

ARBITRON INC  
Form 10-Q  
November 03, 2011  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 10-Q**

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the quarterly period ended September 30, 2011

Or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-1969

**ARBITRON INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**52-0278528**  
(I.R.S. Employer  
Identification No.)

**9705 Patuxent Woods Drive**

**Columbia, Maryland 21046**

(Address of principal executive offices) (Zip Code)

**(410) 312-8000**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☐

Accelerated Filer ☒

Non-Accelerated Filer ☐ (Do not check if a smaller reporting company)

Smaller Reporting Company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The registrant had 27,253,784 shares of common stock, par value \$0.50 per share, outstanding as of October 31, 2011.

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Arbitron owns or has the rights to various trademarks, trade names or service marks used in its radio audience ratings business and subsidiaries, including the following: the Arbitron name and logo, *Arbitrends*<sup>SM</sup>, *RetailDirect*<sup>®</sup>, *RADAR*<sup>®</sup>, *TAPSCAN*, *TAPSCAN WORLDWIDE*, *LocalMotion*<sup>®</sup>, *MaximiSer*<sup>®</sup>, *MaximiSer*<sup>®</sup> Plus, *Arbitron PD Advantage*<sup>®</sup>, *SmartPlus*<sup>®</sup>, *Arbitron Mobile*, *Arbitron Portable People Meter*, *PPM*, *Arbitron PPM*, *Arbitron PPM*<sup>®</sup>, *PPM 360*, *Marketing Resources Plus*<sup>®</sup>, *MRP*<sup>SM</sup>, *PrintPlus*<sup>®</sup>, *MapMAKER Direct*<sup>SM</sup>, *Media Professional*<sup>SM</sup>, *Media Professional Plus*<sup>SM</sup>, *QUALITAP*<sup>SM</sup>, *Get a Grip*, *Schedule-It*<sup>SM</sup> and *Zokem*.

The trademarks *Windows*<sup>®</sup>, *Mscore* and *Media Rating Council*<sup>®</sup> referred to in this Quarterly Report on Form 10-Q are the registered trademarks of others.

We routinely post important information on our website at [www.arbitron.com](http://www.arbitron.com). Information contained on our website is not part of this quarterly report.

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## Consolidated Balance Sheets

(In thousands, except par value data)

|  | September 30,<br>2011<br>(Unaudited) | December 31,<br>2010<br>(Audited) |
|--|--------------------------------------|-----------------------------------|
| <b>Assets</b>  |                                      |                                   |
| Current assets   |                                      |                                   |
| Cash and cash equivalents  | \$ 15,985                            | \$ 18,925                         |
| Trade accounts receivable, net of allowance for doubtful accounts of \$5,094 as of September 30, 2011, and \$4,708 as of December 31, 2010 | 49,252                               | 59,808                            |
| Prepaid expenses and other current assets  | 8,670                                | 11,332                            |
| Deferred tax assets  | 4,678                                | 4,758                             |
| Total current assets   | 78,585                               | 94,823                            |
| Equity and other investments   | 12,816                               | 18,385                            |
| Property and equipment, net  | 70,098                               | 70,332                            |
| Goodwill, net  | 44,518                               | 38,895                            |
| Other intangibles, net   | 12,223                               | 6,272                             |
| Other noncurrent assets  | 443                                  | 534                               |
| Total assets   | \$ 218,683                           | \$ 229,241                        |
| <b>Liabilities and Stockholders' Equity</b>  |                                      |                                   |
| Current liabilities  |                                      |                                   |
| Accounts payable   | \$ 10,053                            | \$ 10,007                         |
| Accrued expenses and other current liabilities   | 20,703                               | 27,670                            |
| Current portion of debt  |                                      | 53,000                            |
| Deferred revenue   | 44,646                               | 36,479                            |
| Total current liabilities  | 75,402                               | 127,156                           |
| Noncurrent deferred tax liabilities  | 2,809                                | 2,695                             |
| Other noncurrent liabilities   | 22,362                               | 21,739                            |
| Total liabilities  | 100,573                              | 151,590                           |
| Stockholders' equity   |                                      |                                   |
| Preferred stock, \$100.00 par value, 750 shares authorized, no shares issued   |                                      |                                   |
| Common stock, \$0.50 par value, 500,000 shares authorized, 32,338 shares issued as of September 30, 2011, and December 31, 2010            | 16,169                               | 16,169                            |
| Retained earnings  | 114,098                              | 74,184                            |
| Common stock held in treasury, 5,098 shares as of September 30, 2011, and 5,285 shares as of December 31, 2010                             | (2,549)                              | (2,642)                           |
| Accumulated other comprehensive loss   | (9,608)                              | (10,060)                          |
| Total stockholders' equity   | 118,110                              | 77,651                            |
| Total liabilities and stockholders' equity   | \$ 218,683                           | \$ 229,241                        |

See accompanying notes to consolidated financial statements.



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### ARBITRON INC.

#### Consolidated Statements of Income

(In thousands, except per share data)

(unaudited)

|   | Three Months Ended<br>September 30, |           |
|---|-------------------------------------|-----------|
|   | 2011                                | 2010      |
| Revenue   | \$ 105,563                          | \$ 99,470 |
| Costs and expenses                                  |                                     |           |
| Cost of revenue                                     | 49,388                              | 50,384    |
| Selling, general and administrative                 | 18,401                              | 18,137    |
| Research and development                            | 9,444                               | 10,088    |
| Total costs and expenses                            | 77,233                              | 78,609    |
| Operating income                                    | 28,330                              | 20,861    |
| Equity in net loss of affiliate                     | (2,290)                             | (2,639)   |
| Income before interest and income tax expense       | 26,040                              | 18,222    |
| Interest income                                     | 6                                   | 4         |
| Interest expense                                    | 109                                 | 226       |
| Income before income tax expense                    | 25,937                              | 18,000    |
| Income tax expense                                  | 10,586                              | 6,672     |
| Net income  | \$ 15,351                           | \$ 11,328 |
| Income per weighted-average common share            |                                     |           |
| Basic   | \$ 0.56                             | \$ 0.42   |
| Diluted   | \$ 0.55                             | \$ 0.42   |
| Weighted-average common shares used in calculations |                                     |           |
| Basic   | 27,222                              | 26,834    |
| Potentially dilutive securities                     | 461                                 | 263       |
| Diluted   | 27,683                              | 27,097    |
| Dividends declared per common share outstanding     | \$ 0.10                             | \$ 0.10   |

See accompanying notes to consolidated financial statements.

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### ARBITRON INC.

#### Consolidated Statements of Income

(In thousands, except per share data)

(unaudited)

|   | Nine Months Ended<br>September 30, |            |
|---|------------------------------------|------------|
|   | 2011                               | 2010       |
| Revenue   | \$ 302,169                         | \$ 283,705 |
| Costs and expenses                                  |                                    |            |
| Cost of revenue                                     | 156,092                            | 153,041    |
| Selling, general and administrative                 | 54,166                             | 54,927     |
| Research and development                            | 27,456                             | 29,069     |
| Total costs and expenses                            | 237,714                            | 237,037    |
| Operating income                                    | 64,455                             | 46,668     |
| Equity in net income of affiliate                   | 631                                | 472        |
| Income before interest and income tax expense       | 65,086                             | 47,140     |
| Interest income                                     | 20                                 | 10         |
| Interest expense                                    | 377                                | 745        |
| Income before income tax expense                    | 64,729                             | 46,405     |
| Income tax expense                                  | 25,547                             | 17,530     |
| Net income  | \$ 39,182                          | \$ 28,875  |
| Income per weighted-average common share            |                                    |            |
| Basic   | \$ 1.44                            | \$ 1.08    |
| Diluted   | \$ 1.42                            | \$ 1.07    |
| Weighted-average common shares used in calculations |                                    |            |
| Basic   | 27,154                             | 26,693     |
| Potentially dilutive securities                     | 475                                | 339        |
| Diluted   | 27,629                             | 27,032     |
| Dividends declared per common share outstanding     | \$ 0.30                            | \$ 0.30    |

See accompanying notes to consolidated financial statements.



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## Consolidated Statements of Cash Flows

(In thousands and unaudited)

|  | <b>Nine Months Ended<br/>September 30,</b> |                 |
|--|--|-----------------|
|  | <b>2011</b>                                | <b>2010</b>     |
| Cash flows from operating activities   |  |                 |
| Net income   | \$ 39,182                                  | \$ 28,875       |
| Adjustments to reconcile net income to net cash provided by operating activities |  |                 |
| Depreciation and amortization of property and equipment                          | 20,973                                     | 19,787          |
| Amortization of intangible assets  | 1,104                                      | 537             |
| Loss on asset disposals and impairments  | 1,534                                      | 2,074           |
| Loss due to retirement plan settlements  |  | 1,222           |
| Reduced tax benefits on share-based awards                                       |  | (178)           |
| Deferred income taxes  | (260)                                      | 1,784           |
| Equity in net income of affiliate  | (631)                                      | (472)           |
| Distributions from affiliate   | 6,200                                      | 6,700           |
| Bad debt expense   | 1,555                                      | 405             |
| Non-cash share-based compensation  | 5,860                                      | 4,710           |
| Changes in operating assets and liabilities                                      |  |                 |
| Trade accounts receivable  | 9,335                                      | (7,798)         |
| Prepaid expenses and other assets  | 2,823                                      | 21              |
| Accounts payable   | 730  | (767)           |
| Accrued expenses and other current liabilities                                   | (8,657)                                    | (11,434)        |
| Deferred revenue   | 8,167                                      | 156             |
| Other noncurrent liabilities   | 1,717                                      | 1,492           |
| <b>Net cash provided by operating activities</b>                                 | <b>89,632</b>                              | <b>47,114</b>   |
| Cash flows from investing activities   |  |                 |
| Additions to property and equipment  | (23,035)                                   | (23,174)        |
| License of other intangible assets   |  | (4,500)         |
| Purchases of equity and other investments  |  | (1,780)         |
| Payments for business acquisitions, net of cash acquired                         | (10,553)                                   | (2,500)         |
| <b>Net cash used in investing activities</b>                                     | <b>(33,588)</b>                            | <b>(31,954)</b> |
| Cash flows from financing activities   |  |                 |
| Proceeds from stock option exercises and stock purchase plan                     | 2,783                                      | 4,733           |
| Dividends paid to stockholders   | (8,126)                                    | (7,981)         |
| Payments for deferred financing costs  | (231)                                      |                 |
| Tax benefits realized from share-based awards                                    | 715  |                 |
| Decrease in bank overdraft payables  |  | (3,833)         |
| Debt borrowings  | 15,000                                     | 10,000          |
| Debt repayments  | (69,103)                                   | (20,000)        |
| <b>Net cash used in financing activities</b>                                     | <b>(58,962)</b>                            | <b>(17,081)</b> |
| Effect of exchange rate changes on cash and cash equivalents                     | (22)                                       | 9               |
| Net change in cash and cash equivalents  | (2,940)                                    | (1,912)         |

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|   |                  |                 |
|---|------------------|-----------------|
| Cash and cash equivalents at beginning of period  | 18,925           | 8,217           |
| <b>Cash and cash equivalents at end of period</b> | <b>\$ 15,985</b> | <b>\$ 6,305</b> |

See accompanying notes to consolidated financial statements.

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### ARBITRON INC.

#### Notes to Consolidated Financial Statements

September 30, 2011

(unaudited)

#### 1. Basis of Presentation and Consolidation

##### *Presentation*

The accompanying unaudited consolidated financial statements of Arbitron Inc. (the Company or Arbitron) have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for fair presentation have been included and are of a normal recurring nature. The consolidated balance sheet as of December 31, 2010 was audited as of that date, but all of the information and notes as of December 31, 2010 required by U.S. generally accepted accounting principles have not been included in this Form 10-Q. For further information, refer to the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

##### *Consolidation*

The consolidated financial statements of the Company for the nine-month period ended September 30, 2011, reflect the consolidated financial position, results of operations and cash flows of the Company and its wholly owned subsidiaries: Arbitron Holdings Inc., Arbitron Mobile Oy, Astro West LLC, Cardinal North LLC, Ceridian Infotech (India) Private Limited, Arbitron International, LLC, and Arbitron Technology Services India Private Limited. All significant intercompany balances have been eliminated in consolidation. Certain amounts in the consolidated financial statements for prior periods have been reclassified to conform to the current period's presentation.

#### 2. New Accounting Pronouncements

**Testing Goodwill for Impairment.** In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2011-08, *Intangibles—Goodwill and Other (Topic 350) Testing Goodwill for Impairment* (ASU 2011-08), to allow entities to use a qualitative approach to test goodwill for impairment. ASU 2011-08 permits an entity to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If it is concluded that this is the case, it is necessary to perform the currently prescribed two-step goodwill impairment test. Otherwise, the two-step goodwill impairment test is not required. ASU 2011-08 is effective for the Company for interim and annual periods ended during 2012, with earlier application permitted. The Company does not expect its pending adoption of this guidance to have a material impact to the Company's consolidated financial statements.

**Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements.** In May 2011, the FASB issued Accounting Standards Update No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (Topic 820) Fair Value Measurement* (ASU 2011-04), to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. Generally Accepted Accounting Principles (GAAP) and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. ASU 2011-04 is effective for the Company for interim and annual periods ended during 2012 and should be applied prospectively. The Company is currently evaluating the impact of its pending adoption of ASU 2011-04 on its consolidated financial statements.

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**Multiple-Deliverable Revenue Recognition.** In October 2009, the FASB issued Accounting Standards Update No. 2009-13 *Revenue Recognition (Topic 605) Multiple-Deliverable Revenue Arrangements* a consensus of the FASB Emerging Issues Task Force ( ASU 2009-13 ). This requires companies to allocate revenue in multiple-element arrangements based on an element's estimated selling price if vendor-specific or other third party evidence of value is not available. ASU 2009-13 is to be applied on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with earlier application permitted. There was no impact to the Company's consolidated financial statements related to the adoption of this guidance.

### **3. Debt**

The Company has an agreement with a consortium of lenders to provide up to \$150.0 million of financing to the Company through an unsecured revolving credit facility (the Credit Facility ), expiring on December 20, 2011. The agreement contains an expansion feature for the Company to increase the total financing available under the Credit Facility by up to \$50.0 million for an aggregate of up to \$200.0 million in financing. Such increased financing would be provided by one or more existing Credit Facility lending institutions, subject to the approval of the lenders, and/or in combination with one or more new lending institutions, subject to the approval of the Credit Facility's administrative agent.

The Company expects to renew or replace the Credit Facility prior to its expiration. As of September 30, 2011, there were no outstanding borrowings under the Credit Facility. As of December 31, 2010, the outstanding borrowings balance under the Credit Facility was \$53.0 million.

Interest paid during each of the nine-month periods ended September 30, 2011, and 2010, was \$0.3 million and \$0.7 million, respectively.

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### 4. Stockholders' Equity

Changes in stockholders' equity for the nine-month period ended September 30, 2011, were as follows (in thousands):

|   | Shares<br>Outstanding | Common<br>Stock | Treasury<br>Stock | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Loss | Total<br>Stockholders<br>Equity |
|---|-----------------------|-----------------|-------------------|----------------------|---|---------------------------------|
| Balance as of December 31, 2010         | 27,055                | \$ 16,169       | \$ (2,642)        | \$ 74,184            | \$ (10,060)                                   | \$ 77,651                       |
| Net income                              |                       |                 |                   | 39,182               |   | 39,182                          |
| Common stock issued from treasury stock | 185                   |                 | 93                | 2,308                |   | 2,401                           |
| Tax benefits from share-based awards    |                       |                 |                   | 715                  |   | 715                             |
| Non-cash share-based compensation       |                       |                 |                   | 5,860                |   | 5,860                           |
| Dividends declared                      |                       |                 |                   | (8,152)              |   | (8,152)                         |
| Other comprehensive income              |                       |                 |                   |                      | 452   | 452                             |
| Balance as of September 30, 2011        | 27,240                | \$ 16,169       | \$ (2,549)        | \$ 114,097           | \$ (9,608)                                    | \$ 118,109                      |

A quarterly cash dividend of \$0.10 per common share was paid to stockholders on October 3, 2011.

### 5. Net Income per Weighted-Average Common Share

The computations of basic and diluted net income per weighted-average common share for the three and nine-month periods ended September 30, 2011, and 2010, are based on the Company's weighted-average shares of common stock and potentially dilutive securities outstanding.

Potentially dilutive securities are calculated in accordance with the treasury stock method, which assumes that the proceeds from the exercise of all stock options are used to repurchase the Company's common stock at the average market price for the period. As of September 30, 2011, and 2010, there were stock options to purchase 2,094,214 and 2,248,119 shares, respectively, of the Company's common stock outstanding, of which stock options to purchase 1,102,228 and 1,530,410 shares of the Company's common stock, respectively, were excluded from the computation of diluted net income per weighted-average common share for the quarters ended September 30, 2011, and 2010, respectively, either because the stock options' exercise prices were greater than the average market price of the Company's common shares or assumed repurchases from proceeds from the stock options' exercise were antidilutive.

**Table of Contents****6. Comprehensive Income and Accumulated Other Comprehensive Loss**

The Company's comprehensive income is comprised of net income, changes in foreign currency translation adjustments, and changes in retirement liabilities, net of tax. The components of comprehensive income were as follows (in thousands):

|  | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended<br/>September 30,</b> |             |
|--|---|-------------|--|-------------|
|  | <b>2011</b>                                 | <b>2010</b> | <b>2011</b>                                | <b>2010</b> |
| Net income   | \$ 15,351                                   | \$ 11,328   | \$ 39,182                                  | \$ 28,875   |
| Other comprehensive income (loss):   |   |             |  |             |
| Change in foreign currency translation adjustment  | (248)                                       | 75          | (257)                                      | (152)       |
| Change in retirement liabilities, net of tax expense of \$151, and \$121 for the three-month periods ended September 30, 2011, and 2010, respectively; and a tax expense of \$454, and \$680 for the nine-month periods ended September 30, 2011, and 2010, respectively | 237   | 189         | 709  | 1,058       |
| Other comprehensive income (loss)  | (11)  | 264         | 452  | 906         |
| Comprehensive income   | \$ 15,340                                   | \$ 11,592   | \$ 39,634                                  | \$ 29,781   |

The components of accumulated other comprehensive loss were as follows (in thousands):

|   | <b>September 30,<br/>2011</b> | <b>December 31,<br/>2010</b> |
|---|-------------------------------|------------------------------|
| Foreign currency translation adjustment | \$ (717)                      | \$ (460)                     |
| Retirement plan liabilities, net of tax | (8,891)                       | (9,600)                      |
| Accumulated other comprehensive loss    | \$ (9,608)                    | \$ (10,060)                  |

**Table of Contents****7. Prepaid Expenses and Other Current Assets**

Prepaid expenses and other current assets as of September 30, 2011, and December 31, 2010, consist of the following (in thousands):

|   | September 30, 2011 | December 31, 2010 |
|---|--------------------|-------------------|
| Survey participant incentives and prepaid postage | \$ 2,432           | \$ 2,441          |
| Insurance recovery receivable                     | 845                | 601               |
| Prepaid Scarborough royalties                     | 642                |                   |
| Prepaid income taxes                              | 1,787              | 5,518             |
| Other   | 2,964              | 2,772             |
| Prepaid expenses and other current assets         | \$ 8,670           | \$ 11,332         |

During 2008, the Company became involved in two securities-law civil actions and a governmental interaction primarily related to the commercialization of our PPM service. The management of the Company believes a portion of these legal fees and costs are covered by the Company's Directors and Officers insurance policy and therefore has recognized an insurance recovery receivable. From 2008 until September 30, 2011, the Company had incurred approximately \$11.0 million in legal fees and costs in defense of its positions related thereto, and as of September 30, 2011, the Company had received \$7.1 million in insurance reimbursements related to these legal actions. From 2008 until December 31, 2010, the Company had incurred approximately \$9.7 million in legal fees and costs in defense of its positions related thereto, and as of December 31, 2010, the Company had received \$5.9 million in insurance reimbursements.

For the nine-month periods ended September 30, 2011, and 2010, the Company incurred approximately \$1.3 million, and \$0.3 million, respectively, in related legal fees, which were recognized as increases to selling, general, and administrative expense. These legal fees were offset by \$1.4 million and \$0.4 million in anticipated insurance recoveries, which were recognized as reductions to selling, general and administrative expense during the nine-month periods ended September 30, 2011, and 2010, respectively.

**8. Equity and Other Investments**

The Company's equity and other investments as of September 30, 2011, and December 31, 2010, consist of the following (in thousands):

|                              | September 30, 2011 | December 31, 2010 |
|------------------------------|--------------------|-------------------|
| Scarborough                  | \$ 7,636           | \$ 13,205         |
| TRA preferred stock          | 5,180              | 5,180             |
| Equity and other investments | \$ 12,816          | \$ 18,385         |

The Company's 49.5% investment in Scarborough Research ( "Scarborough" ), a Delaware general partnership, is accounted for using the equity method of accounting. The Company's investment in TRA Global, Inc. ( "TRA" ) is accounted for using the cost method of accounting. See Note 15 Financial Instruments for further information regarding the Company's investment in TRA as of September 30, 2011.

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The following table shows the investment activity and balances for each of the Company's investments and in total for the three-and nine-month periods ended September 30, 2011, and 2010 (in thousands):

|                                | Three Months Ended<br>September 30, 2011 |          |           | Three Months Ended<br>September 30, 2010 |          |           |
|--------------------------------|--|----------|-----------|--|----------|-----------|
|                                | Scarborough                              | TRA      | Total     | Scarborough                              | TRA      | Total     |
| Beginning balance              | \$ 12,076                                | \$ 5,180 | \$ 17,256 | \$ 11,999                                | \$ 5,180 | \$ 17,179 |
| Investment income              | (2,290)                                  |          | (2,290)   | (2,639)                                  |          | (2,639)   |
| Distributions from investee    | (2,150)                                  |          | (2,150)   | (2,050)                                  |          | (2,050)   |
| Ending balance at September 30 | \$ 7,636                                 | \$ 5,180 | \$ 12,816 | \$ 7,310                                 | \$ 5,180 | \$ 12,490 |

|                                | Nine Months Ended<br>September 30, 2011 |          |           | Nine Months Ended<br>September 30, 2010 |          |           |
|--------------------------------|---|----------|-----------|---|----------|-----------|
|                                | Scarborough                             | TRA      | Total     | Scarborough                             | TRA      | Total     |
| Beginning balance              | \$ 13,205                               | \$ 5,180 | \$ 18,385 | \$ 13,538                               | \$ 3,400 | \$ 16,938 |
| Investment income              | 631                                     |          | 631       | 472                                     |          | 472       |
| Distributions from investee    | (6,200)                                 |          | (6,200)   | (6,700)                                 |          | (6,700)   |
| Cash investments               |   |          |           |   | 1,780    | 1,780     |
| Ending balance at September 30 | \$ 7,636                                | \$ 5,180 | \$ 12,816 | \$ 7,310                                | \$ 5,180 | \$ 12,490 |

**9. Acquisitions**

*Zokem Oy.* On July 28, 2011, a wholly-owned subsidiary of the Company acquired Zokem Oy, a Finland-based mobile audience measurement and analytics firm now known as Arbitron Mobile. The purchase price was \$10.6 million in cash plus a contingent consideration arrangement with an estimated fair value of approximately \$0.9 million. The agreement provides for possible additional cash payments to be made through 2015 of up to \$12.0 million, which are contingent upon Zokem reaching certain financial performance targets in the future. The \$0.9 million fair value estimate was determined by applying the income approach methodology. The key assumptions used in the fair value valuation include a probability-weighted range of performance targets for the 4 year measurement period of 2012 through 2015 and an adjusted discount rate. The Company will periodically reassess the fair value of the contingent consideration.

The following table shows the preliminary assets and liabilities acquired (in thousands):

| Asset and liabilities acquired   | Amount  |
|----------------------------------|---------|
| Trade receivables                | \$ 334  |
| Computer equipment               | 31      |
| Other intangible assets          |         |
| Acquired software and trademarks | 5,313   |
| Non-compete agreement            | 238     |
| Customer relationships           | 1,504   |
| Total assets                     | 7,420   |
| Accounts payable                 | (130)   |
| Other current liabilities        | (197)   |
| Noncurrent liabilities           | (1,172) |



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|  |           |
|--|-----------|
| Net assets acquired                        | 5,921     |
| Goodwill                                   | 5,623     |
| Total purchase price, net of cash acquired | \$ 11,544 |

As of September 30, 2011, the purchase price allocation and related goodwill estimate are preliminary amounts that will be adjusted in the future for certain working capital and tax-related adjustments. The other intangible assets are being amortized over a weighted average life of 5.3 years. The amount of acquisition-related costs incurred and charged to selling, general and administrative expense during the nine-month period ended September 30, 2011, was \$0.6 million.

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*Integrated Media Measurement, Inc.* On June 15, 2010, a wholly-owned subsidiary of the Company purchased the technology portfolio, trade name, and equipment of Integrated Media Measurement, Inc. The Company paid \$2.5 million for these assets, which included \$1.8 million of other intangible assets, \$0.3 million of computer equipment, and \$0.4 million of goodwill. The other intangible assets are being amortized over 5.0 years.

*Digimarc Corporation.* On March 23, 2010, the Company entered into a licensing arrangement with Digimarc Corporation ( Digimarc ) to receive a non-exclusive, worldwide and irrevocable license to a substantial portion of Digimarc s domestic and international patent portfolio. The Company paid \$4.5 million for this other intangible asset, which is being amortized over 7.0 years.

Future amortization expense of the Company s \$12.2 million of other intangible assets recorded on the consolidated balance sheet as of September 30, 2011, is estimated to be as follows:

|  | Amount    |
|--|-----------|
| 3-Month Period Ended December 31, 2011 | \$ 634    |
| 2012                                   | 2,537     |
| 2013                                   | 2,487     |
| 2014                                   | 2,419     |
| 2015                                   | 2,186     |
| 2016                                   | 1,466     |
| Thereafter                             | 494       |
| Total                                  | \$ 12,223 |

### **10. Contingencies**

The Company is involved in a number of governmental interactions primarily related to the commercialization of our PPM service. A contingent loss in the amount of \$0.4 million and \$0.5 million for these claims was recorded in accrued expenses and other current liabilities on the Company s consolidated balance sheets as of September 30, 2011, and December 31, 2010, respectively.

### **11. Retirement Plans**

Certain of the Company s United States employees participate in a defined-benefit pension plan that closed to new participants effective January 1, 1995. The Company also subsidizes healthcare benefits for eligible retired employees who participate in the pension plan and were hired before January 1, 1992. The Company had one nonqualified, unfunded supplemental retirement plan during the nine-month period ended September 30, 2011. The Company sponsored two supplemental retirement plans during the nine-month period ended September 30, 2010, prior to the termination of one of the supplemental plans in the third quarter of 2010.

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The components of periodic benefit costs for the defined-benefit pension, postretirement healthcare and supplemental retirement plan(s) were as follows (in thousands):

|                                  | <b>Defined-Benefit<br/>Pension Plan<br/>Three Months<br/>Ended September 30,</b> |               | <b>Postretirement<br/>Healthcare Plan<br/>Three Months<br/>Ended September 30,</b> |              | <b>Supplemental<br/>Retirement Plan(s)<br/>Three Months<br/>Ended September 30,</b> |              |
|----------------------------------|--|---------------|--|--------------|---|--------------|
|                                  | <b>2011</b>  | <b>2010</b>   | <b>2011</b>  | <b>2010</b>  | <b>2011</b>   | <b>2010</b>  |
| Service cost                     | \$ 193   | \$ 183        | \$ 9   | \$ 9         | \$ 5  | \$ 4         |
| Interest cost                    | 454  | 470           | 20   | 22           | 40  | 42           |
| Expected return on plan assets   | (512)  | (520)         |  |              |   |              |
| Amortization of net loss         | 343  | 263           | 7  | 9            | 38  | 38           |
| <b>Net periodic benefit cost</b> | <b>\$ 478</b>  | <b>\$ 396</b> | <b>\$ 36</b>   | <b>\$ 40</b> | <b>\$ 83</b>  | <b>\$ 84</b> |
| Settlement and curtailment loss  | \$   | \$            | \$   | \$           | \$  | \$ 10        |

|                                  | <b>Defined-Benefit<br/>Pension Plan<br/>Nine Months<br/>Ended September 30,</b> |                 | <b>Postretirement<br/>Healthcare Plan<br/>Nine Months<br/>Ended September 30,</b> |               | <b>Supplemental<br/>Retirement Plan(s)<br/>Nine Months<br/>Ended September 30,</b> |               |
|----------------------------------|---|-----------------|---|---------------|--|---------------|
|                                  | <b>2011</b>   | <b>2010</b>     | <b>2011</b>   | <b>2010</b>   | <b>2011</b>  | <b>2010</b>   |
| Service cost                     | \$ 580  | \$ 548          | \$ 28   | \$ 28         | \$ 15  | \$ 12         |
| Interest cost                    | 1,364   | 1,412           | 61  | 67            | 120  | 151           |
| Expected return on plan assets   | (1,538)   | (1,588)         |   |               |  |               |
| Amortization of net loss         | 1,028   | 789             | 21  | 27            | 114  | 110           |
| <b>Net periodic benefit cost</b> | <b>\$ 1,434</b>   | <b>\$ 1,161</b> | <b>\$ 110</b>   | <b>\$ 122</b> | <b>\$ 249</b>  | <b>\$ 273</b> |
| Settlement and curtailment loss  | \$  | \$              | \$  | \$            | \$   | \$ 1,222      |

During the nine-month period ended September 30, 2010, the Company recognized a \$1.2 million settlement and curtailment loss, primarily as a result of a lump sum distribution paid to a supplemental retirement plan participant which exceeded the service and interest components incurred for that plan. No settlement and curtailment charge was incurred during the nine-month period ended September 30, 2011.

The Company estimates it will contribute \$2.2 million to its defined benefit plans during 2011.

**12. Taxes**

The effective tax rate increased to 39.5% for the nine months ended September 30, 2011, from 37.8% for the nine months ended September 30, 2010. The increase includes the estimated effect of certain Arbitron Mobile operating losses, which are subject to limitation, and may not be available to offset future taxable income.

During 2011, the Company's net unrecognized tax benefits for certain tax contingencies decreased from \$1.9 million as of December 31, 2010, to \$1.1 million as of September 30, 2011. The decrease is attributable to the settlement of a state audit and expiration of statutes of limitations in various jurisdictions. If recognized, the \$1.1 million in unrecognized tax benefits would reduce the Company's effective tax rate in future periods.

Income taxes paid for the nine-months ended September 30, 2011 and 2010, were \$21.1 million and \$19.4 million, respectively.



**Table of Contents****13. Share-Based Compensation**

The following table sets forth information with regard to the income statement recognition of share-based compensation (in thousands):

|                                     | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended<br/>September 30,</b> |             |
|-------------------------------------|---|-------------|--|-------------|
|                                     | <b>2011</b>                                 | <b>2010</b> | <b>2011</b>                                | <b>2010</b> |
| Cost of revenue                     | \$ 200                                      | \$ 115      | \$ 442                                     | \$ 294      |
| Selling, general and administrative | 1,734                                       | 1,398       | 5,164                                      | 4,206       |
| Research and development            | 95  | 96          | 254  | 210         |
| Share-based compensation            | \$ 2,029                                    | \$ 1,609    | \$ 5,860                                   | \$ 4,710    |

No share-based compensation cost was capitalized during the nine-month periods ended September 30, 2011, and 2010.

**Stock Options**

Stock options awarded to employees under the 2001 Stock Incentive Plan and the 2008 Equity Compensation Plan (referred to herein collectively as the "SIPs") generally vest annually over a three-year period, have a 10-year term and have an exercise price of not less than the fair market value of the Company's common stock at the date of grant. For stock options granted prior to 2010, the Company's stock option agreements generally provide for accelerated vesting if there is a change in control of the Company. Effective for stock options granted in 2010 and after, the Company's stock option agreements provide for accelerated vesting if (i) there is a change in control of the Company and (ii) the participant's employment terminates during the 24-month period following the effective date of the change in control for one of the reasons specified in the stock option agreement.

Compensation expense for stock options is recognized on a straight-line basis over the vesting period using the fair value of each stock option estimated as of the grant date. The Company uses historical data to estimate future option exercises and employee terminations in order to determine the expected term of the stock option, where the expected term of stock option granted represents the period of time that such stock option is expected to be outstanding. Identified groups of option holders with similar historical exercise behavior are considered separately for valuation purposes. The expected term of stock options can vary for groups of option holders exhibiting different behavior. The fair value of each stock option granted to employees and nonemployee directors during the nine-month periods ended September 30, 2011, and 2010, was estimated on the date of grant using a Black-Scholes stock option valuation model, which uses a risk-free interest rate and measure of volatility, among other things, to estimate fair value. The risk-free interest rate for periods within the contractual life of the stock option is based on the U.S. Treasury strip bond yield curve in effect at the time of grant. Expected volatilities are based on the historical volatility of the Company's common stock.

For the three-month period ended September 30, 2011, the number of stock options granted was 81,001 and the weighted-average exercise price for those stock options granted was \$34.83. For the three-month period ended September 30, 2010, no stock options were granted.

For the nine-month periods ended September 30, 2011 and 2010, the number of stock options granted was 154,226 and 288,544, respectively, and the weighted-average exercise price for those stock options granted was \$39.21 and \$22.84, respectively.

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As of September 30, 2011, there was \$3.0 million in total unrecognized compensation cost related to stock options granted under the SIPs. This aggregate unrecognized cost is expected to be recognized over a weighted-average remaining period of 2.0 years. The weighted-average exercise price and weighted-average remaining contractual term for outstanding stock options as of September 30, 2011, were \$33.11 and 5.88 years, respectively, and as of September 30, 2010, \$31.78 and 6.21 years, respectively.

### Service and Performance Award Units

*Service award units.* During the nine-month period ended September 30, 2011, the Company granted service award shares under the SIPs. These service award units (i) were issued at the fair market value of the Company's common stock on the date of grant, (ii) vest in four equal annual installments beginning on the first anniversary date of the grant, and (iii) for any unvested units, expire without vesting if the employee is no longer employed by the Company. For those service award units granted prior to 2010, the service award units generally provide for accelerated vesting if there is a change in control of the Company. Effective for service award units granted in 2010 and after, the service award units provide for accelerated vesting if (i) there is a change in control of the Company and (ii) the participant's employment terminates during the 24-month period following the effective date of the change in control for one of the reasons specified in the restricted stock unit agreement.

Compensation expense for service award units is recognized on a straight-line basis over the vesting period using the fair market value of the Company's common stock on the date of grant. As of September 30, 2011, there was \$2.4 million of total unrecognized compensation cost related to service award units granted under the SIPs. This aggregate unrecognized cost for service award units is expected to be recognized over a weighted-average period of 2.09 years.

Additional information for the three-and nine-month periods ended September 30, 2011, and 2010, is noted in the following table (dollars in thousands, except per share amounts):

|   | Three Months Ended<br>September 30, |        | Nine Months Ended<br>September 30, |          |
|---|-------------------------------------|--------|------------------------------------|----------|
|   | 2011                                | 2010   | 2011                               | 2010     |
| Number of service award shares granted during the period    |                                     |        | 18,434                             |          |
| Weighted average grant-date fair value per share            |                                     |        | \$ 42.72                           |          |
| Fair value of service award shares vested during the period | \$ 322                              | \$ 248 | \$ 2,536                           | \$ 2,438 |

*Performance award units.* During the nine-month periods ended September 30, 2011 and 2010, the Company granted performance award units under the SIPs. These performance award units (i) were issued at the fair market value of the Company's common stock on the date of grant, (ii) will expire without vesting if the Company's return on invested capital ( ROIC ) for the annual performance period does not exceed 12 percent, which is an approximation of the Company's weighted average cost of capital, (iii) will, if the Company's ROIC exceeds 12 percent, vest in four equal annual installments beginning on the first anniversary date of the grant, and (iv) for any unvested units, expire without vesting if the recipient is no longer employed by the Company. The Company's performance award units provide for accelerated vesting if (i) there is a change in control of the Company and (ii) the recipient's employment terminates during the 24-month period following the effective date of the change in control for one of the reasons specified in the performance-based restricted stock unit agreement.

Compensation expense for performance award units is recognized using the fair market value of the Company's common stock on the date of grant and on an accelerated basis. The Company recognizes expense for these performance award units under the assumption that the performance ROIC target will be achieved. If it appears such performance ROIC target will not be met, the Company will stop recognizing any further compensation cost and any previously recognized compensation cost would be reversed. As of September 30, 2011, there was \$2.4 million of total unrecognized compensation cost related to performance award units granted under the SIPs. This aggregate unrecognized cost is expected to be recognized over a weighted-average period of 3.26 years.

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Additional information for the three- and nine-month periods ended September 30, 2011, and 2010, is noted in the following table (dollars in thousands, except per share amounts):

|   | Three Months Ended<br>September 30, |      | Nine Months Ended<br>September 30, |          |
|---|-------------------------------------|------|------------------------------------|----------|
|   | 2011                                | 2010 | 2011                               | 2010     |
| Number of performance award shares granted during the period    | 29,992                              |      | 52,503                             | 91,553   |
| Weighted average grant-date fair value per share                | \$ 41.52                            |      | \$ 42.77                           | \$ 25.76 |
| Fair value of performance award shares vested during the period |                                     |      | \$ 804                             |          |

### Deferred Stock Units

*Service award grant to CEO.* During the nine-month periods ended September 30, 2011 and 2010, the Company granted service-based deferred stock unit awards ( Service DSUs ) under the SIPs to its CEO. Service DSUs are issued at the fair market value of the Company's stock on the date of grant, and generally vest annually over a four-year period on each anniversary date of the grant. The Service DSUs, if vested, will be convertible into shares of the Company's common stock following the holder's termination of employment. The Service DSUs provide for accelerated vesting upon termination without cause or the CEO's retirement as defined in his employment agreement. No Service DSUs were converted into shares of the Company's common stock during the nine-month periods ended September 30, 2011, and 2010.

Compensation expense for Service DSUs is recognized on a straight-line basis over the vesting period using the fair market value of the Company's common stock on the date of grant. As of September 30, 2011, there was \$0.2 million of total unrecognized compensation cost related to Service DSUs. This aggregate unrecognized cost is expected to be recognized over the weighted-average period of 0.28 years.

Additional information for the three- and nine-month periods ended September 30, 2011, and 2010, is noted in the following table (dollars in thousands, except per share amounts):

|  | Three Months<br>Ended<br>September 30, |      | Nine Months Ended<br>September 30, |          |
|--|--|------|------------------------------------|----------|
|  | 2011                                   | 2010 | 2011                               | 2010     |
| Service DSUs Awarded to CEO                      |  |      |                                    |          |
| Number of shares granted during the period       |  |      | 900                                | 60,144   |
| Weighted-average grant date fair value per share |  |      | \$ 44.44                           | \$ 24.94 |
| Fair value of shares vested during the period    |  |      | \$ 704                             |          |

*Performance award grant to CEO.* During the nine-month periods ended September 30, 2011 and 2010, the Company granted performance-based deferred stock unit awards ( Performance DSUs ) under the SIPs to its CEO. These Performance DSUs (i) were issued at the fair market value of the Company's common stock on the date of grant, (ii) will expire without vesting if the Company's return on invested capital ( ROIC ) for the annual

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performance period does not exceed 12 percent, which is an approximation of the Company's weighted average cost of capital, (iii) will, if the Company's ROIC exceeds 12 percent, vest in four equal annual installments beginning on the first anniversary date of the grant, and (iv) provide for accelerated vesting upon termination without cause or the CEO's retirement as defined in his employment agreement. These Performance DSUs, if vested, will be convertible into shares of the Company's common stock, subsequent to termination of employment.

Compensation expense for Performance DSUs is recognized using the fair market value of the Company's common stock on the date of grant and on an accelerated basis. The Company recognizes expense for these Performance DSUs under the assumption that the performance target will be achieved. If it appears such performance target will not be met, the Company will stop recognizing any further compensation cost and any previously recognized compensation cost would be reversed. As of September 30, 2011, there was \$0.7 million of total unrecognized compensation cost related to Performance DSUs. This aggregate unrecognized cost is expected to be recognized over the weighted-average period of 1.20 years.

Additional information for the three- and nine-month periods ended September 30, 2011, and 2010, is noted in the following table (dollars in thousands, except per share amounts):

|  | Three Months<br>Ended<br>September 30, |      | Nine Months Ended<br>September 30, |          |
|--|--|------|------------------------------------|----------|
|  | 2011                                   | 2010 | 2011                               | 2010     |
| Performance DSUs Awarded to CEO                  |  |      |                                    |          |
| Number of shares granted during the period       |  |      | 24,122                             | 23,004   |
| Weighted-average grant date fair value per share |  |      | \$ 44.44                           | \$ 22.17 |
| Fair value of shares vested during the period    |  |      | \$ 227                             |          |

*Awards for service on Board of Directors (Board DSUs).* The Company issues deferred stock units to its Board of Directors (Board DSUs) under the SIPs. These Board DSUs (i) were issued at the fair market value of the Company's common stock on the date of grant and (ii) if vested, will be convertible to shares of the Company's common stock subsequent to termination of service as a director. Annual grants of Board DSUs vest annually in three equal installments over a three-year period.

In addition to receiving Board DSU grants annually, the Board members have the right to elect to receive all or a portion of their retainer and meeting attendance fees as cash and/or Board DSUs, which vest immediately. Board DSUs are only granted to nonemployee Directors.

Compensation expense for Board DSUs is recognized on a straight-line basis over the vesting period using the fair market value of the Company's common stock on the date of grant. As of September 30, 2011, there was \$1.4 million of total unrecognized compensation cost related to Board DSUs granted to nonemployee directors. This aggregate unrecognized cost is expected to be recognized over the weighted-average period of 2.30 years.



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Additional information for the three- and nine-month periods ended September 30, 2011, and 2010, is noted in the following table (dollars in thousands, except per share amounts):

| Board DSUs and Dividend                          | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |          |
|--|-------------------------------------|----------|------------------------------------|----------|
|  | 2011                                | 2010     | 2011                               | 2010     |
| Equivalents Awarded to Board                     |                                     |          |                                    |          |
| Number of shares granted during the period       | 6,232                               | 5,901    | 28,798                             | 37,577   |
| Weighted-average grant date fair value per share | \$ 38.78                            | \$ 27.35 | \$ 40.19                           | \$ 28.22 |
| Fair value of shares vested during the period    | \$ 113                              | \$ 39    | \$ 624                             | \$ 115   |

### 14. Concentration Risk

Arbitron is an international media and marketing information services firm primarily serving radio, advertising agencies, cable and broadcast television, advertisers, retailers, out-of-home media, online media print media, and mobile media.

The Company's quantitative radio audience ratings service and related software licensing revenue accounted for the following percentages, in the aggregate, of total Company revenue:

|  | Three Months Ended<br>September 30, |      | Nine Months Ended<br>September 30, |      |
|--|-------------------------------------|------|------------------------------------|------|
|  | 2011                                | 2010 | 2011                               | 2010 |
| Quantitative radio audience ratings service and related software licensing revenue | 95%                                 | 95%  | 91%                                | 91%  |

The Company had one customer that individually represented approximately 20% of its annual revenue for the year ended December 31, 2010. The Company had two customers that individually represented approximately 22% and 14% of its total accounts receivable as of September 30, 2011, and two customers that individually represented approximately 24% and 11% of its total accounts receivable as of December 31, 2010. The Company has historically experienced a high level of contract renewals.

### 15. Financial Instruments

The fair values of accounts receivable and accounts payable approximate their carrying values due to their short-term nature. The Company accounts for its \$5.2 million investment in TRA's preferred stock using the cost method of accounting. TRA is closely held and there is not an efficient market in which buyers and sellers determine the fair value of these shares. The Company periodically assesses the fair value of its investment in TRA through comparative analysis and analysis of TRA's actual and projected financial results. As of September 30, 2011, the Company believes that the fair value of the TRA investment approximates the carrying value of \$5.2 million. In the event the fair value of the investment in TRA were to fall below its carrying value in the future, the Company would be required to recognize an impairment loss.

Due to the floating rate nature of the Company's revolving obligation under its Credit Facility, the carrying amount of \$53.0 million in outstanding borrowings as of December 31, 2010, approximates its fair value.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion should be read in conjunction with our consolidated financial statements and the notes thereto in this Quarterly Report on Form 10-Q.

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The statements regarding Arbitron Inc. and its subsidiaries ( we, our, Arbitron, or the Company ) in this document that are not historical in nature, particularly those that utilize terminology such as may, will, should, likely, expects, intends, anticipates, estimates, believe, comparable terminology, are forward-looking statements based on current expectations about future events, which we have derived from information currently available to us. These forward-looking statements involve known and unknown risks and uncertainties that may cause our actual results to differ materially from results implied by such forward-looking statements. These risks and uncertainties include, in no particular order, whether we will be able to:

successfully maintain and promote industry usage of our services, a critical mass of broadcaster encoding, and the proper understanding of our audience ratings services and methodology in light of governmental actions, including investigation, regulation, legislation or litigation, customer or industry group activism, or adverse community or public relations efforts;

successfully obtain and/or maintain Media Rating Council, Inc. ( MRC ) accreditation for our audience ratings services;

successfully launch and maintain our cross-platform initiatives;

support our current and future services by designing, recruiting and maintaining research samples that appropriately balance quality, size and operational cost;

successfully develop, implement and fund initiatives designed to increase sample quality;

successfully manage costs associated with cell phone household recruitment and targeted in-person recruitment;

successfully manage the impact on our business of the economic environment generally, and in the advertising market, in particular, including, without limitation, the insolvency of any of our customers or the impact of a downturn on our customers' ability to fulfill their payment obligations to us;

successfully integrate acquired operations, including differing levels of management and internal control effectiveness at the acquired entity;

compete with companies that may have financial, marketing, sales, technical or other advantages over us;

effectively respond to rapidly changing technologies by creating proprietary systems to support our research initiatives and by developing new services that meet marketplace demands in a timely manner;

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successfully execute our business strategies, including evaluating and, where appropriate, entering into potential acquisition, joint-venture or other material third-party agreements;

manage and process the information we collect in compliance with data protection and privacy requirements;

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successfully develop and implement technology solutions to identify and report consumer use of new and existing forms of media content and delivery, and advertising in an increasingly competitive environment; and

renew contracts with key customers.

There are a number of additional important factors that could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements, including, without limitation, the factors set forth in ITEM 1A. RISK FACTORS in our Annual Report on Form 10-K for the year ended December 31, 2010, and elsewhere, and any subsequent periodic or current reports filed by us with the Securities and Exchange Commission (the "SEC").

In addition, any forward-looking statements represent our expectations only as of the day we filed this Quarterly Report with the SEC and should not be relied upon as representing our expectations as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our expectations change.

### **Overview**

We are an international media and marketing information services firm primarily serving radio, advertising agencies, cable and broadcast television, advertisers, retailers, out-of-home media, online media, print media, and mobile media. We currently provide four main services:

measuring and estimating radio audiences in local markets in the United States;

measuring and estimating radio audiences of network radio programs and commercials;

providing software used for accessing and analyzing our media audience and marketing information data; and

providing consumer, shopping, and media usage information services.

Historically, our quantitative radio ratings services and related software have accounted for a substantial majority of our revenue. For each of the nine-month periods ended September 30, 2011, and 2010, our quantitative radio ratings services and related software accounted for approximately 91 percent of our revenue. We expect that for the year ending December 31, 2011, our quantitative radio ratings services and related software licensing will account for approximately 89 percent of our revenue.

Quarterly fluctuations in these percentages are reflective of the seasonal delivery schedule of our quantitative radio ratings service and our Scarborough reports. For further information regarding seasonality trends, see "Seasonality."

While we expect that our quantitative radio ratings services and related software licensing will continue to account for the majority of our revenue for the foreseeable future, we are actively seeking opportunities to diversify our revenue base by, among other things, leveraging the investment we have made in our Portable People Meter™ ("PPM") Platform, (which we define as our PPM technology and our PPM panel combined), and exploring applications of the PPM Platform to both enhance and extend beyond our domestic radio ratings business.

As of December 31, 2010, we completed the commercialization of our PPM radio ratings service in 48 of the largest United States radio markets ("PPM Markets"). We believe those broadcasters with whom we have entered into multi-year PPM agreements account for most of the total radio advertising dollars in the PPM Markets. These agreements provide for a higher fee for PPM-based ratings than we charged for our Diary-based ratings. As a result, absent new initiatives, we expect the percentage of our revenues derived from our quantitative radio ratings services and related software to increase as a result of the commercialization of the PPM service in the PPM Markets.

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We expect growth in revenue for 2011 due to the full year impact of revenue recognized for the PPM Markets commercialized in 2010 in addition to price increases related to pre-2010 commercialized PPM Markets and annual escalators in our Diary markets. However, we do not expect the full revenue impact of the launch of each PPM Market to occur within the first year after commercialization because our customer contracts are typically structured to phase in higher PPM service rates over a period of time.

As we commercialized the PPM ratings service, we incurred expenses to build the PPM panel in each PPM Market in the months before commercializing the service in that market. These costs were incremental to the costs associated with our Diary-based ratings service during those periods. With the commercialization of our PPM ratings service complete, our future performance will be impacted by our ability to address a variety of challenges and opportunities in the markets and industries we serve, including our ability to continue to maintain and improve the quality of our PPM ratings service, and manage increased costs for data collection, arising among other ways, from targeted in-person recruiting and increased numbers of cell phone households, which are more expensive for us to recruit than households with landline phones.

Protecting and supporting our existing customer base, and ensuring our services are competitive from a price, quality, and service perspective are critical components to these overall goals, although there can be no guarantee we will be successful in our efforts.

### **Ratings Trends and Initiatives**

#### **Challenges in Our Radio Audience Ratings Service**

We face a number of challenges in our radio audience ratings services. Response rates are one measure of our effectiveness in obtaining consent from persons to participate in our surveys and panels. Overall response rates for survey research, in general, have declined over the past several decades, and it has become increasingly difficult and more costly for us to obtain consent from persons to participate in our surveys and panels. We have been adversely impacted by these industry trends. Another measure often employed by users of our data to assess quality in our ratings is sample proportionality, which refers to how well the distribution of the sample for any individual survey compares to the distribution of the population in the local market. We strive to achieve a level of both response rates and sample proportionality in our surveys sufficient to maintain confidence in our ratings and acceptance by the industry, and to support accreditation by the MRC.

If response rates continue to decline or we are unable to maintain sample proportionality in our surveys or the costs of recruitment initiatives significantly increase, our radio audience ratings business could be adversely affected. In an effort to address these challenges, we established internal benchmarks we strive to achieve for response rates and sample proportionality and have instituted a number of methodological enhancements, including cell phone household and targeted in-person recruiting. It is more expensive for us to recruit cell phone households and to conduct targeted in-person recruiting. Because we intend to continue to increase both the number of cell phone households in our samples and the level of targeted in-person recruiting, we expect the expenditures required to support these methods will be material. We currently anticipate that the aggregate cost of cell phone household recruitment for the PPM and Diary services and targeted in-person recruitment for the PPM service will be approximately \$16.0 million in 2011, as compared to \$15.0 million in 2010.

#### **MRC Accreditation**

In March 2011, we announced the MRC had accredited the monthly average-quarter-hour radio ratings data produced by our PPM service in 11 additional PPM Markets: Atlanta; Cincinnati; Cleveland; Kansas City; Milwaukee-Racine; Philadelphia; Phoenix; Portland, OR; Salt Lake City-Ogden-Provo; St. Louis, and Tampa-St. Petersburg-Clearwater. These 11 markets joined Houston-Galveston; Minneapolis-St. Paul and Riverside-San Bernardino as accredited markets for our PPM service, bringing the total number of MRC-accredited PPM Markets to 14. The MRC has denied accreditation in our other 34 PPM Markets based on findings of audits it conducted in 2010. We continue to seek accreditation in all of our unaccredited PPM Markets. All 48 PPM Markets have been or will be audited again in 2011.

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In April 2011, we also announced the MRC had accredited our TAPSCAN Web software, a Web-based sales proposal and analysis software system for radio. Reports created using the software and MRC accredited data will now indicate the software is accredited by the MRC. However, reports created using data from the 34 unaccredited PPM markets will not be MRC-accredited.

For additional information regarding the status of MRC accreditation of our ratings services, see Item 1. Business Media Rating Council Accreditation in our Annual Report on Form 10-K for the year ended December 31, 2010.

### **Quality Improvement Initiatives.**

*Portable People Meter Service.* In operating our PPM ratings service, we experienced and expect to continue to experience challenges, including those related to response rates and sample proportionality as described above in Challenges in Our Radio Audience Ratings Services. We expect to continue to implement additional measures to address these challenges. Since launching our PPM ratings service, we have implemented a number of initiatives and announced additional initiatives. We believe these steps reflect our commitment to ongoing improvement and our responsiveness to feedback from customers and governmental entities. We believe these commitments and enhancements, which we refer to, collectively, as our continuous improvement initiatives, are consistent with our ongoing efforts to obtain and maintain MRC accreditation and to continuously improve our radio ratings services. We expect our continuous improvement initiatives will require expenditures which will be material in the aggregate.

*Diary Service.* We strive to achieve representative samples. We believe that additional expenditures will be required in the future to research and test new measures associated with improving response rates and sample proportionality as described above in Challenges in Our Radio Audience Ratings Services. We continue to research and test new measures to address these sample quality challenges.

### **Privacy and Data Security**

We are currently subject to U.S. and international data protection and privacy statutes, rules, and regulations, and may in the future become subject to additional such statutes, rules, and regulations. These statutes, rules, and regulations may affect our collection, use, storage, and transfer of personally identifiable information. Complying with these laws may require us to make certain investments, make modifications to existing services, or prohibit us from offering certain types of services. Failing to comply could result in civil and criminal liability, negative publicity, data being blocked from use, and liability under contracts with our customers and partners.

### **Zokem Oy**

On July 28, 2011, a wholly-owned subsidiary of the Company acquired Zokem Oy, a Finland-based mobile audience measurement and analytics firm, which is now known as Arbitron Mobile. The purchase price for the acquisition was approximately \$10.6 million in cash plus a contingent consideration arrangement which we currently estimate has a fair value of approximately \$0.9 million. The arrangement provides for possible additional cash payments to be made through 2015 of up to \$12.0 million, contingent upon Arbitron Mobile reaching certain financial performance targets in the future.

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### **Credit Facility**

Our revolving credit facility agreement ( Credit Facility ) is scheduled to expire on December 20, 2011. We expect to renew or replace our Credit Facility prior to its expiration. See Liquidity and Capital Resources Credit Facility below for further information regarding the terms of our Credit Facility.

### **General Economic Conditions**

Many of our customers derive most of their revenue from transactions involving the sale or purchase of advertising. During recent challenging economic times, advertisers have reduced advertising expenditures, impacting advertising agencies and media. As a result, advertising agencies and media companies have been and may continue to be less likely to purchase our services, which has and could continue to adversely impact our business, financial position, and operating results. If the recovery from the recent economic downturn slows or if the economy experiences another downturn in the foreseeable future, it may also lead to an increase of incidences of customers inability to pay their accounts, an increase in our provision for doubtful accounts, and a further increase in collection cycles for accounts receivable or insolvency of our customers.

We depend on a limited number of key customers for our ratings services and related software. For example, in 2010, Clear Channel represented approximately 20 percent of our total revenue. Additionally, although fewer customer contracts expire in 2011 as compared to historical standards, if one or more key customers do not renew all or part of their contracts as they expire, we could experience a significant decrease in our operating results.

### **Critical Accounting Policies and Estimates**

Critical accounting policies and estimates are those that are both important to the presentation of our financial position or results of operations, and require our most difficult, complex or subjective judgments.

*Software development costs.* We capitalize software development costs with respect to significant internal use software initiatives or enhancements from the time the preliminary project stage is completed and management considers it probable the software will be used to perform the function intended, until the time the software is placed in service for its intended use. Once the software is placed in service, the capitalized costs are amortized over periods of three to five years. We perform an assessment quarterly to determine if it is probable all capitalized software will be used to perform its intended function. If an impairment exists, the software cost is written down to estimated fair value. As of September 30, 2011, and December 31, 2010, our capitalized software developed for internal use had carrying amounts of \$29.1 million and \$24.4 million, respectively, including \$11.0 million and \$12.4 million, respectively, of software related to the PPM service.

*Deferred income taxes.* We use the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year and for deferred tax assets and liabilities for the future tax consequences of events that have been recognized in an entity s financial statements or tax returns. We must make assumptions, judgments and estimates to determine the current provision for income taxes and also deferred tax assets and liabilities and any valuation allowance to be recorded against a deferred tax asset. Our assumptions, judgments, and estimates relative to the current provision for income taxes take into account current tax laws, interpretation of current tax laws and possible outcomes of current and future audits conducted by domestic and foreign tax authorities. Changes in tax law or interpretation of tax laws and the resolution of current and future tax audits could significantly impact the amounts provided for income taxes in the consolidated financial statements. Our assumptions, judgments and estimates relative to the value of a deferred tax asset take into account forecasts of the amount and nature of future taxable income. Actual operating results and the underlying amount and nature of income in future years could render current assumptions, judgments and estimates of recoverable net deferred tax assets inaccurate. We believe it is more likely than not that we will realize the benefits of these deferred tax assets. Any of the assumptions, judgments and estimates mentioned above could cause actual income tax obligations to differ from estimates, thus impacting our financial position and results of operations.

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We include, in our tax calculation methodology, an assessment of the uncertainty in income taxes by establishing recognition thresholds for our tax positions. Inherent in our calculation are critical judgments by management related to the determination of the basis for our tax positions. For further information regarding our unrecognized tax benefits, see Note 12 in the Notes to Consolidated Financial Statements contained in this Quarterly Report on Form 10-Q.

*Insurance Receivables.* During 2008, we became involved in two securities-law civil actions and a governmental interaction primarily related to the commercialization of our PPM service. Since 2008, we have incurred a combined total of \$11.0 million in legal fees and expenses in connection with these matters. As of September 30, 2011, an aggregate of \$7.1 million in insurance reimbursements related to these legal actions has been received. As of September 30, 2011, and December 31, 2010, our insurance claims receivable related to these legal actions was \$0.8 million and \$0.6 million, respectively, and these amounts are included in our prepaid expenses and other current assets on our balance sheet. See Note 7 in our Notes to Consolidated Financial Statements for additional information concerning our insurance recovery receivables.

*Cost Method Investment.* We account for our \$5.2 million investment in TRA's preferred stock using the cost method of accounting. TRA is closely held and there is not an efficient market in which buyers and sellers determine the fair value of these securities. We periodically assess the fair value of our investment in TRA through comparative analysis and analysis of TRA's actual and projected financial results. Our assessment of the fair value of TRA requires the use of estimates and judgment. TRA is currently engaged in raising additional capital, which it has indicated to us it expects to complete in the fourth quarter of 2011. In the event the fair value of our investment in TRA were to fall below its carrying value, we would be required to recognize an impairment loss.



**Table of Contents****Results of Operations*****Comparison of the Three Months Ended September 30, 2011 to the Three Months Ended September 30, 2010***

The following table sets forth information with respect to our consolidated statements of income:

**Consolidated Statements of Income**

(Dollars in thousands, except per share amounts)

(Unaudited)

|  | Three Months Ended<br>September 30, |           | Increase<br>(Decrease) |         | Percentage of<br>Revenue |        |
|--|-------------------------------------|-----------|------------------------|---------|--------------------------|--------|
|  | 2011                                | 2010      | Dollars                | Percent | 2011                     | 2010   |
| Revenue                                  | \$ 105,563                          | \$ 99,470 | \$ 6,093               | 6.1%    | 100.0%                   | 100.0% |
| Costs and expenses                       |                                     |           |                        |         |                          |        |
| Cost of revenue                          | 49,388                              | 50,384    | (996)                  | (2.0%)  | 46.8%                    | 50.7%  |
| Selling, general and administrative      | 18,401                              | 18,137    | 264                    | 1.5%    | 17.4%                    | 18.2%  |
| Research and development                 | 9,444                               | 10,088    | (644)                  | (6.4%)  | 8.9%                     | 10.1%  |
| Total costs and expenses                 | 77,233                              | 78,609    | (1,376)                | (1.8%)  | 73.2%                    | 79.0%  |
| Operating income                         | 28,330                              | 20,861    | 7,469                  | 35.8%   | 26.8%                    | 21.0%  |
| Equity in net loss of affiliate          | (2,290)                             | (2,639)   | 349                    | (13.2%) | (2.2%)                   | (2.7%) |
| Income before interest and tax expense   | 26,040                              | 18,222    | 7,818                  | 42.9%   | 24.7%                    | 18.3%  |
| Interest income                          | 6                                   | 4         | 2                      | 50.0%   | 0.0%                     | 0.0%   |
| Interest expense                         | 109                                 | 226       | (117)                  | (51.8%) | 0.1%                     | 0.2%   |
| Income before income tax expense         | 25,937                              | 18,000    | 7,937                  | 44.1%   | 24.6%                    | 18.1%  |
| Income tax expense                       | 10,586                              | 6,672     | 3,914                  | 58.7%   | 10.0%                    | 6.7%   |
| Net income                               | \$ 15,351                           | \$ 11,328 | \$ 4,023               | 35.5%   | 14.5%                    | 11.4%  |
| Income per weighted average common share |                                     |           |                        |         |                          |        |
| Basic                                    | \$ 0.56                             | \$ 0.42   | \$ 0.14                | 33.3%   |                          |        |
| Diluted                                  | \$ 0.55                             | \$ 0.42   | \$ 0.13                | 31.0%   |                          |        |
| Cash dividends declared per common share | \$ 0.10                             | \$ 0.10   | \$                     |         |                          |        |

Certain percentage amounts may not total due to rounding.

**Table of Contents****Consolidated Statements of Income**

(Dollars in thousands, except per share amounts)

(Unaudited)

|   | Three Months Ended<br>September 30, |           | Increase (Decrease) |         |
|---|-------------------------------------|-----------|---------------------|---------|
|   | 2011                                | 2010      | Dollars             | Percent |
| Other data:                                   |                                     |           |                     |         |
| EBIT <sup>(1)</sup>                           | \$ 26,040                           | \$ 18,222 | \$ 7,818            | 42.9%   |
| EBITDA <sup>(1)</sup>                         | \$ 33,562                           | \$ 25,351 | \$ 8,211            | 32.4%   |
| EBIT Margin <sup>(1)</sup>                    | 24.7%                               | 18.3%     |                     |         |
| EBITDA Margin <sup>(1)</sup>                  | 31.8%                               | 25.5%     |                     |         |
| EBIT and EBITDA Reconciliation <sup>(1)</sup> |                                     |           |                     |         |
| Net income                                    | \$ 15,351                           | \$ 11,328 | \$ 4,023            | 35.5%   |
| Income tax expense                            | 10,586                              | 6,672     | 3,914               | 58.7%   |
| Interest (income)                             | (6)                                 | (4)       | (2)                 | 50.0%   |
| Interest expense                              | 109                                 | 226       | (117)               | (51.8%) |
| EBIT <sup>(1)</sup>                           | 26,040                              | 18,222    | 7,818               | 42.9%   |
| Depreciation and amortization                 | 7,522                               | 7,129     | 393                 | 5.5%    |
| EBITDA <sup>(1)</sup>                         | \$ 33,562                           | \$ 25,351 | \$ 8,211            | 32.4%   |

(1) EBIT (earnings before interest and income taxes), EBIT Margin, EBITDA (earnings before interest, income taxes, depreciation and amortization), and EBITDA Margin are non-GAAP financial measures that we believe are useful to investors in evaluating our results. See EBIT and EBITDA for further discussion of these non-GAAP financial measures.

**Revenue.** Revenue increased by 6.1% or \$6.1 million for the three-month period ended September 30, 2011, as compared to the same period in 2010. PPM-based ratings service revenue increased by \$13.1 million primarily due to the impact of the five PPM Markets commercialized during the last quarter of 2010, as well as price escalators in all PPM commercialized markets. This increase in PPM revenue was partially offset by a \$7.2 million decrease in revenue related to the transition from our Diary-based ratings service.

**Cost of Revenue.** Cost of revenue decreased by 2.0% or \$1.0 million for the three-month period ended September 30, 2011, as compared to the same period in 2010. Cost of revenue decreased primarily due to \$1.3 million of decreased PPM and Diary service-related costs incurred during 2010 while the PPM panels were being built for the final 15 PPM Markets commercialized during the last half of 2010.

**Selling, General, and Administrative.** Selling, general, and administrative increased by 1.5% or \$0.3 million for the three months ended September 30, 2011, as compared to the same period in 2010. Selling, general, and administrative increased primarily due to \$0.9 million in Arbitron Mobile-related costs incurred during the third quarter ended September 30, 2011, and a \$0.8 million increase in short-term employee incentive compensation expense. These increases were partially offset by a \$1.4 million decrease associated with employee separation charges incurred during the third quarter of 2010.

**EBIT and EBITDA.** We believe presenting EBIT and EBITDA, both non-GAAP financial measures, as supplemental information helps investors, analysts and others, if they so choose, understand and evaluate our operating performance in some of the same ways we do because EBIT and EBITDA exclude certain items not directly related to our core operating performance. We reference these non-GAAP financial measures in assessing current performance and making decisions about internal budgets, resource allocation and financial goals. EBIT is calculated by deducting interest income from net income and adding back interest expense and income tax expense to net income. EBITDA is calculated by deducting interest income from net income and adding back interest



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expense, income tax expense, and depreciation and amortization to net income. EBIT and EBITDA margins are calculated as percentages of revenue. EBIT and EBITDA should not be considered substitutes either for net income, as indicators of our operating performance, or for cash flow, as measures of our liquidity. In addition, because EBIT and EBITDA may not be calculated identically by all companies, the presentation here may not be comparable to other similarly titled measures of other companies.

EBIT increased by 42.9% or \$7.8 million for the three-month period ended September 30, 2011, as compared to the same period in 2010, primarily due to an increase in revenue associated with the PPM service transition and a reduction in costs and other expenses. However, EBITDA increased by 32.4% or \$8.2 million because this non-GAAP financial measure adds back depreciation and amortization, which only increased 5.5% to \$7.5 million for the three-month period ended September 30, 2011, from \$7.1 million for the same period in 2010.

**Table of Contents****Comparison of the Nine months Ended September 30, 2011 to the Nine months Ended September 30, 2010**

The following table sets forth information with respect to our consolidated statements of income:

**Consolidated Statements of Income**

(Dollars in thousands, except per share amounts)

(Unaudited)

|  | Nine Months Ended<br>September 30, |            | Increase<br>(Decrease) |         | Percentage of<br>Revenue |        |
|--|------------------------------------|------------|------------------------|---------|--------------------------|--------|
|  | 2011                               | 2010       | Dollars                | Percent | 2011                     | 2010   |
| Revenue                                  | \$ 302,169                         | \$ 283,705 | \$ 18,464              | 6.5%    | 100.0%                   | 100.0% |
| Costs and expenses                       |                                    |            |                        |         |                          |        |
| Cost of revenue                          | 156,092                            | 153,041    | 3,051                  | 2.0%    | 51.7%                    | 53.9%  |
| Selling, general and administrative      | 54,166                             | 54,927     | (761)                  | (1.4%)  | 17.9%                    | 19.4%  |
| Research and development                 | 27,456                             | 29,069     | (1,613)                | (5.5%)  | 9.1%                     | 10.2%  |
| Total costs and expenses                 | 237,714                            | 237,037    | 677                    | 0.3%    | 78.7%                    | 83.6%  |
| Operating income                         | 64,455                             | 46,668     | 17,787                 | 38.1%   | 21.3%                    | 16.4%  |
| Equity in net income of affiliate        | 631                                | 472        | 159                    | 33.7%   | 0.2%                     | 0.2%   |
| Income before interest and tax expense   | 65,086                             | 47,140     | 17,946                 | 38.1%   | 21.5%                    | 16.6%  |
| Interest income                          | 20                                 | 10         | 10                     | 100.0%  | 0.0%                     | 0.0%   |
| Interest expense                         | 377                                | 745        | (368)                  | (49.4%) | 0.1%                     | 0.3%   |
| Income before income tax expense         | 64,729                             | 46,405     | 18,324                 | 39.5%   | 21.4%                    | 16.4%  |
| Income tax expense                       | 25,547                             | 17,530     | 8,017                  | 45.7%   | 8.5%                     | 6.2%   |
| Net income                               | \$ 39,182                          | \$ 28,875  | \$ 10,307              | 35.7%   | 13.0%                    | 10.2%  |
| Income per weighted average common share |                                    |            |                        |         |                          |        |
| Basic                                    | \$ 1.44                            | \$ 1.08    | \$ 0.36                | 33.3%   |                          |        |
| Diluted                                  | \$ 1.42                            | \$ 1.07    | \$ 0.35                | 32.7%   |                          |        |
| Cash dividends declared per common share | \$ 0.30                            | \$ 0.30    | \$                     |         |                          |        |

Certain percentage amounts may not total due to rounding.

**Table of Contents****Consolidated Statements of Income**

(Dollars in thousands, except per share amounts)

(Unaudited)

|   | Nine Months Ended<br>September 30, |           | Increase<br>(Decrease) |         |
|---|------------------------------------|-----------|------------------------|---------|
|   | 2011                               | 2010      | Dollars                | Percent |
| Other data:                                   |                                    |           |                        |         |
| EBIT <sup>(1)</sup>                           | \$ 65,086                          | \$ 47,140 | \$ 17,946              | 38.1%   |
| EBITDA <sup>(1)</sup>                         | \$ 87,162                          | \$ 67,464 | \$ 19,698              | 29.2%   |
| EBIT Margin <sup>(1)</sup>                    | 21.5%                              | 16.6%     |                        |         |
| EBITDA Margin <sup>(1)</sup>                  | 28.8%                              | 23.8%     |                        |         |
| EBIT and EBITDA Reconciliation <sup>(1)</sup> |                                    |           |                        |         |
| Net income                                    | \$ 39,182                          | \$ 28,875 | \$ 10,307              | 35.7%   |
| Income tax expense                            | 25,547                             | 17,530    | 8,017                  | 45.7%   |
| Interest (income)                             | (20)                               | (10)      | (10)                   | 100.0%  |
| Interest expense                              | 377                                | 745       | (368)                  | (49.4%) |
| EBIT <sup>(1)</sup>                           | 65,086                             | 47,140    | 17,946                 | 38.1%   |
| Depreciation and amortization                 | 22,076                             | 20,324    | 1,752                  | 8.6%    |
| EBITDA <sup>(1)</sup>                         | \$ 87,162                          | \$ 67,464 | \$ 19,698              | 29.2%   |

- (1) EBIT (earnings before interest and income taxes), EBIT Margin, EBITDA (earnings before interest, income taxes, depreciation and amortization), and EBITDA Margin are non-GAAP financial measures that we believe are useful to investors in evaluating our results. See EBIT and EBITDA for further discussion of these non-GAAP financial measures.

**Revenue.** Revenue increased by 6.5% or \$18.5 million for the nine-month period ended September 30, 2011, as compared to the same period in 2010. PPM-based ratings service revenue increased by \$42.3 million primarily due to the impact of the five PPM Markets commercialized during the fourth quarter of 2010, as well as price escalators in all PPM commercialized markets. This increase in revenue was partially offset by a \$25.5 million decrease in revenue related to the transition from our Diary-based ratings service.

**Cost of Revenue.** Cost of revenue increased by 2.0% or \$3.1 million for the nine-month period ended September 30, 2011, as compared to the same period in 2010. Cost of revenue increased primarily due to \$2.5 million of increased PPM service-related costs incurred to manage PPM panels for the 48 PPM Markets commercialized as of September 30, 2011, as compared to the 43 PPM Markets commercialized as of September 30, 2010. Cost of revenue was also impacted by a \$0.9 million increase in costs related to our computer center operations. These increases in cost of revenue were partially offset by a \$1.8 million of lower Diary-based service costs related primarily to the corresponding reduction in the number of Diary markets.

**Selling, General, and Administrative.** Selling, general, and administrative decreased by 1.4% or \$0.8 million for the nine-month period ended September 30, 2011, as compared to the same period in 2010. Selling, general, and administrative decreased primarily due to a \$3.8 million decrease in employee separation charges, a \$1.2 million supplemental retirement plan settlement charge incurred during 2010. These decreases were partially offset by a \$1.7 million increase in share-based and long-term employee incentive compensation expense, a \$1.1 million in Arbitron Mobile-related costs incurred during 2011, and an \$0.8 million increase in short-term employee incentive compensation expense for the nine-month period ended September 30, 2011, as compared to the same period in 2010.

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**Research and Development.** Research and development decreased by 5.5% or \$1.6 million for the nine-month period ended September 30, 2011, as compared to the same period in 2010. Research and development decreased primarily due to a \$2.2 million reduction in development costs related to our Diary service, a \$0.6 million reduction in development costs related to our client software, and a \$0.6 million reduction in development costs related to our PPM service, partially offset by \$0.5 million in royalty costs associated with certain technology licenses.

**Income tax expense.** Income tax expense increased by 45.7% or \$8.0 million for the nine-month period ended September 30, 2011, as compared to the same period in 2010. The effective tax rate increased to 39.5% for the nine months ended September 30, 2011, from 37.8% for the nine months ended September 30, 2010. The increase includes the estimated effect of certain Arbitron Mobile operating losses, which are subject to limitation, and may not be available to offset future taxable income.

**EBIT and EBITDA.** We believe presenting EBIT and EBITDA, both non-GAAP financial measures, as supplemental information helps investors, analysts and others, if they so choose, understand and evaluate our operating performance in some of the same ways we do because EBIT and EBITDA exclude certain items not directly related to our core operating performance. We reference these non-GAAP financial measures in assessing current performance and making decisions about internal budgets, resource allocation and financial goals. EBIT is calculated by deducting interest income from net income and adding back interest expense and income tax expense to net income. EBITDA is calculated by deducting interest income from net income and adding back interest expense, income tax expense, and depreciation and amortization to net income. EBIT and EBITDA margins are calculated as percentages of revenue. EBIT and EBITDA should not be considered substitutes either for net income, as indicators of our operating performance, or for cash flow, as measures of our liquidity. In addition, because EBIT and EBITDA may not be calculated identically by all companies, the presentation here may not be comparable to other similarly titled measures of other companies.

EBIT increased by 38.1% or \$17.9 million for the nine-month period ended September 30, 2011, as compared to the same period in 2010, primarily due to an increase in revenue associated with the PPM service transition and a decrease in operating expenses due largely to reduced research and development charges in comparison to prior year expenditures. However, EBITDA increased by 29.2% or \$19.7 million because this non-GAAP financial measure adds back depreciation and amortization, which only increased 8.6% to \$22.1 million for the nine-month period ended September 30, 2011 from \$20.3 million for the same period in 2010.

**Table of Contents****Liquidity and Capital Resources**

|   | As of September<br>30,<br>2011 | As of December<br>31,<br>2010 | Change      |
|---|--------------------------------|-------------------------------|-------------|
| Cash and cash equivalents   | \$ 15,985                      | \$ 18,925                     | \$ (2,940)  |
| Working capital surplus (deficiency)  | \$ 3,183                       | \$ (32,333)                   | \$ 35,516   |
| Working capital, excluding deferred revenue which does not require a significant additional cash outlay | \$ 47,829                      | \$ 4,146                      | \$ 43,683   |
| Total debt  | \$                             | \$ 53,000                     | \$ (53,000) |

We have relied upon our cash flow from operations, supplemented by borrowings under our available revolving credit facility ( Credit Facility ) as needed, to fund our dividends, capital expenditures, contractual obligations, and expenses. We expect based on current and anticipated levels of operating performance, our cash flow from operations, cash and cash equivalents, and availability under our Credit Facility and any replacement credit arrangement will be sufficient to support our operations for the next 12 months. We expect to renew or replace our revolving credit facility prior to December 20, 2011, the Credit Facility s expiration date. See Credit Facility for further discussion of the relevant terms and covenants.

**Operating activities.** For the nine-month period ended September 30, 2011, the net cash provided by operating activities was \$89.6 million, which was primarily due to \$87.2 million in EBITDA, partially offset by \$21.1 million in income taxes paid for the nine-month period ended September 30, 2011. EBITDA is discussed and reconciled to net income in Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Results of Operations.

Net cash provided by operating activities for the nine-month period ended September 30, 2011, was positively impacted by a \$9.3 million increase associated with reductions in accounts receivable due primarily to higher collections received and an \$8.2 million increase in deferred revenue, primarily due to price escalators associated with our PPM ratings service.

These increases in operating activities for the nine-month period ended September 30, 2011, were partially offset by a \$8.7 million decrease in accrued expenses and other current liabilities, which resulted primarily from a \$6.0 million decrease in our Scarborough royalty accrual, and a \$1.4 million decrease in payroll, bonus and benefit accruals.

**Investing activities.** Net cash used in investing activities for the nine-month periods ended September 30, 2011, and 2010, was \$33.6 million and \$32.0 million, respectively. This approximately \$1.6 million increase in cash used in investing activities for the nine-month period ended September 30, 2011 as compared to the same period of 2010, was due primarily to a \$8.1 million net increase in business acquisitions, which included a \$10.6 million cash outlay for the purchase of Zokem Oy during the third quarter of 2011, and a \$2.5 million asset acquisition during the second quarter of 2010. This increase in investing activities was partially offset by decreases related to a \$4.5 million licensing arrangement during the first quarter of 2010 and a \$1.8 million purchase of equity and other investments during the second quarter of 2010.

**Financing activities.** Net cash used in financing activities for the nine-month periods ended September 30, 2011, and 2010, was \$59.0 million and \$17.1 million, respectively. The \$41.9 million increase in net cash used in financing activities was due primarily to a \$43.0 million increase in the net repayment of our outstanding obligations under our Credit Facility during 2011, as compared to 2010, and a \$1.1 million repayment related to Zokem Oy debt assumed in the related acquisition. Net cash used in financing activities also included an increase related to a \$2.0 million reduction in stock option exercises for 2011, as compared to 2010, when a substantial number of stock options were nearing their expiration date during the prior year. These increases to net cash used in financing activities were partially offset by a \$3.8 million reversal of a bank overdraft payable during the first quarter of 2010.



**Table of Contents***Credit Facility*

On December 20, 2006, we entered into an agreement with a consortium of lenders to provide up to \$150.0 million of financing through a five-year, unsecured revolving credit facility. Our Credit Facility is scheduled to expire on December 20, 2011. We expect to renew or replace our Credit Facility prior to its expiration.

The Credit Facility agreement contains an expansion feature for us to increase the total financing available under the Credit Facility by up to \$50.0 million for an aggregate of up to \$200.0 million in financing. Such increased financing would be provided by one or more existing Credit Facility lending institutions, subject to the approval of our current lenders, and/or in combination with one or more new lending institutions, subject to the approval of the Credit Facility's administrative agent. Interest on borrowings under the Credit Facility is calculated based on a floating rate for a duration of up to nine months as selected by us.

Our Credit Facility contains financial terms, covenants and operating restrictions that potentially restrict our financial flexibility. The material debt covenants under our Credit Facility include both a maximum leverage ratio and a minimum interest coverage ratio. The leverage ratio is a non-GAAP financial measure equal to the amount of our consolidated total indebtedness, as defined in our Credit Facility, divided by a contractually defined adjusted Earnings Before Interest, Taxes, Depreciation and Amortization and non-cash compensation ( Consolidated EBITDA ) for the trailing 12-month period. The interest coverage ratio is a non-GAAP financial measure equal to Consolidated EBITDA divided by total interest expense. Both ratios are designed as measures of our ability to meet current and future obligations. The following table presents the actual ratios and their threshold limits as defined by the Credit Facility as of September 30, 2011:

| <b>Covenant</b>                 | <b>Threshold</b> | <b>Actual</b> |
|---------------------------------|------------------|---------------|
| Maximum leverage ratio          | 3.0              | 0.0           |
| Minimum interest coverage ratio | 3.0              | 207.0         |

As of September 30, 2011, based upon these financial covenants, there was no default or limit on our ability to borrow the unused portion of our Credit Facility.

Our Credit Facility contains customary events of default, including nonpayment and breach covenants. In the event of default, repayment of borrowings under the Credit Facility could be accelerated. Our Credit Facility also contains cross default provisions whereby a default on any material indebtedness, as defined in the Credit Facility, could result in the acceleration of our outstanding debt and the termination of any unused commitment under the Credit Facility. The agreement potentially limits, among other things, our ability to sell assets, incur additional indebtedness, and grant or incur liens on our assets. Under the terms of the Credit Facility, all of our material domestic subsidiaries, if any, guarantee the commitment. Currently, we do not have any material domestic subsidiaries as defined under the terms of the Credit Facility. Although we do not believe that the terms of our Credit Facility limit the operation of our business in any material respect, the terms of the Credit Facility may restrict or prohibit our ability to raise additional debt capital when needed or could prevent us from investing in other growth initiatives. As of September 30, 2011, and October 31, 2011, we had no outstanding debt under the Credit Facility. Our outstanding borrowings under the Credit Facility was \$53.0 million as of December 31, 2010. We have been in compliance with the terms of the Credit Facility since the agreement's inception.

*Other Liquidity Matters*

Recruitment of younger demographic groups through cell phone household and targeted in-person recruiting initiatives for both our Diary and PPM services has increased and will continue to increase our cost of revenue as we strive to continue to improve the quality of our samples. We believe that based on current and anticipated levels of operating performance, our cash flow from operations, cash and cash equivalents, and availability under our Credit Facility will be sufficient to support our operations for the next 12 months.

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### **Seasonality**

#### *Revenue*

We recognize revenue for services over the terms of license agreements as services are delivered while expenses are recognized as incurred. We currently gather radio-listening data in 284 U.S. local markets, including 236 Diary markets and 48 PPM Markets.

In our PPM markets, we deliver ratings 13 times a year, with four PPM ratings reports delivered in the fourth quarter. As a result, we expect to recognize more revenue in PPM Markets in the fourth quarter than in each of the first three quarters of the year.

As we commercialized the PPM service, our deferred revenue decreased compared to our historical trends due to the more frequent delivery of our PPM service, which is delivered 13 times a year versus the quarterly and semi-annual delivery for our Diary service. The commercialization of the PPM service in the PPM Markets was completed at the end of 2010. We expect that approximately one year after the completion of the commercialization of the PPM service in the PPM Markets, deferred revenue will begin to increase, as compared to trends during the commercialization of the PPM service, due to the impact of price escalators and the organic growth of our business.

During the transition period from the Diary service to PPM service in each PPM Market, there were changes in the seasonality pattern because during the initial quarter in which the PPM ratings service is commercialized in a market, we recognize revenue based on the delivery of both the final quarterly Diary ratings and the initial monthly PPM ratings for that market.

All 236 Diary markets are measured at least twice per year (April-May-June for the Spring Survey and October-November-December for the Fall Survey). In addition, we measure 48 larger Diary markets an additional two times per year (January-February-March for the Winter Survey and July-August-September for the Summer Survey). We generally deliver our Diary ratings reports and recognize the related revenue in the quarter after the survey is measured. Consequently, our Diary revenue is generally higher in the first and third quarters as a result of the delivery of the Fall Survey and Spring Survey to all Diary markets compared to revenue in the second and fourth quarters, when delivery of the Winter Survey and Summer Survey, respectively, is made only to 48 larger Diary markets.

Revenue related to the sale of Scarborough services by Arbitron is recognized predominantly in the second and fourth quarters when the substantial majority of services are delivered.

As a result of the various seasonal impacts mentioned above, we typically expect that the highest consolidated revenue quarter for the year would be the fourth quarter and the lowest would be the second quarter.

#### *Costs and expenses*

The transition from the Diary service to the PPM service in the PPM Markets also had an impact on the seasonality of costs and expenses. PPM costs and expenses generally increased six to nine months in advance of the commercialization of each market as we built the PPM panels. These build-up costs were incremental to the costs associated with our Diary-based ratings service and we recognized these increased costs as incurred rather than upon the delivery of a particular survey.

Now that all our planned PPM Markets are commercialized, and because we conduct our PPM services continuously throughout the year, we do not expect significant seasonality in PPM costs and expenses. In our Diary service, our expenses are generally higher in the second and fourth quarters as we conduct the Spring and Fall Surveys for all 236 of our Diary Markets.

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*Equity earnings/losses in Scarborough Research*

Our affiliate, Scarborough, typically experiences losses during the first and third quarters of each year because revenue is recognized predominantly in the second and fourth quarters when the substantial majority of services are delivered. Scarborough royalty costs, which are recognized in cost of revenue, are also higher during the second and fourth quarters.

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### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

#### **Interest Rate Risk**

The Company holds its cash and cash equivalents in highly liquid securities.

#### **Foreign Currency Exchange Rate Risk**

The Company's foreign operations are not significant and, therefore, its exposure to foreign currency risk is not material. If we expand our foreign operations, this exposure to foreign currency exchange rate changes could increase.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Evaluation of Disclosure Controls and Procedures**

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's President and Chief Executive Officer and the Company's Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the most recently completed fiscal quarter. Based upon that evaluation, the Company's President and Chief Executive Officer and the Company's Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this Report.

#### **Changes in Internal Control Over Financial Reporting**

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarterly period ended September 30, 2011, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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### **PART II OTHER INFORMATION**

#### **ITEM 1. LEGAL PROCEEDINGS**

We are involved, from time to time, in litigation and proceedings, including with governmental authorities, arising out of the ordinary course of business. Legal costs for services rendered in the course of these proceedings are charged to expense as they are incurred.

On April 30, 2008, Plumbers and Pipefitters Local Union No. 630 Pension-Annuity Trust Fund filed a securities class action lawsuit in the United States District Court for the Southern District of New York on behalf of a purported Class of all purchasers of Arbitron common stock between July 19, 2007, and November 26, 2007. The plaintiff asserts that Arbitron, Stephen B. Morris (our former Chairman, President and Chief Executive Officer), and Sean R. Creamer (currently our Executive Vice President, Chief Operating Officer & formerly Chief Financial Officer) violated federal securities laws. The plaintiff alleges misrepresentations and omissions relating, among other things, to the delay in commercialization of our PPM ratings service in November 2007, as well as stock sales during the period by company insiders who were not named as defendants and Messrs. Morris and Creamer. The plaintiff seeks class certification, compensatory damages plus interest and attorneys fees, among other remedies. On September 22, 2008 the plaintiff filed an Amended Class Action Complaint. On November 25, 2008, Arbitron, Mr. Morris, and Mr. Creamer each filed Motions to Dismiss the Amended Class Action Complaint. In September 2009, the plaintiff sought leave to file a Second Amended Class Action Complaint in lieu of oral argument on the pending Motions to Dismiss. The court granted leave to file a Second Amended Class Action Complaint and denied the pending Motions to Dismiss without prejudice. On or about October 19, 2009, the plaintiff filed a Second Amended Class Action Complaint. Briefing on motions to dismiss the Second Amended Class Action Complaint was completed in March 2010. Arbitron and each of Mr. Morris and Mr. Creamer again moved to dismiss the Second Amended Class Action Complaint. On September 24, 2010, the Court granted Mr. Creamer's motion to dismiss the plaintiff's claims against him, and all claims against Mr. Creamer were dismissed with prejudice. The motions to dismiss the Second Amended Class Action Complaint by Arbitron and Mr. Morris were denied. Arbitron and Mr. Morris each then filed answers denying the claims. On September 6, 2011, the Court entered an order granting the plaintiff's motion to certify the action as a class action, to appoint the lead plaintiff as class representative, and to appoint its counsel as lead counsel. The court defined the class as all purchasers of common stock of the Company who were damaged through purchasing stock during the period July 19, 2007 through November 26, 2007. The case is continuing in the discovery phase.

On or about June 13, 2008, a purported stockholder derivative lawsuit, *Pace v. Morris, et al.*, was filed against Arbitron, as a nominal defendant, each of our directors, and certain of our current and former executive officers in the Supreme Court of the State of New York for New York County. The derivative lawsuit is based on essentially the same substantive allegations as the securities class action lawsuit. The derivative lawsuit asserts claims against the defendants for misappropriation of information, breach of fiduciary duty, abuse of control, and unjust enrichment. On July 28, 2011 the derivative plaintiff filed an amended complaint that reiterates, in large part, the claims of the original complaint filed in 2008. The amended complaint also adds claims for breach of fiduciary duty related to the retirement of Mr. Morris in 2009 and the resignation of Mr. Skarzynski in 2010. The derivative plaintiff seeks equitable and/or injunctive relief, restitution and disgorgement of profits, plus attorneys' fees and costs, among other remedies.

The Company intends to defend itself and its interests vigorously against these allegations.

We are involved from time to time in a number of judicial and administrative proceedings considered ordinary with respect to the nature of our current and past operations, including employment-related disputes, contract disputes, government proceedings, customer disputes, and tort claims. In some proceedings, the claimant seeks damages as well as other relief, which, if granted, would require substantial expenditures on our part. Some of these matters raise difficult and complex factual and legal issues, and are subject to many uncertainties, including, but not limited to, the facts and circumstances of each particular action, and the jurisdiction, forum and law under which each action is pending. Because of this complexity, final disposition of some of these proceedings may not occur for several years. As such, we are not always able to estimate the amount of our possible future liabilities. There can be no certainty that we will not ultimately incur charges in excess of present or future established accruals or insurance coverage. Although occasional adverse decisions (or settlements) may occur, we believe that the likelihood that final disposition of these proceedings will, considering the merits of the claims, have a material adverse impact on our financial position or results of operations is remote.

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### **Item 1A. Risk Factors**

The only material changes to our risk factors as described in our annual report on Form 10-K for the year ended December 31, 2010 are to add the following:

#### ***Our acquisition of businesses could negatively impact our results of operations and financial condition.***

As part of our business strategy we may acquire businesses or other assets. Such acquisitions involve a number of financial, accounting, managerial, operational and other risks and challenges, including the following, any of which could adversely affect our profitability:

Any acquired business, technology, service, or asset could under-perform relative to our expectations and the price that we paid for it, or not perform in accordance with our anticipated timetable.

Acquisitions could cause our financial results to differ from our own or the investment community's expectations in any given period, or over the long-term.

Acquisition-related earnings charges (including both pre-closing and post-closing charges) could adversely impact operating results in any given period, and the impact may be substantially different from period to period.

Acquisitions could create demands on our management, operational resources and financial and internal control systems that we are not equipped to handle.

We could experience difficulty in integrating personnel, operations and financial and other systems and retaining key employees and customers.

We may be unable to achieve cost savings or other synergies anticipated in connection with an acquisition.

We may assume by acquisition unknown liabilities, known contingent liabilities that become realized, known liabilities that prove greater than anticipated, or internal control deficiencies. The realization of any of these liabilities or deficiencies may increase our expenses, adversely affect our financial position or cause us to fail to meet our public financial reporting obligations.

In connection with acquisitions, we may enter into post-closing financial arrangements such as purchase price adjustments, earn-out obligations and indemnification obligations, which may have unpredictable financial results.

As a result of any acquisitions, we may record significant goodwill and other indefinite lived intangible assets on our balance sheet.

If we are not able to realize the value of these assets, we may be required to incur charges relating to the impairment of these assets.

#### ***Foreign currency exchange rates may adversely affect our results of operations and financial condition.***

Sales and purchases in currencies other than the U.S. dollar expose us to fluctuations in foreign currencies relative to the U.S. dollar and may adversely affect our results of operations and financial condition. Increased strength of the U.S. dollar will increase the effective price of our services sold in U.S. dollars into other countries, which may require us to lower our prices or adversely affect sales to the extent we do not increase local currency prices. Decreased strength of the U.S. dollar could adversely affect the cost of materials, products and services purchased overseas. Our sales and expenses are also translated into U.S. dollars for reporting purposes and the strengthening or weakening of the U.S.

dollar could result in unfavorable translation effects.

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*Work stoppages, union and works council campaigns, labor disputes and other matters associated with our international employees could adversely impact our results of operations and cause us to incur incremental costs.*

Certain of our international employees are subject to non-U.S. collective labor arrangements. We are subject to potential work stoppages, union and works council campaigns and potential labor disputes, any of which could adversely impact our productivity and results of operations.

See Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2010 for a detailed discussion of risk factors affecting Arbitron.

## **ITEM 6. EXHIBITS**

| Exhibit No. | Exhibit Description  | Incorporated by Reference |     |         |             | Filed |
|-------------|--|---------------------------|-----|---------|-------------|-------|
|             |  | Form                      | No. | Exhibit | Filing Date |       |
| 10.1        | Form of Arbitron Inc. 2008 Equity Compensation Plan Non-Statutory Stock Option Agreement   |                           |     |         |             | *     |
| 31.1        | Certification of Chief Executive Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(a)  |                           |     |         |             | *     |
| 31.2        | Certification of Chief Financial Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(a)  |                           |     |         |             | *     |
| 32.1        | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002 |                           |     |         |             | *     |
| 101+        | The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, formatted in XBRL (eXtensible Business Reporting Language): |                           |     |         |             | *     |

(i) Condensed Consolidated Balance Sheets at September 30, 2011 and December 31, 2010;

(ii) Condensed Consolidated Statement of Income for the Three and Nine months Ended September 30, 2011 and 2010;



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| Exhibit No. | Exhibit Description  | Form | Incorporated by Reference |         |             | Filed |
|-------------|--|------|---------------------------|---------|-------------|-------|
|             |  |      | No.                       | Exhibit | Filing Date |       |
|             | (iii) Condensed Consolidated Statements of Comprehensive Income for the Three and Nine months Ended September 30, 2011 and 2010; |      |                           |         |             |       |
|             | (iv) Condensed Consolidated Statements of Cash Flows for the Nine months ended September 30, 2011 and 2010; and                  |      |                           |         |             |       |
|             | (v) Notes to Condensed Consolidated Financial Statements, tagged as block of text.*  |      |                           |         |             |       |

\* Filed or furnished herewith

+ Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

