The Nielsen Company B.V.

Annual report 2007

Report of the Executive Board

Note: the information in the Report of the Executive Board was derived from The Nielsen Company's form 10K which was filed with the SEC in the United States of America. The amounts in the form 10K are in U.S. Dollars and are left unchanged in the text below. For convenience purposes, the relevant non-notional amounts have been translated into Euro against the average 2007-rate of 0.73 (if applicable) or the year-end rate of 0.685 and have been added to the text.

Overview

On May 24, 2006, The Nielsen Company B.V. ("Nielsen", formerly known as VNU nv) was acquired by Valcon Acquisition B.V. through a tender offer to shareholders (the "Valcon Acquisition").

On January 23, 2006, Valcon Acquisition B.V. ("Valcon"), was formed. Subsequently, on March 8, 2006, Valcon Acquisition Holding (Luxembourg) S.àr.l. was formed by investment funds associated with AlpInvest Partners, The Blackstone Group, The Carlyle Group, Hellman & Friedman, Kohlberg Kravis Roberts & Co., and Thomas H. Lee Partners (collectively, the "Sponsors"). Valcon Acquisition Holding (Luxembourg) S.àr.l. is the direct parent of Valcon Acquisition Holding B.V., which is the direct parent of Valcon Acquisition B.V., which is the direct parent of Nielsen, respectively.

Valcon Acquisition Holding (Luxembourg) S.àr.l., Valcon Acquisition Holding B.V., and Valcon Acquisition B.V. had been formed for the purpose of facilitating the acquisition. Valcon's cumulative purchases of the outstanding common shares and preferred B shares resulted in a combined 99.44% ownership of Nielsen's issued and outstanding shares as of December 31, 2007. In 2008 Valcon acquired the remaining Nielsen shares through a statutory squeeze-out procedure, pursuant to Dutch legal and regulatory requirements. The common and preferred shares were delisted from the Euronext Amsterdam on July 11, 2006.

Nielsen together with its subsidiaries is a leading global information and media company providing essential integrated marketing and media measurement information, analytics and industry expertise to clients across the world. In addition, our trade shows, online media assets and publications occupy leading positions in a number of their targeted end markets. Through our broad portfolio of products and services, we track sales of consumer products each year, report on television viewing habits in countries representing more than 60% of the world's population, measure internet audiences and produce trade shows, print publications and online newsletters.

Our Consumer Services segment provides critical consumer behavior information and analysis primarily to businesses in the consumer packaged goods industry. Nielsen is a global leader in retail measurement services and consumer household panel data. Our extensive database of retail and consumer information, combined with advanced analytical capabilities, yields valuable strategic insights and information that influence our clients' critical business decisions such as enhancing brand management strategies, developing and launching new products, identifying new marketing opportunities and improving marketing return on investment.

Our Media segment provides measurement information for multiple media platforms, including broadcast and cable television, motion pictures, music, print, the internet and mobile telephones. Nielsen is the industry leader in U.S. television audience measurement, and our measurement data is widely accepted as the "currency" in determining the value of programming and advertising opportunities on U.S. television.

Our Business Media segment is a leading market-focused provider of integrated information and sales and marketing solutions. Through a multi-channel approach consisting of trade shows, online media assets and publications, Business Media offers attendees, exhibitors, readers and advertisers the insights and connections that assist them in gaining a competitive edge in their respective markets.

Our business generates a stable and predictable revenue stream and is characterized by long-term client relationships, multi-year contracts and high contract renewal rates related to marketing and media measurement services. Advertising across our segments represented only 4% of our total revenue in 2007. We serve a global client base across multiple end markets including consumer packaged goods, retail, broadcast and cable television, telecommunications, music and online media. The average length of relationship with our top ten clients including The Procter & Gamble Company, NBC/Universal, the Unilever Group, News Corp., Nestlé S.A. and The Coca-Cola Company is over 30 years.

Our revenue is highly diversified by business segment, geography and client. In 2007, 56% of our revenues were generated from our Consumer Services segment, 33% from our Media segment and the remaining 11% from our Business Media segment. We conduct our business activities in approximately 100 countries, with 56% of our revenues generated in the U.S., 10% in North and South America excluding the U.S., 25% in Europe, the Middle East and Africa, and the remaining 9% in Asia Pacific. No single client accounted for more than 5% of our total revenue in 2007.

The statement of income in our statutory financial statements shows a profit attributable to the equity holders of €400 million, versus €3,974 million for the year 2006.

Acquisitions and Investments in Affiliates through our Subsidiaries

For the year ended December 31, 2007, Nielsen completed several acquisitions with an aggregate consideration, net of cash acquired, of $832 million (€607 million). The most significant acquisitions were the purchase of the remaining minority interests in Nielsen BuzzMetrics for $47 million (€34 million) on June 4, 2007, the purchase of the remaining minority interest of Nielsen//NetRatings for $330 million (€241 million) on June 22, 2007 and the acquisition of Telephia, (now Nielsen Mobile), for $449 million (€328 million), a provider of syndicated consumer research in the telecom and mobile media markets, on August 9, 2007.

On October 15, 2007, the Company announced the formation of Nielsen Online, comprised of the Nielsen//NetRatings and Nielsen BuzzMetrics services, providing independent measurement and analysis of online audiences, advertising, video, blogs, consumer-generated media, word-of-mouth, commerce and consumer behavior.

The acquisition of Telephia will accelerate Nielsen's strategy of providing clients worldwide with the most accurate measurement and analysis of consumer behavior and media use across all platforms.

Divestitures through our Subsidiaries

On February 8, 2007, Nielsen completed the sale of a significant portion of its Business Media Europe ("BME") unit for $414 million (€302 million) in cash. During the year ended December 31, 2007, Nielsen recorded a gain on sale of discontinued operations of $15 million (€11 million).

On October 30, 2007, the Company completed the sale of its 50% share in VNU Exhibitions Europe to Jaarbeurs (Holding) B.V. for cash consideration of $51 million (€37 million).

In November 2004, pursuant to a Sale and Purchase Agreement dated September 26, 2004 ("SPA") between Nielsen and World Directories Acquisition Corp. ("WDA"), Nielsen completed the sale of its Directories business. The sale price was subject to adjustment based on final agreement of working capital and net indebtedness in the completion accounts. On August 31, 2006, a notice of disagreement was filed by WDA against Nielsen and certain of our subsidiaries pursuant to the SPA. The claim related to certain post-closing and final working capital adjustments. The dispute has been settled by the parties and mutual releases have been exchanged by agreement dated February 29, 2008. The impact to the financial statements was insignificant.

Nielsen Restructuring Costs

Transformation Initiative

In December 2006, we announced our intention to expand current cost-saving programs to all areas of Nielsen's operations worldwide. The Company further announced strategic changes as part of a major corporate transformation ("Transformation Initiative") designed to make the Company a more successful and efficient enterprise. As such, we are in the process of reducing costs by streamlining corporate functions, centralizing certain operational and information technology functions, leveraging global procurement, consolidating real estate, and expanding outsourcing or the relocation offshore of certain operational and production processes. Savings have already been realized from cost savings initiatives which have been implemented. The program is expected to be completed by the end of 2009. We estimate this will result in over $125 million (€86 million) of additional targeted annual run rate cost savings.

Through our subsidiaries, we incurred $98 million (€72 million) in severance costs and $6 million (€4 million) in asset write-offs for the year ended December 31, 2007. We also incurred $35 million (€26 million) in consulting fees and other costs, related to review of corporate functions and outsourcing opportunities, for the year ended December 31, 2007. All severance and consulting fees have been or will be settled in cash. Consulting fees and related costs were recorded as incurred. As of the year ended December 31, 2007, these actions provided for the elimination of approximately 3,400 positions globally.

Tata Consultancy Services ("TCS") Agreement

On October 18, 2007, Nielsen announced a relationship with TCS for the outsourcing of a portion of Nielsen's information technology and operations functions worldwide. TCS will assist Nielsen in integrating and centralizing multiple systems, technologies and processes on a global scale and will provide Nielsen with a broad suite of information technology and business process services, including general and process consulting, product engineering, program management, application development and maintenance, coding, data management, finance and accounting services and human resource services. TCS will also assist Nielsen in streamlining and simplifying its IT infrastructure and its applications and operational platforms across its businesses. The agreement, which is effective as of October 1, 2007, is valued at approximately $1 billion (€685 million) for ten years and was signed on February 19, 2008.

Liquidity and Capital Resources

Overview

Since the Valcon Acquisition and related financing, our contractual obligations, commitments and debt service requirements over the next several years are significant and are substantially higher than, seen from a Nielsen perspective, historical amounts. Our primary source of liquidity will continue to be cash generated from operations as well as existing cash.

We believe we will have available resources to meet both our short-term and long-term liquidity requirements, including debt service. We expect the cash flow from Nielsen's operations, combined with existing cash and amounts available under the revolving credit facility, to provide sufficient liquidity to fund our current obligations, projected working capital requirements, restructuring obligations, and capital spending over the next year.

The Transactions

In connection with the Valcon Acquisition in May 2006, Valcon entered into the Valcon Bridge Loan under which Valcon had borrowed $6,164 million as of August 2006 when the Valcon Bridge Loan was settled and replaced with permanent financing consisting of (i) senior secured credit facilities consisting of seven-year $4,175 million and €800 million senior secured term loan facilities and a six-year $688 million senior secured revolving credit facility and (ii) debt securities, consisting of $650 million 10% and €150 million 9% Senior Notes due 2014 of Nielsen Finance LLC and Nielsen Finance Co. (together "Nielsen Finance"), $1,070 million 12.5% Senior Subordinated Discount Notes due 2016 of Nielsen Finance LLC and Nielsen Finance Co. and €343 million 11.125% Senior Discount Notes due 2016 of The Nielsen Company B.V.

Senior Secured Credit Facilities

The senior secured credit facilities consist of a seven-year $4,175 million facility, which was increased to $4,525 million in August 2007, an €800 million facility, on which €254 million was permanently repaid in February 2007 leaving a balance of €546 million, with each facility fully drawn as at December 31, 2007, as well as a six-year $688 million senior secured revolving credit facility under which $10 million was outstanding as at December 31, 2007. The senior secured revolving credit facility of Nielsen Finance LLC, The Nielsen Company (US), Inc., Nielsen Holding and Finance B.V. (formerly known as VNU Holding and Finance B.V.) can be used for revolving loans, letters of credit and for swingline loans, and is available in U.S. Dollars, Euros and certain other currencies.

Nielsen Finance is required to repay installments on the borrowings under the senior secured term loan facility in quarterly principal amounts of 0.25% of their original principal amount commencing December 2006, with the remaining amount payable on the maturity date of the term loan facilities. Borrowings under the senior secured credit facilities bear interest at a rate equal to an applicable margin plus, at our option, various base rates. The applicable margin for borrowings under the senior secured credit facilities may be reduced subject to us attaining certain leverage ratios. We pay a quarterly commitment fee of 0.5% on unused commitments under the senior secured revolving facility. The applicable commitment fee rate may be reduced subject to us attaining certain leverage ratios.

The senior secured credit facilities are guaranteed by The Nielsen Company B.V., all of its wholly owned U.S. subsidiaries and certain of its non-U.S. wholly-owned subsidiaries (the "Group"), and is secured by substantially all of the existing and future property and assets (other than cash) of the Group's U.S. subsidiaries and by a pledge of the capital stock of the guarantors, the capital stock of Nielsen's U.S. subsidiaries and of the guarantors, and up to 65% of the capital stock of certain of the Group's non-U.S. subsidiaries. Under a separate security agreement, substantially all of the assets of Nielsen are pledged as collateral for amounts outstanding under the senior secured credit facilities.

Nielsen's senior secured credit facilities contain a number of covenants that, among other things, restrict, subject to certain exceptions, the ability of Nielsen Holding and Finance B.V. and its restricted subsidiaries and all of the Group's wholly owned U.S. subsidiaries (which together constitute most of the Group's subsidiaries) to incur additional indebtedness or guarantees, incur liens and engage in sale and leaseback transactions, make certain loans and investments, declare dividends, make payments or redeem or repurchase capital stock, engage in certain mergers, acquisitions and other business combinations, prepay, redeem or purchase certain indebtedness, amend or otherwise alter terms of certain indebtedness, sell certain assets, transact with affiliates, enter into agreements limiting subsidiary distributions and alter the business that Nielsen Holding and Finance B.V. and its restricted subsidiaries conduct. In addition, after an initial grace period, Nielsen Holding and Finance B.V. and its restricted subsidiaries are required, beginning with the twelve month period ending December 31, 2007, to maintain a maximum total leverage ratio and a minimum interest coverage ratio. The senior secured credit facilities also contain certain customary affirmative covenants and events of default. As of December 31, 2007, the Company was in compliance with the covenants described above.

Debt Securities

Nielsen Finance LLC and Nielsen Finance Co. (together "Nielsen Finance"), Valcon's wholly-owned subsidiaries, issued $650 million 10% and €150 million 9% Senior Notes due 2014 (the "Nielsen Finance Senior Notes"). Interest is payable on the Nielsen Finance Senior Notes semi-annually commencing in February 2007.

Nielsen Finance also issued $1,070 million 12.5% Senior Subordinated Discount Notes due 2016 ("Nielsen Finance Senior Subordinated Discount Notes") for $585 million. Interest accretes through 2011 and is payable semi-annually commencing February 2012.

The indentures governing the Nielsen Finance Senior Notes and Nielsen Finance Senior Subordinated Discount Notes limit Nielsen Holding and Finance B.V. and its restricted subsidiaries (which together constitute most of Valcon's subsidiaries) ability to incur additional indebtedness, pay dividends or make other distributions or repurchase our capital stock, make certain investments, enter into certain types of transactions with affiliates, use assets as security in other transactions and sell certain assets or merge with or into other companies subject to certain exceptions. Upon a change in control, Nielsen Finance is required to make an offer to redeem all of the Nielsen Finance Senior Notes and Nielsen Finance Senior Subordinated Discount Notes at a redemption price equal to the 101% of the aggregate accreted principal amount plus accrued and unpaid interest. The Nielsen Finance Senior Notes and Nielsen Finance Senior Subordinated Discount Notes are jointly and severally guaranteed by Nielsen, all of our wholly owned U.S. subsidiaries, and certain of our non-U.S. wholly-owned subsidiaries.

Nielsen received proceeds of €200 million on the issuance of the €343 million 11.125% senior discount notes due 2016 ("Senior Discount Notes"). Interest on these notes accretes through 2011 and is payable semi-annually commencing February 2012. The Senior Discount Notes are senior unsecured obligations and rank equal in right of payment to all of Nielsen's existing and future senior indebtedness. The Senior Discount Notes are effectively subordinated to Nielsen's existing and future secured indebtedness to the extent of the assets securing such indebtedness and will be structurally subordinated to all obligations of Nielsen's subsidiaries.

On August 18, 2007 Nielsen and Nielsen Finance exchanged the Nielsen Finance Senior Notes, Nielsen Finance Senior Subordinated Discount Notes and Senior Discount Notes for notes with substantially the same terms registered with the United States Securities and Exchange Commission.

Use of Proceeds of Transactions and other Financing Transactions

Through our subsidiaries, we entered into the following transactions in 2007:

- Effective January 19, 2007, Nielsen Holding and Finance B.V. entered into a cross-currency swap maturing in May, 2010 to hedge its exposure to foreign currency exchange rate movements on part of its GBP-denominated external debt. With this transaction a notional amount of GBP 225 million with a fixed interest rate of 5.625% has been swapped to a notional amount of €344 million with a fixed interest rate of 4.033%. The swap has been designated as a foreign currency cash flow hedge.

- Effective January 22, 2007, Nielsen obtained a 50 and 25 basis point reduction of the applicable margin on its U.S. Dollar and Euro senior secured term loan facilities. As of December 31, 2007, this reduction has resulted in estimated interest savings of $22 million (€16 million).

- On February 9, 2007, Nielsen applied $328 million (€255 million) of the BME sale proceeds towards making a mandatory pre-payment on the €800 million senior secured term loan facility which reduced the amount of the Euro facility to €545 million. By making this pre-payment, Nielsen is no longer required to pay the scheduled Euro quarterly installments for the remainder of the term of the senior secured term loan facility.

- Effective February 9, 2007, Nielsen Holding and Finance B.V. entered into a cross-currency swap maturing February, 2010 to convert part of its Euro-denominated external debt to U.S. Dollar-denominated debt. With this transaction a notional amount of €200 million with a 3-month Euribor based interest rate is swapped to a notional amount of $259 million with an interest rate based on 3-month USD-Libor minus a spread. No hedge designation was made for this swap.

- Effective May 31, 2007, Nielsen obtained a further 25 basis point reduction of the applicable margin on its U.S. Dollar and Euro senior secured term loan facilities as a result of achieving a secured leverage ratio below 4.25 as of March 31, 2007.

- To finance the acquisition of Nielsen//NetRatings for $330 million, Nielsen borrowed $115 million of the $688 million senior secured revolving credit facility which was subsequently reduced to $10 million.

- On August 9, 2007, the Company completed the acquisition of Telephia, Inc. for approximately $449 million. $350 million of the purchase price was borrowed under the incremental provision of its senior secured term loan facilities which increased the total U.S. Dollar facility to $4,525 million, and the balance funded through the availability under the Company's senior secured revolving credit facility and cash on hand.

Effective November 20, 2007, Nielsen exceeded the 4.25 secured leverage ratio. This was driven by the Telephia acquisition and weakening of the U.S. Dollar (impacting our non-U.S. Dollar denominated debt) and resulted in an increase of the applicable margin again by 25 basis points. The spread at the end of the year was 2.25 basis points; however, Nielsen will obtain a further 25 basis point reduction of the applicable margin on its U.S. Dollar and Euro senior secured term loan facilities as a result of achieving a secured leverage ratio below 4.25 as of December 31, 2007. This became effective when Nielsen filed its year-end compliance certificate on March 31, 2008.

EMTN Program and Other Financing Arrangements

Nielsen has a Euro Medium Term Note program ("EMTN") program in place. All debt securities and most private placements are quoted on the Luxembourg Stock Exchange. As at December 31, 2007 and December 31, 2006, amounts with carrying values of €520 million and €541 million of the program amount, respectively, were issued under the EMTN program. The Company can no longer issue new debt under the EMTN program.

Events after the Balance Sheet Date

Liquidity and Capital Resources

In relation to The Nielsen Company B.V. on a stand alone basis:

On May 28, 2008 Valcon Acquisition B.V. repaid its loan in the amount of €5,434 million to The Nielsen Company B.V. After this repayment The Nielsen Company B.V. made for the same amount (€5,434 million) an interim dividend distribution to Valcon Acquisition B.V.

In March 2009 the Company purchased and cancelled approximately GBP 101 million of the total GBP 250 million outstanding 5.625% EMTN debenture notes. This transaction was pursuant to a cash tender offer, whereby the Company paid, and participating note holders received, a price of £940 per £1,000 in principal amount of the notes, plus accrued interest. In conjunction with the GBP note cancellation the Company satisfied, and paid in cash, a portion of the remarketing settlement value associated with the cancelled notes to the two holders of a remarketing option associated with the notes. In addition, the Company unwound a portion of its existing GBP/Euro foreign currency swap, which was previously designated as a foreign currency cash flow hedge. The Company recorded a net loss of $3 million (€2 million) as a result of the combined elements of this transaction during the three months ended March 31, 2009. The net cash paid for the combined elements of this transaction was approximately $197 million (€151 million).

In June 2009, we purchased and cancelled all of our remaining outstanding GBP 149 million 5.625% EMTN debenture notes. This transaction was pursuant to a cash tender offer, whereby we paid, and participating note holders received, par value for the notes, plus accrued interest. In conjunction with the GBP note cancellation we satisfied, and paid in cash, the remaining portion of the remarketing settlement value associated with the cancelled notes to the two holders of a remarketing option associated with the notes. In addition, we unwound the remaining portion of our existing GBP/Euro foreign currency swap, which was previously designated as a foreign currency cash flow hedge. The Company recorded a net loss of approximately $12 million (€9 million) as a result of the combined elements of this transaction. The net cash paid for the combined elements of this transaction was approximately $330 million (€235 million).

In relation to subsidiaries of The Nielsen Company B.V.:

In February 2008, we entered into a 2-year interest rate swap agreement which fixed the LIBOR-related portion of the interest rates for $500 million of our variable rate debt.

Effective April 2, 2008, we obtained a 25 basis point reduction of the applicable margin on its U.S. Dollar and Euro senior secured term loan facilities as a result of achieving a secured leverage ratio below 4.25 as of December 31, 2007. In addition, we obtained a 25 basis point reduction of the applicable margin on our senior secured revolving credit facility as a result of achieving a total leverage ratio below 6.0 as of December 31, 2007.

On April 16, 2008, Nielsen Finance LLC and Nielsen Finance Co., the Company's subsidiaries, consummated a private offering of $220 million aggregate principal amount of their 10% Senior Notes due 2014 (the "Notes"). The net proceeds of the private offering were used to finance our acquisition of IAG and to pay related fees and expenses and the Notes were subsequently registered in July 2008.

In January 2009 we issued $330 million in aggregated principal amount of 11.625% Senior Notes due 2014 at an issue price of $297 million with cash proceeds of approximately $291 million net of estimated fees and expenses.

In February 2009, we entered into two three-year forward interest swap agreements with starting dates of November 9, 2009. These agreements fix the LIBOR-related portion of the interest rates for $500 million of our variable-debt at an average rate of 2.47%. The commencement date of the interest rate swaps coincides with a $1 billion notional amount interest rate swap maturity that was entered into in November 2006.

In April 2009 Nielsen issued $500 million in aggregate principal amount of 11.5 % Senior Notes due 2016 at an issue price of $461 million with cash proceeds of approximately $452 million net of fees and expenses.

In June 2009 Nielsen Finance LLC ("Nielsen Finance"), our wholly owned subsidiary, entered into a Senior Secured Loan Agreement with Goldman Sachs Lending Partners, LLC, which provides for senior secured term loans in the aggregated principal amount of $500 million (the "New Term Loans") bearing interest at a fixed rate of 8.50%. The New Term Loans are secured on a pari passu basis with our existing obligations under our senior secured credit facilities and have a maturity of eight years. The net proceeds from the issuance of the New Term Loans of approximately $481 million were used in their entirety to pay down senior secured term loan obligations under our existing senior secured credit facilities.

In June 2009 Nielsen Finance received the requisite consent to amend its senior secured credit facilities to permit, among other things: (i) future issuances of additional secured notes or loans, which may include, in each case, indebtedness secured on a pari passu basis with Nielsen Finance's obligations under the senior secured credit facilities, so long as (a) the net cash proceeds from any such issuance are used to prepay term loans under the senior secured credit facilities at par until $500 million of term loans have been paid, and (b) 90% of the net cash proceeds in excess of the first $500 million from any such issuance (but all of the net cash proceeds after the first $2.0 billion) are used to prepay term loans under the senior secured credit facilities at par; and (ii) allow

Nielsen Finance to agree with lenders to extend the maturity of their term loans and revolving commitments and for it to pay increased interest rates or otherwise modify the terms of their loans in connection with such an extension (subject to certain limitations, including mandatory increases of interest rates under certain circumstances) (collectively, the "Amendment"). In connection with the Amendment, Nielsen Finance has extended the maturity of $1.25 billion of their existing term loans from August 9, 2013 to May 1, 2016. The interest rate margins of term loans that have been extended will be increased to 3.75%. The Amendment and the subsequent extension of maturity of a portion of the existing term loans is considered a modification of our existing obligations. We do not expect to record a material gain or loss as a result of this modification.

Acquisitions and Investments in Affiliates by subsidiaries

On December 19, 2008, we completed the purchase of the remaining 50% interest in AGB Nielsen Media Research, subsequently rebranded as AGB Nielsen Media ("AGBNMR"), a leading international television audience media measurement business, from WPP. In exchange for the remaining 50% interest in AGBNMR, we transferred our SRDS advertising data business assets and our 100% ownership in PERQ/HCI LLC, its healthcare media planning, trading and post campaign effectiveness business. In addition, we transferred our 11% share in IBOPE Pesquisa de Midea Ltda., IBOPE LatinAmerica S.A. and IMI.Com, which are part of the IBOPE Group. No material gain or loss was recorded on the business assets and ownerships transferred. Prior to completing this transaction, WPP and Nielsen agreed to close the operations of AGB Nielsen Media Research China, effective December 31, 2008.

On May 15, 2008, we completed the acquisition of IAG Research, Inc, subsequently rebranded as Nielsen IAG ("IAG"), for $223 million (€143 million).

For the year ended December 31, 2008, we paid cash consideration of $32 million (€22 million) associated with other acquisitions and investments in affiliates, net of cash acquired. In conjunction with these acquisitions and as of December 31, 2008, we have recorded deferred consideration of $12 million (€8 million), which was subsequently paid in January 2009.

Divestitures by subsidiaries

During the year ended December 31, 2008, we received $23 million (€16 million) in net proceeds primarily associated with two divestitures within our Business Media segment and the final settlement of the sale of our Directories segment to World Directories.

World Directories

In November 2004, pursuant to a Sale and Purchase Agreement dated September 26, 2004 ("SPA") between Nielsen and World Directories Acquisition Corp. ("WDA"), Nielsen completed the sale of its Directories business. The sale price was subject to adjustment based on final agreement of working capital and net indebtedness in the completion accounts. On August 31, 2006, a notice of disagreement was filed by WDA against Nielsen and certain of our subsidiaries pursuant to the SPA. The claim related to certain post-closing and final working capital adjustments. The dispute has been settled by the parties and mutual releases have been exchanged by agreement dated February 29, 2008. The impact to the financial statements was insignificant.

2007 Form 10K

Nielsen has filed a Form 10K (annual report pursuant to section 13 or 15(d) of the United States Securities Exchange Act of 1934) with the Securities and Exchange Commission (SEC) in the United States of America.

The Form is available through our website www.Nielsen.com

Financial Statements of The Nielsen Company B.V.

Balance Sheet as of December 31, 2007

Note	(EUR IN MILLIONS)	2007	2006
	Assets:		
	Non-current assets		
3	Investment in subsidiary	3,031	3,027
4	Long term loans due from affiliated companies	494	5,094
	Other non-current assets	6	8
		3,531	8,129
	Current assets		
4	Short term loans due from affiliated companies	5,220	-
5	Receivable from affiliated companies	203	398
	Other receivables	-	-
	Cash and cash equivalents	-	3
		5,423	401
	Total assets	8,954	8,530
	Equity and liabilities:		
6	**Shareholders' equity:**		
	Share capital	53	53
	Additional paid in capital	2,659	2,655
	Retained earnings	5,435	5,035
	Legal reserves	(1)	(2)
	Total shareholders' equity	8,146	7,741
	Non-current liabilities		
7	Long term borrowings from third parties	746	745
	Current liabilities		
	Short term borrowings from third parties	4	-
	Short term borrowings from affiliated companies	58	32
	Accounts payable and other current liabilities	-	12
	Total liabilities	808	789
	Total equity and liabilities	8,954	8,530

Statement of Income for the year ended December 31, 2007

Note	(EUR IN MILLIONS)	2007	2006
	Personnel costs	-	2
	Impairment charge on investment in subsidiaries	-	1,530
	Other operating expenses	5	18
	Operating profit	(5)	(1,550)
	Interest income	508	258
	Interest expense	(57)	(81)
	Other financial (losses)/gains	(2)	(116)
	Profit before tax	444	(1,489)
	Income tax expense	(44)	(20)
	Dividend income from subsidiaries	-	5,483
8	**Profit for the year**	400	3,974

Notes to the Financial Statements

1. General

The Nielsen Company B.V. (the "Company") is a global information and media company with leading market positions and recognized brands. Nielsen is organized into three segments: Consumer Services, Media and Business Media. Nielsen is active in approximately 100 countries, with its headquarters located in Diemen, the Netherlands and New York, USA.

On May 24, 2006, Nielsen was acquired through a tender offer to shareholders by Valcon Acquisition B.V. ("Valcon"), an entity formed by investment funds associated with AlpInvest Partners, The Blackstone Group, The Carlyle Group, Hellman & Friedman, Kohlberg Kravis Roberts & Co., and Thomas H. Lee Partners (collectively, the "Sponsors"). Valcon's cumulative purchases totaled 99.4% of Nielsen's outstanding common shares as of December 31, 2007. In May 2008, Valcon acquired the remaining Nielsen common shares through a statutory squeeze-out procedure pursuant to Dutch legal and regulatory requirements and therefore held 100% of the Company's outstanding common shares as of December 31, 2008. Valcon also acquired 100% of the preferred B shares which were subsequently canceled during 2006. The common and preferred shares were delisted from the NYSE Euronext on July 11, 2006.

2. Basis of Presentation

The financial statements of The Nielsen Company B.V., for the year ended December 31, 2007 have been prepared in accordance with Title 9, Book 2 of the Netherlands Civil Code. The financial statements are stated in English based on shareholders' agreement. The financial statements have been prepared on a historical cost basis, except for derivative financial instruments which are shown at fair value.

With reference to article 2:408, no consolidated financial statements are prepared. The figures of the Company are included in the consolidated financial statements of Valcon Acquisition B.V., Haarlem. Valcon Acquisition Holding (Luxembourg) S.àr.l. is the direct parent of Valcon Acquisition Holding B.V., which is the direct parent of Valcon Acquisition B.V., which is the direct parent of The Nielsen Company B.V. ("Nielsen").

The Company is a holding company and does not have any material assets or operations other than ownership of the capital stock of its direct and indirect subsidiaries. All of the Company's operations are conducted through its subsidiaries, and, therefore, the Company is expected to continue to be dependent upon the cash flows of its subsidiaries to meet its obligations.

The principal accounting policies applied in the preparation of these financial statements are set out below.

Foreign Currency Translation

The functional and presentation currency of the Company is the Euro (EUR or €). Transactions in foreign currencies are recorded in the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the initial transaction date. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

All resulting exchange differences are recognized as a separate component of equity whereas transaction gains and losses are recognized in other income and other expense. On disposal of a foreign entity, the deferred cumulative amount recognized in equity relating to that particular foreign operation is recognized in the statement of income.

Use of Estimates

The preparation of financial information requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as well as disclosure of contingent assets and liabilities at the date of the financial information and the reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from estimates.

Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand and deposits held at call with banks with a remaining maturity of three months or less. Cash equivalents are carried at fair value.

Financial fixed assets

The Nielsen Company B.V. has one fully owned subsidiary, which is carried at cost as the Company applies article 2:408.

Impairment of Assets

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

Impairment losses of tangible assets are included in depreciation and amortization expenses in the statement of income, while impairment losses of other non-current financial assets are included in financial expense.

Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the statement of income over the term of the borrowings using the effective interest method.

Derivative financial instruments and hedge accounting

The Company uses derivative financial instruments principally to manage the risk associated with movements in foreign currency exchange rates and the risk that changes in interest rates will affect the fair value or cash flows of its debt obligations.

All derivative financial instruments are recognized on the balance sheet at fair value. For derivative financial instruments that qualify for hedge accounting, changes in the fair value are either offset against the change in fair value of the hedged assets, liabilities or firm commitments through income, or recognized in equity as a component of other reserves until the hedged item is recognized in income, depending on whether the derivative financial instrument is being used to hedge changes in fair value, cash flows or net investments in foreign operations. The ineffective portion of a derivative financial instrument's change in fair value is immediately recognized in income. The purpose of hedge accounting is to match the impact of the hedged item and the hedging instrument in the statement of income or to match the movements on the net investments due to currency differences with the related hedging instruments in equity. To qualify for hedge accounting, the hedging relationship must meet strict conditions with respect to documentation, probability of occurrence, hedge effectiveness and reliability of measurement.

Share-based compensation

The costs of option plans are measured by reference to the fair value of the options at the date at which the options are granted. The fair value is determined using a Black-Scholes option pricing model, taking into account market conditions linked to the price of the VNU share (until the Valcon-acquisition). The costs of these options are recognized in income (personnel costs), together with a corresponding increase in equity (reserve for share-based compensation) during the vesting period. No expense is recognized for options that do not ultimately vest.

Income Taxes

The Nielsen Company B.V. is part of the Dutch fiscal unity of Valcon Acquisition Holding B.V. Based on an agreement with the parent of the fiscal group, the company only accrues for current taxes related to the income of the year then ended. Deferred income taxes have been transferred to the parent and are not recorded in the Company's books.

3. Investment in subsidiary

(EUR IN MILLIONS)	2007	2006
Subsidiary		
Balance at December 31, prior year	3,027	4,005
Accounting policy change to valuation at cost	-	(415)
Balance at January 1	3,027	3,590
Capital contributions	4	967
Impairment charge	-	(1,530)
Balance at December 31,	3,031	3,027

The Company has one material subsidiary, being the fully owned subsidiary VNU Intermediate Holding BV, Diemen.

In 2007, the Company contributed in cash an additional amount of €4 million. In 2006, the Company made capital contributions for an amount of €967 million. In 2006, the investment was impaired by the difference between the investment cost and the fair value of the investment based on the share price as included in the offer memorandum dated April 2006 considering subsequent dividend payments for the amount of €5.5 billion.

A list with The Nielsen Company B.V. subsidiaries, associates and joint ventures is published at the Chamber of Commerce for Amsterdam in the Netherlands and available from The Nielsen Company B.V. upon request. The list is also available on Nielsen's website www.nielsen.com.

4. Loans due from affiliated companies

4.1 Long term loan due from affiliated companies

(EUR IN MILLIONS)	2007	2006
Balance at January 1	5,094	2,092
Changes in loans during the period (a.o. reclassification to "short term")	(4,600)	3,002
Balance at December 31	494	5,094

The balance relates to loans to Nielsen Holding & Finance B.V. At year end the interest rates vary from 2.625 to 6.875%.

4.2 Short term loans due from affiliated companies

(EUR IN MILLIONS)	2007	2006
Balance at January 1	-	-
Changes in loans during the period (reclassification from "long term")	5,220	-
Balance at December 31	5,220	-

This loan to the parent company Valcon Acquisition B.V. was redeemed in 2008, which was possible after a dividend distribution by Nielsen to Valcon Acquisition B.V. of an equal amount. The loan bares an interest rate of 10%.

5. Receivable from affiliated companies

The balance mainly relates to current account receivables from group companies, to be settled within one year.

6. Shareholders' Equity

Statement of Changes in Equity

(EUR IN MILLIONS)	Share capital	Additional Paid-in Capital	Retained earnings	Legal reserves	Other reserves	Total Shareholders equity
Balance, December 31, 2005	52	2,623	1,846	(411)	39	4,149
Subsidiaries at cost: Accounting policy change	-	-	(824)	409	-	(415)
Balance, January 1, 2006	52	2,623	1,022	(2)	39	3,734
Foreign currency translation	-	-	-	-	-	-
Profit for the period	-	-	3,974	-	-	3,974
Total income and expense for the period	-	-	3,974	-	-	3,974
Share option exercise	1	32	-	-	-	33
Share-based compensation cancellation	-	-	39	-	(39)	-
Balance, December 31, 2006	53	2,655	5,035	(2)	-	7,741
Foreign currency translation	-	-	-	1	-	1
Profit for the period	-	-	400	-	-	400
Total income and expense for the period	-	-	400	1	-	401
Capital contribution	-	4	-	-	-	4
Balance, December 31, 2007	53	2,659	5,435	(1)	-	8,146

Share Capital

(EUR IN MILLIONS, EXCEPT SHARE DATA)	2007	2006
Common shares, Euro 0.20 par value, 550,000,000 shares authorized; 258,463,857 and 258,463,857 shares issued at December 31, 2007 and 2006, respectively	52	52
7% preferred stock, Euro 8.00 par value, 150,000 shares authorized, issued and outstanding at December 31, 2007 and 2006, respectively	1	1
Balance at December 31,	53	53

Issued Common Shares

(ACTUAL NUMBER OF UNITS)	2007	2006
Balance at January 1,	258,463,857	257,073,932
Exercise of management and personnel options	-	1,369,925
Conversion priority shares into common shares	-	20,000
Balance at December 31,	258,463,857	258,463,857

In the event of an issuance of common stock, each holder of common stock has the first opportunity to purchase newly issued Nielsen common stock proportionate to the percentage of shares already held by the respective holder ("pre-emptive right"). However, such holder does not have any pre-emptive right to (i) stock issued against contribution other than in cash, and (ii) common stock issued to employees of Nielsen or of a group company of Nielsen.

Each share of 7% preferred stock had the right to 40 votes, non-cumulative dividend of €0.64 per share and a liquidation preference equal to the original issuance price of the 7% preferred stock, any capital contributions of the shareholder and any unpaid dividends, increased annually by 7% through the date of dissolution. No dividend was declared or paid on the 7% preferred stock in 2007 or 2006.

The issued and outstanding common shares and 7% preferred shares of the Company were listed on the stock exchange of Euronext Amsterdam until delisting as of July 11, 2006 (See Note 1).

On March 31, 2006, the Company acquired the priority shares which were subsequently converted into 20,000 common shares on June 13, 2006.

Concurrent with the Valcon Acquisition, the Company canceled all vested and unvested stock options and paid to each holder of options cash equal to the excess of the offer price of USD 29.50 over the exercise price.

Legal Reserves

(EUR IN MILLIONS)	December 31, 2007	December 31, 2006
Net unrealized gains/(losses)	(1)	(2)
Total legal reserves	(1)	(2)

Dutch law requires that non-distributable reserves are maintained for unrealized gains and losses on financial instruments and for cumulative translation adjustments.

7. Non-current liabilities

(EUR IN MILLIONS)	2007 Carrying Amount	2007 Fair Value	2006 Carrying Amount	2006 Fair Value
EUR 343 million 11.125% senior discount debenture loan due 2016	226	206	204	238
GBP 250 million 5.625% debenture loan (EMTN) due 2010 or 2017	352	324	383	354
Other private placement debenture loans (EMTN) due 2010-2012	168	156	158	161
Total long-term debt	746	686	745	753
Less: Current portion of long-term debt	-	-	-	-
Non-current portion of long-term debt	746	686	745	753

The following loans from third parties are recorded on the balance sheet of the Company:

In August 2006, Nielsen issued €343 million 11.125% senior discount notes due 2016 ("Senior Discount Notes"), with a carrying value of €226 million and €204 million at December 31, 2007 and December 31, 2006, respectively. Interest accretes through 2011 and is payable semi-annually commencing February 2012. The Senior Discount Notes are senior unsecured obligations and rank equal in right of payment to all of Nielsen's existing and future senior indebtedness. The notes are effectively subordinated to Nielsen's existing and future secured indebtedness to the extent of the assets securing such indebtedness and will be structurally subordinated to all obligations of Nielsen's subsidiaries.

Nielsen has a Euro Medium Term Note ("EMTN") program in place under which no further debenture loans and private placements can be issued. All debenture loans and most private placements are quoted on the Luxembourg Stock Exchange. At December 31, 2007 and 2006, amounts with a carrying value of €520 million and €541 million, respectively, were outstanding under the EMTN program.

Outstanding under the EMTN program above is a GBP 250 million 5.625% EMTN debenture loan issued in 2003 and due in 2010 or 2017 with a carrying amount of €352 million and €383 million at December 31, 2007 and December 31, 2006, respectively. The GBP debenture loan will mature in 2010, unless the maturity has been extended to 2017 pursuant to a remarketing option held by two investment banks. The holders of the remarketing option have the right to acquire the debenture loan in May 2010 and remarket it with a new interest rate determined pursuant to an interest reset procedure. If such right is exercised and the interest reset procedure is not otherwise terminated, the maturity of the debenture loan will be extended to May 2017. If the holders of the remarketing option do not elect to exercise such option, or if the interest reset procedure is terminated (including termination of election by Nielsen), the GBP loan will mature at par in May 2010. In March 2009 Nielsen purchased and cancelled a portion of this outstanding debenture loan pursuant to a cash tender offer and the remaining portion was purchased and cancelled in June 2009. Refer to the subsequent event section below for a further discussion of this transaction. Accordingly, the December 31, 2008 balance of the GBP-loan was classified as current.

Other borrowings and financing through Nielsen's subsidiaries

Senior Secured Credit Facilities

The senior secured credit facilities consist of a seven-year $4,175 million facility, which was increased to $4,525 million in August 2007, an €800 million facility, on which €254 million was permanently repaid in February 2007 leaving a balance of €546 million, with each facility fully drawn as at December 31, 2007, as well as a six-year $688 million senior secured revolving credit facility under which $10 million was outstanding as at December 31, 2007. The senior secured revolving credit facility of Nielsen Finance LLC, The Nielsen Company (US), Inc., Nielsen Holding and Finance B.V. can be used for revolving loans, letters of credit and for swingline loans, and is available in U.S. Dollars, Euros and certain other currencies.

The senior secured credit facilities are guaranteed by the Company and its subsidiaries ('Nielsen'), and certain of its existing and subsequently acquired or organized wholly-owned subsidiaries and are secured by substantially all of the existing and future property and assets (other than cash) of Nielsen's U.S. subsidiaries and by a pledge of the capital stock of the guarantors, the capital stock of Nielsen's U.S. subsidiaries and the guarantors and by up to 65% of the capital stock of certain of Nielsen's non-U.S. subsidiaries. Under a separate security agreement, substantially all of the assets of Nielsen are pledged as collateral for amounts outstanding under the senior secured credit facilities.

The senior secured credit facilities contain a number of covenants that, among other things, restrict, subject to certain exceptions, Nielsen and most of its subsidiaries' ability to incur additional indebtedness or guarantees, incur liens and engage in sale and leaseback transactions, make certain loans and investments, declare dividends, make payments or redeem or repurchase capital stock, engage in certain mergers, acquisitions and other business combinations, prepay, redeem or purchase certain indebtedness, amend or otherwise alter terms of certain indebtedness, sell certain assets, transact with affiliates, enter into agreements limiting subsidiary distributions and alter the business that Nielsen conducts. Beginning with the twelve month period ending September 30, 2007, Nielsen has been required to maintain a maximum total leverage ratio and a minimum interest coverage ratio. The senior secured credit facilities also contain certain customary affirmative covenants and events of default. Nielsen has been in compliance with all such covenants.

Debenture loans

In August 2006, Nielsen Finance LLC and Nielsen Finance Co. (together "Nielsen Finance"), wholly-owned subsidiaries of Nielsen, issued $650 million 10% and €150 million 9% senior notes due 2014 (the "Old Senior Notes"). On April 16, 2008, Nielsen Finance consummated a private offering of $220 million aggregate principal amount of additional 10% Senior Notes due 2014 ("the New Senior Notes" and, together with the Old Senior Notes, the "Senior Notes"). The net proceeds of the private offering were used to finance the Company's acquisition of IAG and to pay related fees and expenses. The New Senior Notes were subsequently registered in July 2008. The carrying values of the combined issuances of these notes were $869 million and $209 million at December 31, 2008, respectively (December 31, 2007: $650 million and $219 million, respectively). Interest is payable semi-annually as from February 2007. The Senior Notes are senior unsecured obligations and rank equal in right of payment to all of Nielsen Finance's existing and future senior indebtedness.

In August 2006, Nielsen Finance also issued $1,070 million 12.5% senior subordinated discount notes due 2016 ("Senior Subordinated Discount Notes") with a carrying amount of $784 million and $695 million at December 31, 2008 and December 31, 2007, respectively. Interest accretes through 2011 and is payable semi-annually commencing February 2012. The Senior Subordinated Discount Notes are unsecured senior subordinated obligations and are subordinated in right of payment to all Nielsen Finance's existing and future senior indebtedness, including the Senior Notes and the senior secured credit facilities.

The indentures governing the Senior Notes and Senior Subordinated Discount Notes limit the majority of Nielsen's subsidiaries' ability to incur additional indebtedness, pay dividends or make other distributions or repurchase our capital stock, make certain investments, enter into certain types of transactions with affiliates, use assets as security in other transactions and sell certain assets or merge with or into other companies subject to certain exceptions. Upon a change in control, Nielsen Finance is required to make an offer to redeem all of the Senior Notes and Senior Subordinated Discount Notes at a redemption price equal to the 101% of the aggregate accreted principal amount plus accrued and unpaid interest. The Senior Notes and Senior Subordinated Discount Notes are jointly and severally guaranteed by Nielsen.

8. Notes to the Statement of Income

The statement of income reflects the operating loss, consisting of operating costs including an impairment charge (in 2006), interest income, interest expense, other financial gains and losses, the result of investments in subsidiaries and income taxes.

The impairment charge in 2006 was booked on the investment in subsidiaries. The investment was impaired by the difference between the investment cost and the fair value of the investment subsequent to dividend distributions for the amount of Euro 5.5 billion, which have been recorded as dividend income from subsidiaries.

Interest expense is related to borrowings from third parties. Interest income is split as follows:

(IN MILLIONS)	2007	2006
Interest income from the loan to the parent company Valcon Acquisition B.V.	475	181
Interest income from loans to affiliated companies	30	77
Interest income from third parties	3	-
	508	258

In 2007, a currency exchange loss of €2 million is included in other financial gains and losses versus a gain of €2 million in 2006.

Included in other financial gains and losses in 2006 is the amortization of the difference, amounting to Euro 92 million, between nominal value and market value of the loans transferred to Nielsen Holding & Finance B.V. in 2005.

Valcon Acquisition Holding B.V. is the top company of the fiscal unity ("fiscale eenheid") in the Netherlands, together with Nielsen and several of Nielsen's Dutch subsidiaries. Nielsen is jointly and severally liable for tax obligations of the entire fiscal unity but these financial statements only reflect the income tax position of the company on a stand alone basis. The percentage of 10, used for the calculation of the tax expense, was based on an arrangement with Valcon Acquisition Holding B.V.

9. Employees

The Company currently has no employees and remunerates one member of the Company's Executive Board. The personnel costs in 2006 relate to remuneration of the (former) Executive Board member(s). The (former) Supervisory Board members received a remuneration of €0.2 million for 2007 (2006: €0.2 million).

10. Guarantees and Other Contingent Commitments

Letters of credit

At December 31, 2007, letters of credit issued by the Company and outstanding amount to $1 million.

At December 31, 2007, the Company's subsidiaries were committed under the following guarantee arrangements and other matters:

Sub-lease guarantees

Nielsen provides sub-lease guarantees in accordance with certain agreements pursuant to which Nielsen guarantees all rental payments upon default of rental payment by the sub-lessee. To date, the Company has not been required to perform under such arrangements, does not anticipate making any significant payments related to such guarantees and, accordingly, no amounts have been recorded.

Indemnification agreements

In connection with the sale of Directories in 2004, Nielsen is subject to certain contingent liabilities relating to periods prior to the sale, pursuant to an indemnity agreement with the acquirer. As of December 31, 2007, Nielsen has accrued approximately $45 million relating to this indemnity agreement.

Contingent consideration

Nielsen is obligated to provide additional consideration in a business combination to the seller if contractually specified conditions related to the acquired entity are achieved. At December 31, 2007, Nielsen had total maximum exposure for future estimated payments of $9 million, of which $1 million is based on continued employment and being expensed over the respective periods. An amount of $3 million and $1 million was recognized as selling, general and administrative expenses in the year ended December 31, 2007 and the period from March 8, 2006 to December 31, 2006, respectively.

D&B Legacy Tax Matters

In November 1996, D&B, then known as The Dun & Bradstreet Corporation ("Old D&B") separated into three public companies by spinning off the A.C. Nielsen Company ("ACNielsen") and Cognizant Corporation ("Cognizant") (the "1996 Spin-Off").

In June 1998, Old D&B changed its name to R.H. Donnelley Corporation ("Donnelley") and spun-off The Dun & Bradstreet Corporation ("New D&B") (the "D&B Spin"), and Cognizant changed its name to Nielsen Media Research, Inc. ("NMR"), now part of Valcon, and spun-off IMS Health (the "Cognizant Spin"). In September 2000, New D&B changed its name to Moody's Corporation ("Moody's") and spun-off a company now called The Dun & Bradstreet Corporation ("Current D&B") (the "Moody's spin"). In November 1999, Nielsen acquired NMR and in 2001 Nielsen acquired ACNielsen.

Pursuant to the agreements affecting the 1996 Spin-Off, among other things, certain liabilities, including certain contingent liabilities and tax liabilities arising out of certain prior business transactions (the "D&B Legacy Tax Matters"), were allocated among Old D&B, ACNielsen and Cognizant. The agreements provide that any disputes regarding these matters are subject to resolution by arbitration.

In connection with the acquisition of NMR, Nielsen recorded in 1999, a liability for NMR's aggregate liability for payments related to the D&B Legacy Tax Matters. During the second quarter of 2009, Nielsen paid approximately $11 million for the settlement of all probable claims relating to these matters.

Sunbeam Television Corp.

Sunbeam Television Corp. ("Sunbeam") filed a lawsuit in Federal District Court in Miami, Florida on April 30, 2009. The lawsuit alleges that Nielsen Media Research, Inc. violated Federal and Florida state antitrust laws and Florida's unfair trade practices laws by attempting to maintain a monopoly and abuse its position in the market, and breached its contract with Sunbeam by producing defective ratings data through its sampling methodology. The complaint does not specify the amount of damages sought and seeks declaratory and equitable relief. Nielsen believes this lawsuit is without merit and intends to defend it vigorously.

World Directories

In November 2004, Nielsen completed the sale of its Directories segment. The sales price was subject to adjustment based on final agreement on working capital and net indebtedness. On August 31, 2006, a notice of disagreement was filed by World Directories Acquisition Corp., now known as Truvo Acquisition Corporation against Nielsen and certain of our subsidiaries pursuant to the Sale and Purchase Agreement ("SPA") between the parties dated September 26, 2004 under which our World Directories business was sold. The claim arose in connection with certain post-closing matters under the SPA related to the submission of the completion accounts related to the business. The matter was submitted to arbitration pursuant to the SPA. The dispute has been settled by the parties and mutual releases have been exchanged by agreement dated February 29, 2008.

erinMedia

erinMedia, LLC ("erinMedia") filed a lawsuit in federal district court in Tampa, Florida on June 16, 2005. The suit alleges that NMR, a wholly owned subsidiary of Nielsen, violated Federal and Florida state antitrust laws by attempting to maintain a monopoly in the market for producing national television audience measurement data. The parties entered into a stipulated settlement and release of all claims as of February 25, 2008, and the case was ordered closed by the court.

Wrapsidy

On April 12, 2006, Wrapsidy, LLC filed a lawsuit in California Superior Court in Santa Clara County. The lawsuit originally alleged claims against Nielsen Media Research for violation of the California Franchise Investment Act, misappropriation of trade secrets, unfair competition and business practices, anticipatory breach of contract and other claims arising out of certain contracts between the parties. Wrapsidy also alleges harm arising out of certain contractual and pricing practices of Nielsen Media Research. The parties entered into a Settlement Agreement and Release of All Claims dated as of December 20, 2007, and the Court entered a Stipulation and Order of Dismissal With Prejudice on December 31, 2007, disposing of the litigation in its entirety.

Other Legal Proceedings and Contingencies

Nielsen is subject to litigation and other claims in the ordinary course of business.

Except as described above, there are no other pending actions, suits or proceedings against or affecting Nielsen which, if determined adversely to Nielsen, would in its view, individually or in the aggregate, have a material effect on Nielsen's business, consolidated financial position, results of operations and prospects.

Other information

1. Profit allocation according to articles of association

To the charge of the profit, any such amounts will be allocated to reserves as will be fixed by the Supervisory Board.

To the charge of the profit, after allocations to reserves in accordance with the preceding paragraph, a dividend of €0.64 will be distributed on every seven percent (7%) preferred share insofar as possible.

The balance of the profit will be freely available to the general meeting of shareholders, with the exception that the amounts distributed on the 7% preferred shares will never exceed the dividend fixed hereinbefore.

2. Proposal of profit allocation

The Supervisory Board approves to allocate all profit to the reserves. No dividends are declared on the 7% preferred shares. This proposal has been recorded in the financial statements.

3. Foundations

In 2006, the Foundation "Stichting tot beheer van de Prioriteitsaandelen in VNU nv" and the Foundation "Stichting VNU" were liquidated.

4. Events after the Balance Sheet Date

Liquidity and Capital Resources

In relation to The Nielsen Company B.V. on a stand alone basis:

On May 28, 2008 Valcon Acquisition B.V. repaid its loan in the amount of €5,434 million to The Nielsen Company B.V. After this repayment The Nielsen Company B.V. made for the same amount (€5,434 million) an interim dividend distribution to Valcon Acquisition B.V. .

In March 2009 the Company purchased and cancelled approximately GBP 101 million of the total GBP 250 million outstanding 5.625% EMTN debenture notes. This transaction was pursuant to a cash tender offer, whereby the Company paid, and participating note holders received, a price of £940 per £1,000 in principal amount of the notes, plus accrued interest. In conjunction with the GBP note cancellation the Company satisfied, and paid in cash, a portion of the remarketing settlement value associated with the cancelled notes to the two holders of a remarketing option associated with the notes. In addition, the Company unwound a portion of its existing GBP/Euro foreign currency swap, which was previously designated as a foreign currency cash flow hedge. The Company recorded a net loss of $3 million (€2 million) as a result of the combined elements of this transaction during the three months ended March 31, 2009. The net cash paid for the combined elements of this transaction was approximately $197 million (€151 million).

In June 2009, we purchased and cancelled all of our remaining outstanding GBP 149 million 5.625% EMTN debenture notes. This transaction was pursuant to a cash tender offer, whereby we paid, and participating note holders received, par value for the notes, plus accrued interest. In conjunction with the GBP note cancellation we satisfied, and paid in cash, the remaining portion of the remarketing settlement value associated with the cancelled notes to the two holders of a remarketing option associated with the notes. In addition, we unwound the remaining portion of our existing GBP/Euro foreign currency swap, which was previously designated as a foreign currency cash flow hedge. The company recorded a net loss of approximately $12 million (€9 million) as a result of the combined elements of this transaction. The net cash paid for the combined elements of this transaction was approximately $330 million (€235 million).

In relation to subsidiaries of The Nielsen Company B.V.:

In February 2008, we entered into a 2-year interest rate swap agreement which fixed the LIBOR-related portion of the interest rates for $500 million of our variable rate debt.

Effective April 2, 2008, we obtained a 25 basis point reduction of the applicable margin on its U.S. Dollar and Euro senior secured term loan facilities as a result of achieving a secured leverage ratio below 4.25 as of

December 31, 2007. In addition, we obtained a 25 basis point reduction of the applicable margin on our senior secured revolving credit facility as a result of achieving a total leverage ratio below 6.0 as of December 31, 2007.

On April 16, 2008, Nielsen Finance LLC and Nielsen Finance Co., the Company's subsidiaries, consummated a private offering of $220 million aggregate principal amount of their 10% Senior Notes due 2014 (the "Notes"). The net proceeds of the private offering were used to finance our acquisition of IAG and to pay related fees and expenses and the Notes were subsequently registered in July 2008.

In January 2009 we issued $330 million in aggregated principal amount of 11.625% Senior Notes due 2014 at an issue price of $297 million with cash proceeds of approximately $291 million net of estimated fees and expenses.

In February 2009, we entered into two three-year forward interest swap agreements with starting dates of November 9, 2009. These agreements fix the LIBOR-related portion of the interest rates for $500 million of our variable-debt at an average rate of 2.47%. The commencement date of the interest rate swaps coincides with a $1 billion notional amount interest rate swap maturity that was entered into in November 2006.

In April 2009 Nielsen issued $500 million in aggregate principal amount of 11.5 % Senior Notes due 2016 at an issue price of $461 million with cash proceeds of approximately $452 million net of fees and expenses.

In June 2009 Nielsen Finance LLC ("Nielsen Finance"), our wholly owned subsidiary, entered into a Senior Secured Loan Agreement with Goldman Sachs Lending Partners, LLC, which provides for senior secured term loans in the aggregated principal amount of $500 million (the "New Term Loans") bearing interest at a fixed rate of 8.50%. The New Term Loans are secured on a pari passu basis with our existing obligations under our senior secured credit facilities and have a maturity of eight years. The net proceeds from the issuance of the New Term Loans of approximately $481 million were used in their entirety to pay down senior secured term loan obligations under our existing senior secured credit facilities.

In June 2009 Nielsen Finance received the requisite consent to amend its senior secured credit facilities to permit, among other things: (i) future issuances of additional secured notes or loans, which may include, in each case, indebtedness secured on a pari passu basis with Nielsen Finance's obligations under the senior secured credit facilities, so long as (a) the net cash proceeds from any such issuance are used to prepay term loans under the senior secured credit facilities at par until $500 million of term loans have been paid, and (b) 90% of the net cash proceeds in excess of the first $500 million from any such issuance (but all of the net cash proceeds after the first $2.0 billion) are used to prepay term loans under the senior secured credit facilities at par; and (ii) allow Nielsen Finance to agree with lenders to extend the maturity of their term loans and revolving commitments and for it to pay increased interest rates or otherwise modify the terms of their loans in connection with such an extension (subject to certain limitations, including mandatory increases of interest rates under certain circumstances) (collectively, the "Amendment"). In connection with the Amendment, Nielsen Finance has extended the maturity of $1.25 billion of their existing term loans from August 9, 2013 to May 1, 2016. The interest rate margins of term loans that have been extended will be increased to 3.75%. The Amendment and the subsequent extension of maturity of a portion of the existing term loans is considered a modification of our existing obligations. We do not expect to record a material gain or loss as a result of this modification.

Acquisitions and Investments in Affiliates by subsidiaries

On December 19, 2008, we completed the purchase of the remaining 50% interest in AGB Nielsen Media Research, subsequently rebranded as AGB Nielsen Media ("AGBNMR"), a leading international television audience media measurement business, from WPP. In exchange for the remaining 50% interest in AGBNMR, we transferred our SRDS advertising data business assets and our 100% ownership in PERQ/HCI LLC, its healthcare media planning, trading and post campaign effectiveness business. In addition, we transferred our 11% share in IBOPE Pesquisa de Midea Ltda., IBOPE LatinAmerica S.A. and IMI.Com, which are part of the IBOPE Group. No material gain or loss was recorded on the business assets and ownerships transferred. Prior to completing this transaction, WPP and Nielsen agreed to close the operations of AGB Nielsen Media Research China, effective December 31, 2008.

On May 15, 2008, we completed the acquisition of IAG Research, Inc, subsequently rebranded as Nielsen IAG ("IAG"), for $223 million (€143 million).

For the year ended December 31, 2008, we paid cash consideration of $32 million (€22 million) associated with other acquisitions and investments in affiliates, net of cash acquired. In conjunction with these acquisitions and as of December 31, 2008, we have recorded deferred consideration of $12 million (€8 million), which was subsequently paid in January 2009.

Divestitures by subsidiaries

During the year ended December 31, 2008, we received $23 million (€16 million) in net proceeds primarily associated with two divestitures within our Business Media segment and the final settlement of the sale of our Directories segment to World Directories.

World Directories

In November 2004, pursuant to a Sale and Purchase Agreement dated September 26, 2004 ("SPA") between Nielsen and World Directories Acquisition Corp. ("WDA"), Nielsen completed the sale of its Directories business. The sale price was subject to adjustment based on final agreement of working capital and net indebtedness in the completion accounts. On August 31, 2006, a notice of disagreement was filed by WDA against Nielsen and certain of our subsidiaries pursuant to the SPA. The claim related to certain post-closing and final working capital adjustments. The dispute has been settled by the parties and mutual releases have been exchanged by agreement dated February 29, 2008. The impact to the financial statements was insignificant.

Ernst & Young

To: The Supervisory Board and the Shareholder of The Nielsen Company B.V.

Auditor's report

Report on the company financial statements

We have audited the accompanying company financial statements 2007 which are part of the annual report of The Nielsen Company N.V., Diemen, which comprise the balance sheet as at December 31, 2007, the statement of income for the year then ended and the notes.

Management's responsibility
Management is responsible for the preparation and fair presentation of the company financial statements and for the preparation of the management board report, both in accordance with Part 9 of Book 2 of the Netherlands Civil Code. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the company financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility
Our responsibility is to express an opinion on the company financial statements based on our audit. We conducted our audit in accordance with Dutch law. This law requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the company financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the company financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the company financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the company financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the company financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the company financial statements give a true and fair view of the financial position of The Nielsen Company as at December 31, 2007, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Netherlands Civil Code.

Report on other legal and regulatory requirements

Pursuant to the legal requirement under 2:393 sub 5 part f of the Netherlands Civil Code, we report, to the extent of our competence, that the management board report is consistent with the company financial statements as required by 2:391 sub 4 of the Netherlands Civil Code.

Amsterdam, August 12, 2009

Ernst & Young Accountants LLP

Signed by F.A.L. van der Bruggen

SIGNED this 12th day of August, 2009

THE EXECUTIVE BOARD OF THE NIELSEN COMPANY B.V.

David L Calhoun

Name: Mr. David Calhoun

Name: Mr. Marcel Rutte

THE SUPERVISORY BOARD OF THE NIELSEN COMPANY B.V.

Name: Mr. Michael Chae	Name: Mr. James Attwood Jr.
Name: Mr. Scott Schoen	Name: Mr. Alexander Navab
Name: Mr. Patrick Healy	Name: Mr. Iain Leigh
Name: Mr. James Kilts	Name: Mr. Richard Bressler
Name: Mr. Gerald Hobbs	Name: Mr. Simon Brown
Name: Mr. James Quella	Name: Mr. Eliot Merrill

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