to ensure that counsel receive your objection.

Counsel or the Court must receive your objection no later than [DATE].

If you do not comply with these procedures and deadlines for submitting objections, you will not be entitled to object, speak at the hearing, or contest in any way the Settlement or the Court's decision on applications for attorneys fees and awards, and you will not be able to contest any other orders or judgments that the Court may enter in connection with the Settlement.

How to Comment

If you decide to remain in the Class (*i.e.*, you do not opt out), and you want the Court to receive your comment in support of or in opposition to the Settlement or Class Counsel's Fee Application, you must follow the same procedure described above for lodging an objection (*i.e.*, by filing your comment with the Court or mailing it to counsel, making sure your comment contains your name and address, is signed by you, and includes a reference to the case about which you are writing).

Counsel or the Court must receive your comment no later than [date].

E. Can I Attend the Settlement Hearing? Do I Have to Attend?

The Court will hold a hearing on [DATE] at [TIME], before the Honorable George H. Wu, United States District Judge for the Central District of California, 312 North Spring Street, Los Angeles, California 90012. The Court reserves the right to adjourn or continue the Settlement hearing without further notice to the Class, except for those who filed objections.

The purpose of the hearing will be to determine: (a) whether the proposed Settlement should be approved as fair, reasonable and adequate; (b) whether the Class should be certified for purposes of the Settlement; (c) whether Class Counsel's Fee Application should be granted and in what amount; (d) whether the Representative Plaintiffs should be compensated and in what amount; and (e) whether the Lawsuits and Class Members' claims should be dismissed with prejudice pursuant to the Settlement.

You are not required to attend the hearing in order to participate in the Settlement nor do you have to attend the hearing for the Court to consider your objection or other written comment. Your objection or comment will be submitted to the Court as long as you follow the objection or comment procedures set forth above.

However, you may attend the Settlement hearing at your own expense if you wish. You may also ask your own lawyer to attend on your behalf, at your expense. If you intend to appear and speak at

Full details available at www._____.com

the hearing, in person or through your own lawyer, you *must* provide your written statement of your intent to appear with your comment or objection, following the procedure described above.

FOR OTHER DETAILS ABOUT THE SETTLEMENT

This Notice contains only a summary of certain provisions in the Settlement. The full terms and provisions of the Settlement are contained in the Settlement Agreement. A copy of the Settlement Agreement is on file with the Court and can be viewed through the following link: [website]. The Clerk of the Court, located at 312 North Spring Street, Los Angeles, California 90012, maintains files containing the Settlement Agreement and all other documents filed in the lawsuit. Copies of these documents are available for inspection and copying during the Court’s normal business hours.

Do not contact Quantcast, Clearspring, or any other Defendant or Undertaking Party about the Lawsuits, this Notice, or the Settlement. They and their employees are not permitted to give you legal advice or answer your questions about the Lawsuits, this Notice, or the Settlement.

Do not telephone the Court about the Lawsuits, this Notice, or the Settlement. To contact the Court, you must follow the procedures in section D, above.

Court Order For Publication Of This Notice

Dated: _____

BY ORDER OF:

George H. Wu
Judge Of The United States District Court

Full details available at www._____.com