

Exhibit 3
(filed partially
under seal)

IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

MIKE HARRIS and JEFF DUNSTAN,)	
individually and on behalf of)	
a class of similarly situated)	
individuals,)	
)	
Plaintiffs,)	
vs.)	Case No. 1:11-5807
)	
COMSCORE, INC., a Delaware)	
corporation,)	
)	
Defendant.)	

*** CONFIDENTIAL -- ATTORNEYS' EYES ONLY ***

The 30(b)(6) deposition of COMSCORE, INC. by MICHAEL BROWN, called for examination, taken pursuant to the Federal Rules of Civil Procedure of the United States District Courts pertaining to the taking of depositions, taken before JENNIFER L. WIESCH, CSR No. 84-4528, a Notary Public within and for the County of Will, State of Illinois, and a Certified Shorthand Reporter of said state, at 350 North LaSalle Street, Suite 1300, Chicago, Illinois, on the 15th day of August, A.D. 2012, at 9:36 a.m.

Job No: 26674

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MICHAEL BROWN

(WHEREUPON, the witness was duly sworn.)

MR. BALABANIAN: This is the deposition and oral examination of defendant comScore's witness designated under Federal Rule of Civil Procedure 30(b)(6), pursuant to notice and continued by agreement of the parties.

MICHAEL BROWN,
called as a witness herein, having been first duly sworn, was examined and testified as follows:

EXAMINATION

BY MR. BALABANIAN:

Q. I'd like to go over a few ground rules, Mr. Brown. My name is Rafey Balabanian. I am an attorney for plaintiffs, Mike Harris and Jeff Dunstan. I'm joined to my left with Ben Thomassen, who's also an attorney for plaintiffs, and Chandler Givens sitting next to Ben, another attorney, and then my summer associate, Amir Missaghi.

I just want to talk about a couple ground rules before we get into the questioning and whatnot. Have you ever been deposed before?

A. I have.

Q. Okay. So I need verbal answers from you.

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MICHAEL BROWN

A. Panelists are people that have accepted and consented to install our software, take part of our research program.

Q. Okay. And when you say "our software," who's "our"? Who are you referring to?

A. comScore's.

Q. comScore's software. Okay. Does comScore's software have any kind of technical name?

A. Yes.

Q. What is that name?

A. Internally we refer to that code as the OSSProxy project. It's also sometimes referred to as CProxy. That's the two generic names within engineering.

Q. You've mentioned you've been deposed before?

A. Yes, sir.

Q. Have you ever been a defendant in a lawsuit?

MR. SCHAPIRO: Personally or --

MR. BALABANIAN: Personally.

BY THE WITNESS:

A. Yes.

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MICHAEL BROWN

Q. What other things?

A. Knowing that they were in existence from having conversations with internal attorneys.

MR. BALABANIAN: I want to take a break.

(WHEREUPON, a recess was had from 10:59 a.m. to 11:11 a.m.)

BY MR. BALABANIAN:

Q. Mr. Brown, I just want to close out a couple things that we talked about, that we were talking about. And I think I want to cover the obvious, but you said that comScore designed OSSProxy, and you said TMRG did not, VoiceFive did not. I don't know if I asked you if CreativeKnowledge did or did not. Would you -- do you have an answer to that?

A. comScore designed OSSProxy.

Q. Solely?

A. Yes.

Q. Okay. So none of its subsidiaries designed it?

A. Correct.

Q. Okay. Do any of comScore's subsidiaries, the ones we just named or others, do they receive data from OSS -- gathered by OSSProxy?

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MICHAEL BROWN

A. Sir, we discussed multiple different companies, so --

Q. Well, take them one by one.

A. Thank you, sir.

Q. That's easier.

A. Appreciate that.

Q. TMRG, Incorporated, do you know whether TMRG, Incorporated ever received panelist data? Let me withdraw that real quick. I want to clarify a couple of things. When I talk about panelists today going forward, I'm talking about software panelists, I'm not talking about survey panelists.

A. Okay.

Q. Okay?

A. Thank you.

Q. So when I say panelists, I'm talking about software panelists, those individuals who have --

A. So from this point forward, until anything else changes, the definition of a panelist is panelists with comScore's software on them?

Q. On their system, correct. Okay?

A. Yes. Thank you for the clarification.

Q. So with respect to TMRG, do you know

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MICHAEL BROWN

whether that company ever receives panelist data from OSSProxy?

A. No.

Q. What about VoiceFive, is your answer that you don't know or that, no, they don't receive panelist data?

A. No, they don't receive panelist data.

Q. Okay. How about VoiceFive Networks, do you know whether they receive panelist data from OSSProxy?

A. The company does not.

Q. Does not. What about CreativeKnowledge, Incorporated, same question?

A. The company does not.

Q. What about Knowledge Networks, Incorporated, same question?

A. The company does not.

Q. Sears Holding Management Corp., I think you said you don't know if that's a comScore subsidiary?

A. I don't know about that.

Q. Okay. So you don't know one way or another whether they would receive panelist data --

A. That is correct.

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MICHAEL BROWN

Q. -- from OSSProxy? Okay.

With respect to TMRG, do you know whether they deploy OSSProxy to potential panelists, whether they offer to deploy it to potential panelists?

A. I'm thinking, sir. Sorry, can I ask you to repeat the question again, sir?

Q. Sure.

A. I'm sorry.

Q. Why don't we rephrase it slightly. Might make it easier.

A. Thank you.

Q. Does comScore deploy OSSProxy directly to panelists, or is it done through the subsidiaries?

A. comScore deploys the software.

Q. Directly to its panelists?

A. Yes.

Q. Okay. So I said the word deploy. What's your understanding of that word?

A. My understanding of that word in the context of the question is that it validates terms of service that have been accepted, downloads the software, it installs the software, configures the software to operate properly on that machine, maintains that software.

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MICHAEL BROWN

Q. Okay. Right. So let's take it one at a time.

MR. BALABANIAN: Actually, can you read back his answer.

(WHEREUPON, the record was read by the reporter.)

BY MR. BALABANIAN:

Q. So with respect to confirming that a panelist has accepted the terms of service of OSSProxy, comScore directly confirms that a panelist has accepted the terms of service of OSSProxy; correct?

A. Yes.

Q. With respect to the installation of the software on the panelist's system, comScore is the company that is responsible for installing the software onto its panelists' systems; correct?

A. Yes.

Q. With respect to the download of the software, to the extent that's any different than the installation of the software, onto panelists' systems, comScore ensures that the software has been downloaded; correct?

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MICHAEL BROWN

Q. With respect to configuring OSSProxy onto panelists' systems, comScore's responsible for such configurations; correct?

A. Yes.

Q. With respect to the maintenance of OSSProxy on panelists' systems, comScore is responsible for maintaining OSSProxy on those systems; correct?

A. Yes.

Q. The subsidiaries that we went through, TMRG, VoiceFive Networks, CreativeKnowledge, Knowledge Networks, Incorporated, do they have any role based on your understanding of confirming that the terms of service have been accepted by panelists for OSSProxy?

A. They do have a role.

Q. What role?

A. Within the panelists, we have multiple brands, and those -- the OSSProxy is installed respective to the brand that is associated to those entities.

Q. Okay. But how does that answer my question with respect to them confirming a panelist's acceptance of OSSProxy?

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withdrawn.

What are the differences in OSSProxy as it relates to RelevantKnowledge and OpinionSquare?

A. There are none.

Q. There are none. What are the differences between RelevantKnowledge -- sorry.

What are the differences between OSSProxy as it relates to RelevantKnowledge and PermissionResearch?

A. None.

Q. Well --

A. Just add a clarification to this, and I think I talked about this earlier in the deposition, if that's cool, acceptable.

Q. Go ahead.

A. When the software is installed, it's installed with respect to the respective brand. So, for example, the icon is consistent with the brand, the name is consistent with the brand --

Q. Okay.

A. -- so --

Q. So --

A. But the -- so the core software is the same, it's just there's brand specific --

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MICHAEL BROWN

Q. Got it. So --

A. I just want to add that in there when you're asking the question.

Q. I understand, and it helped. Aside from your qualification, there are no other real differences amongst the brands?

A. In regard to the software, that is true.

Q. Correct. Okay.

THE WITNESS: Sir, do you mind, when it's convenient, it's not an urgent, I'd like to take a small break for -- visit the restroom.

MR. BALABANIAN: Then we'll take one.

THE WITNESS: Thank you so much.

(WHEREUPON, a recess was had from
11:38 a.m. to 11:44 a.m.)

BY MR. BALABANIAN:

Q. I want to talk about the ways in which panelists download OSSProxy onto their systems. Okay?

A. Okay.

Q. My understanding is there's -- there's basically two ways that a panelist can download software, the OSSProxy software, onto their system either directly from comScore or one of its

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MICHAEL BROWN

A. Okay.

Q. Or by OSSProxy collecting it after the panelist has accepted the terms of service and downloaded it onto the system?

A. I just want to make sure I answer your question, sir.

Q. Any other ways that basic demographic information is collected?

A. Yes.

Q. What are those ways?

A. In some cases, we will take the address and use a third-party -- secure third-party matching provider to understand the information about that.

Q. So you'll match information that you have with other information that perhaps one of your business -- a company with whom you do business has or that -- paint a more clear --

A. Or a company that does -- that you send the set of addresses to, and they tell you additional information about --

Q. Okay.

A. -- that household if they have information about that household. It's not done with a client.

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make commercially viable efforts to automatically filter confidential, personally identifiable information such as user ID, password, credit card numbers and account numbers." Do you see that?

A. I do.

Q. Okay. Can you explain to me what you guys mean -- what the -- what RelevantKnowledge means by commercially viable efforts?

A. Can I explain to you the protections that we put in place for that --

Q. Okay.

A. -- that comes across all brands? Is that acceptable?

Q. We'll see. Go ahead.

A. Okay. So what we've done is we've implemented a set of routines that we call fuzzifier. Fuzzifier operates on both data that's posted to a website and then also on web pages that we've blocked, that runs using algorithms to read through that data to identify things that look like, for example, credit card numbers or user IDs or passwords. Credit card numbers can be identified by looking for 15 and 16 digit sequences, and then we destroy a chunk of that data so that we do not have

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the credit card number transmitted to our servers.

Q. Okay. So it says "commercially viable efforts to automatically filter." We've sort of talked about safeguards. What is meant by automatically filtered? Do you have an understanding of that?

A. Yes. That's the -- I'm sorry if I was unclear. The method I was talking about as fuzzification is automatic and is running and has algorithms that we've -- that have been developed to run on the end user's machine so that that data never leaves that end user's -- or the panelist's computer, so, therefore, it's automatic.

Q. So comScore doesn't get that information? Even if it's fuzzified, it doesn't get it in a fuzzified form?

A. Correct.

Q. It never leaves the user's computer?

A. Correct.

Q. Okay. If you read on, the last sentence of that paragraph says, "Inadvertently we may collect such information about our panelists. And when this happens, we make commercially viable efforts to purge our database of such information."

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intermediary.

Q. So now is the -- is the data just directly sent to comScore's servers instead of routed through a proxy server?

A. In the case of the proxy server, all -- all -- give me a second. I'm trying to think of the best way to explain this. Data would be routed selectively to our proxy servers, and when we are operating with proxy servers prior, including and prior to 2005. With the CProxy running 100 percent locally, the rules are executed locally on the panelist's computer, so the information of interest gets sent to comScore's servers.

Q. From the panelist's computer?

A. From the panelist's computer, correct.

Q. Okay. Can you turn your attention to kind of halfway down the page where it says XPF.

A. Yes.

Q. Do you know what XPF is?

A. I know what XPF is in relation to this document, and specifically within this section of the document.

Q. Okay. Can you explain it to me --

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of information. You have to look for two pieces to see if that DLL is valid; it has to be present and registered.

THE WITNESS: If you guys don't mind, I'd like to take a break when there's an opportune time. I know you're in the vain here, not urgent, I'd just like to --

MR. BALABANIAN: Yeah, we're just -- I'm afraid I'm finishing. Let's take one now. How about five minutes.

(WHEREUPON, a recess was had from 3:59 p.m. to 4:06 p.m.)

BY MR. BALABANIAN:

Q. Why does comScore fuzzify data? Why does it collect fuzzified data? Why doesn't it just not collect the data at all?

A. You've got a couple questions in there. Do you want to break it down into a couple --

Q. Yeah.

A. We can take it one by one if you wish.

Q. Yeah. Why does it collect fuzzified data?

A. We collect fuzzified data because we don't want to collect data that would be harmful or

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MICHAEL BROWN

identify who that panelist is, you know. The last thing we want to have is a list of credit card numbers from panelists. That's an exposure for the panelist and exposure for us.

Q. It's important to filter the information?

A. In this case, we're not talking about filtering the information, we're talking about changing the information. So in this case, with respect to this, we're changing the information in a one-way manner that's not reversible; that is the goal of fuzzification.

Q. Filtering and fuzzifying are two different things?

A. In my opinion, filtering and fuzzifying are two different things.

Q. Filtering is just not accepting the data at all, right?

A. That is one possible -- that is one possible interpretation of the word filter.

Q. Can you flip to 15930, Mr. Brown?

A. Yes, I am there. Is there a particular section?

Q. Actually, 15929 is where I'd like you to start, sorry, in the very bottom. I'm looking at

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5 I, JENNIFER L. WIESCH, do hereby certify:
6 That I am a duly qualified Certified
7 Shorthand Reporter, in and for the State of
8 Illinois, holder of certificate number 84-4528,
9 which is in full force and effect, and that I am
10 authorized to administer oaths and affirmations;

11 That the foregoing deposition testimony
12 of the herein named witness was taken before me at
13 the time and place herein set forth;

14 That prior to being examined, the witness
15 named in the foregoing deposition was duly sworn or
16 affirmed by me, to testify the truth, the whole
17 truth, and nothing but the truth;

18 That the testimony of the witness and all
19 objections made at the time of the examination were
20 recorded stenographically by me, and were thereafter
21 transcribed under my direction and supervision;

22 That the foregoing pages contain a full,
23 true and accurate record of the proceedings and
24 testimony to the best of my skill and ability;

25 That prior to the completion of the

1 foregoing deposition, review of the transcript was
2 requested.

3 I further certify that I am not a
4 relative or employee or attorney or counsel of any
5 of the parties, nor am I a relative or employee of
6 such attorney or counsel, nor am I financially
7 interested in the outcome of this action.

8
9 IN WITNESS WHEREOF, I have subscribed my
10 name this 22nd day of August, 2012.

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JENNIFER L. WIESCH, CSR No. 84-4528