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IN THE CIRCUIT COURT OF THE STATE OF OREGON
FOR THE COUNTY OF MULTNOMAH

IRA S. NATHAN, as Trustee for the Ira S. Nathan Revocable Trust, individually and on behalf of all others similarly situated,

Plaintiff.

v.

SERGE MATTA, MELVIN WESLEY III, MAGID M. ABRAHAM, GIAN M. FULGONI, RUSSELL FRADIN, WILLIAM J. HENDERSON, WILLIAM KATZ, RONALD J. KORN, JOAN LEWIS, and ERNST & YOUNG LLP,

Defendants.

Case No. _____

CLASS ACTION COMPLAINT

CLAIMS NOT SUBJECT TO MANDATORY ARBITRATION

Fee Authority: ORS 21.135(1), 2(a)

JURY TRIAL DEMANDED

15 Plaintiff Ira S. Nathan, as Trustee for the Ira S. Nathan Revocable Trust (“Plaintiff”),
16 individually and on behalf of all others similarly situated, brings this class action complaint
17 against Serge Matta, Melvin Wesley III, Magid M. Abraham, Gian M. Fulgoni, Russell Fradin,
18 William J. Henderson, William Katz, Ronald J. Korn, and Joan Lewis (collectively, the
19 “Individual Defendants”) as well as Ernst & Young LLP (“E&Y”) on behalf of a class of former
20 shareholders of Rentrak Corporation (“Rentrak”) whose Rentrak shares were converted to shares
21 of comScore, Inc. (“comScore”) upon the closing of the merger between Rentrak and comScore
22 on February 1, 2015 (the “Transaction” and the “Class”).¹

23 ¹ Plaintiff, by and through his attorneys, alleges upon personal knowledge as to himself and his
24 own acts, and upon information and belief as to all other matters. Plaintiff’s allegations are based
25 upon the investigation conducted by and through his attorneys, which included, among other
26 things, a review of documents filed by Defendants with the United States Securities and
Exchange Commission (the “SEC”) news reports, press releases and other publicly available
documents.

1 **NATURE AND SUMMARY OF THE ACTION**

2 1.

3 Plaintiff, on behalf of the Class, brings claims against all Defendants for violations of
4 Section 11 of the Securities Act of 1933 (the “Securities Act”). This court has jurisdiction over
5 claims arising under the Securities Act and such claims may not be removed to federal court. *See*
6 15 U.S.C. § 77v(a); *Luther v. Countrywide Home Loans Servicing LP*, 533 F.3d 1031, 1032 (9th
7 Cir. 2008) (“Section 22(a) of the Securities Act of 1933 creates concurrent jurisdiction in state
8 and federal courts over claims arising under the Act. It also specifically provides that such claims
9 brought in state court are not subject to removal to federal court.”).

10 2.

11 The issuance of comScore common stock in connection with the Transaction was
12 registered under the Securities Act of 1933, as amended, pursuant to comScore’s registration
13 statement on Form S-4 (File No. 333-207714), filed with the SEC and declared effective on
14 December 23, 2015 (the “Registration Statement”). This case arises from untrue statements of
15 material fact contained in the Registration Statement.

16 3.

17 The Registration Statement provided historical consolidated financial data for comScore
18 for 2010 through 2014—including (i) revenue; (ii) total expenses from operations; and (iii) (loss)
19 income from operations—derived from comScore’s audited consolidated financial statements,
20 which were incorporated by reference. The Registration Statement also provided the same
21 information for the six months ended June 30, 2015 and June 30, 2014. comScore has now
22 admitted that this financial information was misstated and can no longer be relied upon.
23 Defendants are strictly liable for the losses that Plaintiff and the Class have incurred as a result of
24 these untrue statements of material fact.

1 **PARTIES**

2 4.

3 Plaintiff, at all relevant times, was a significant holder of Rentrak common stock. On the
4 day the Transaction was announced, Plaintiff's investment in Rentrak common stock was valued
5 at well over a million dollars. When the Transaction closed, Plaintiff's Rentrak holdings were
6 converted into shares of comScore common stock and he has suffered significant financial harm
7 and damages from the decline in the value of that comScore stock caused by the corrective
8 disclosures described herein.

9 5.

10 Defendant Serge Matta was comScore's Chief Executive Officer from March 1, 2014 to
11 August 5, 2016. He has been a member of comScore's Board of Directors since April 15, 2014.
12 Matta signed the Registration Statement.

13 6.

14 Defendant Melvin Wesley III was comScore's Chief Financial Officer from August 2014
15 to August 5, 2016. Wesley signed the Registration Statement.

16 7.

17 Defendant Magid M. Abraham has been a member of comScore's Board of Directors
18 since 1999 and was its Executive Chairman from March 1, 2014 to July 22, 2016. On July 22,
19 2016, the Company announced that Abraham had resigned as Executive Chairman and would
20 leave the Board on the expiration of his term in 2018. Abraham signed the Registration
21 Statement.

22 8.

23 Defendant Gian M. Fulgoni has been comScore's Chief Executive Officer since August
24 5, 2016. He has been a member of the Company's Board of Directors since 1999 and has served
25 as Chairman Emeritus since 2014. Fulgoni signed the Registration Statement.

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9.

Defendant Russell Fradin has been a member of comScore’s Board of Directors since July 2014. Fradin signed the Registration Statement.

10.

Defendant William J. Henderson has been a member of comScore’s Board of Directors since August 2001. Henderson signed the Registration Statement.

11.

Defendant William Katz has been a member of comScore’s Board of Directors since June 2008. On September 12, 2016, Katz notified the Company that he intended to provide notice of resignation to the Company’s Board of Directors on September 30, 2016, with service through October 30, 2016. Katz signed the Registration Statement.

12.

Defendant Ronald J. Korn has been a member of comScore’s Board of Directors since November 2005. Korn signed the Registration Statement.

13.

Defendant Joan Lewis has been a member of comScore’s Board of Directors since January 2015. Lewis signed the Registration Statement.

14.

Defendant Ernst & Young LLP has served as comScore’s independent audit firm since 2000. The Registration Statement incorporated comScore’s consolidated financial statements for the year ended December 31, 2014 in reliance on the report of E&Y, given on the authority of E&Y as experts in auditing and accounting and included the following statement by E&Y:

We consent to the reference to our firm under the caption “Experts” in this Registration Statement (Form S-4) and related Prospectus of comScore, Inc. for the registration of shares of its common stock and to the incorporation by reference therein of our reports dated February 20, 2015, with respect to the consolidated financial statements of comScore, Inc., and the effectiveness of internal control over financial reporting of comScore, Inc., included in its Annual

1 Report (Form 10-K) for the year ended December 31, 2014, filed with the
2 Securities and Exchange Commission.

3 /s/ Ernst & Young LLP
4 McLean, Virginia
5 December 4, 2015

6 **RELEVANT NON-PARTIES**

7 15.

8 Rentrak Corporation was an Oregon corporation and became a wholly owned subsidiary
9 of comScore on February 1, 2016. Prior to February 1, 2016, Rentrak was an independent
10 corporation headquartered in Portland, Oregon. Rentrak traded on the NASDAQ exchange under
11 the ticker symbol "RENT."

12 **JURISDICTION AND VENUE**

13 16.

14 This Court has jurisdiction over each Defendant named herein because each Defendant is
15 an individual or entity who has sufficient minimum contacts with Oregon so as to render the
16 exercise of jurisdiction by the Oregon courts permissible under traditional notions of fair play
17 and substantial justice.

18 17.

19 Venue is proper in this Court because a substantial portion of the transactions and wrongs
20 complained of herein occurred in this county, and Defendants have received substantial
21 compensation in this county by doing business here and engaging in numerous activities that had
22 an effect in this County insofar as the actions alleged in this Complaint all involve the acquisition
23 by comScore of Rentrak, a corporation headquartered in this County and incorporated in Oregon.

24 18.

25 This court has jurisdiction over claims arising under the Securities Act of 1933. *See* 15
26 U.S.C. § 77v(a).

1 **SUBSTANTIVE ALLEGATIONS**

2 19.

3 The Transaction was an all-stock transaction in which Plaintiff and other Class members
4 received 1.15 shares of comScore stock for each share of Rentrak stock that they held. The
5 issuance of comScore common stock in connection with the Transaction was registered under the
6 Securities Act of 1933, as amended, pursuant to comScore’s registration statement on Form S-4
7 (File No. 333-207714), filed with the SEC and declared effective on December 23, 2015.
8 comScore filed its initial Form S-4 (Registration Statement Under The Securities Act of 1933) on
9 October 30, 2015. On December 4, 2015, comScore filed an amendment to the Registration
10 Statement (Amendment No. 1 to Form S-4 Registration Statement Under the Securities Act of
11 1933). The SEC declared the Registration Statement effective on December 23, 2015.

12 20.

13 The Registration Statement provided historical consolidated financial data for comScore
14 for 2010 through 2014—including (i) revenue; (ii) total expenses from operations; and (iii) (loss)
15 income from operations—derived from comScore’s audited consolidated financial statements,
16 which were incorporated by reference. The Registration Statement also provided the same
17 information for the six months ended June 30, 2015 and June 30, 2014:

18 **SUMMARY SELECTED HISTORICAL CONSOLIDATED FINANCIAL**
19 **DATA OF COMSCORE**

20 The following table sets forth comScore’s selected historical consolidated
21 financial and other data for the periods ended and as of the dates indicated. The
22 consolidated statements of operations for the years ended December 31, 2012,
23 2013 and 2014 and the consolidated balance sheet data as of December 31, 2013
24 and 2014 have been derived from comScore’s audited consolidated financial
25 statements incorporated by reference into this joint proxy statement/prospectus.
26 The consolidated statements of operations for the years ended December 31, 2010
and 2011 and the consolidated balance sheet data as of December 31, 2010, 2011
and 2012 have been derived from comScore’s audited consolidated financial
statements that are not incorporated by reference into this joint proxy
statement/prospectus. The consolidated statement of operations for the nine
months ended September 30, 2014 and 2015 and the consolidated balance sheet

1 data as of September 30, 2015 have been derived from comScore’s unaudited
2 condensed consolidated financial statements incorporated by reference into this
3 joint proxy statement/prospectus. The consolidated balance sheet data as of
4 September 30, 2014 has been derived from comScore’s unaudited condensed
5 consolidated financial statements that are not incorporated by reference into this
6 joint proxy statement/prospectus. The data presented below should be read in
7 conjunction with the section entitled “Management’s Discussion and Analysis of
8 Financial Condition and Results of Operations” and the consolidated financial
9 statements and the related notes contained in comScore’s most recent Annual
10 Report on Form 10-K and its Quarterly Report on Form 10-Q for the period ended
11 September 30, 2015, incorporated by reference into this joint proxy
12 statement/prospectus. See the section entitled “*Where You Can Find More*
13 *Information*” beginning on page 136 of this joint proxy statement/prospectus.
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	Year Ended December 31,					Nine Months Ended September 30,	
	2014	2013	2012	2011	2010	2015	2014
(In thousands, except share and per share data)							
Consolidated Statement of Operations Data:							
Revenues	\$ 329,151	\$ 286,860	\$ 255,193	\$ 232,392	\$ 174,999	\$ 271,148	\$ 239,048
Cost of revenues (1)	97,467	89,963	86,379	75,103	51,953	84,259	71,164
Selling and marketing (1)	103,525	99,947	91,849	78,289	59,641	75,376	78,791
Research and development (1)	60,364	41,025	33,994	34,050	26,377	49,937	39,192
General and administrative (1)	62,923	46,449	38,134	48,514	33,953	57,041	42,952
Amortization of intangible assets	7,230	7,957	9,289	9,301	4,534	9,904	5,786
Impairment of intangible assets	9,722	—	3,349	—	—	—	6,942
Gain on asset disposition	—	(214)	—	—	—	—	—
Loss on asset disposition	—	—	—	—	—	5,226	—
Settlement of litigation, net	2,700	(1,360)	—	5,175	—	(830)	2,780
Total expenses from operations	343,931	283,767	262,994	250,432	176,458	280,913	247,607
(Loss) income from operations	(14,780)	3,093	(7,801)	(18,040)	(1,459)	(9,765)	(8,559)
Interest and other (expense) income, net	(1,247)	(938)	(870)	(525)	53	(1,181)	(889)
Gain (loss) from foreign currency transactions	809	(62)	(744)	(410)	(347)	(529)	253
Gain on sale of marketable securities	—	—	—	211	—	—	—
(Loss) income before income taxes	(15,218)	2,093	(9,415)	(18,764)	(1,753)	(11,475)	(9,195)
Benefit (provision) for income taxes	5,315	(4,426)	(2,374)	2,974	177	324	1,952
Net loss	\$ (9,903)	\$ (2,333)	\$ (11,789)	\$ (15,790)	\$ (1,576)	\$ (11,151)	\$ (7,243)
Net loss per common share:							
Basic	\$ (0.29)	\$ (0.07)	\$ (0.35)	\$ (0.49)	\$ (0.05)	\$ (0.30)	\$ (0.22)
Diluted	\$ (0.29)	\$ (0.07)	\$ (0.35)	\$ (0.49)	\$ (0.05)	\$ (0.30)	\$ (0.22)
Weighted-average number of shares used in per share calculations:							
Basic	33,689,660	34,443,126	33,244,798	32,289,877	31,070,018	37,586,329	33,550,933
Diluted	33,689,660	34,443,126	33,244,798	32,289,877	31,070,018	37,586,329	33,550,933

(1) Amortization of stock-based compensation is included in the line items above as follows:

Cost of revenues	\$ 4,007	\$ 3,346	\$ 2,481	\$ 1,976	\$ 1,494	\$ 4,434	\$ 2,671
Selling and marketing	10,778	11,062	12,283	8,512	6,217	8,176	9,191
Research and development	4,610	3,021	1,919	1,988	1,868	4,531	2,580
General and administrative	22,578	9,606	8,213	8,784	8,195	21,876	12,000

	December 31,					September 30,	
	2014	2013	2012	2011	2010	2015	2014
(In thousands)							
Consolidated Balance Sheet Data:							
Cash, cash equivalents and short-term investments	\$ 43,015	\$ 67,795	\$ 61,764	\$ 38,071	\$ 33,736	\$141,829	\$ 39,610
Total current assets	178,883	178,799	148,929	119,373	103,097	263,463	159,018
Total assets	353,952	363,413	336,485	320,057	283,079	545,648	338,641
Total current liabilities	151,610	134,973	121,306	112,390	97,228	131,693	146,805
Equipment loan and capital lease obligations, long-term	13,072	13,330	6,478	6,676	7,959	14,673	13,039
Stockholders' equity	175,265	198,802	195,643	190,567	165,832	387,659	164,627

1 21.

2 Each of the Individual Defendants signed the Registration Statement. The Registration
3 Statement incorporated comScore’s consolidated financial statements for the year ended
4 December 31, 2014 in reliance on the report of E&Y, given on the authority of E&Y as experts
5 in auditing and accounting and included the following statement by E&Y:

6 We consent to the reference to our firm under the caption “Experts” in this
7 Registration Statement (Form S-4) and related Prospectus of comScore, Inc. for
8 the registration of shares of its common stock and to the incorporation by
9 reference therein of our reports dated February 20, 2015, with respect to the
10 consolidated financial statements of comScore, Inc., and the effectiveness of
internal control over financial reporting of comScore, Inc., included in its Annual
Report (Form 10-K) for the year ended December 31, 2014, filed with the
Securities and Exchange Commission.

11 /s/ Ernst & Young LLP
12 McLean, Virginia
13 December 4, 2015

14 22.

15 The Transaction closed on February 1, 2016. Plaintiff and the Class received 1.15 shares
16 of comScore stock—registered pursuant to the Registration Statement—for each share of
17 Rentrak stock that they held. Rentrak shares closed at \$44.47 per share on January 29, 2016—the
18 last day of trading before the Transaction closed. comScore shares closed at \$38.53 per share on
19 January 29, 2016 and \$39.00 per share on February 1, 2016. comScore stock closed today at
20 \$30.36 per share.

21 23.

22 On March 7, 2016, comScore announced that its Audit Committee was investigating
23 “certain potential accounting matters,” and, as a result, the Company (i) would be unable to file
24 its annual report on Form 10-K in a timely manner; (ii) was postponing its previously scheduled
25 Investor Day conference; and (iii) was postponing a previously announced share repurchase
26 program.

On September 15, 2016, comScore filed a Form 8-K, announcing that its financial results—including (i) revenue; (ii) total expenses from operations; and (iii) (loss) income from operations—had been misstated going back to 2013:

As previously disclosed, on February 19, 2016 the Audit Committee (the “Audit Committee”) of the Board of Directors (the “Board”) of comScore, Inc. (the “Company”) received a message regarding certain potential accounting matters. In response, the Audit Committee immediately commenced an investigation of the matters with the assistance of King & Spalding LLP, as independent counsel to the Audit Committee, and AlixPartners, LLP, as forensic accountants.

As a result of issues identified thus far in that investigation, on September 12, 2016 the Audit Committee, in consultation with management, concluded that (i) the Company’s consolidated financial statements for the quarters ended September 30, 2015, June 30, 2015 and March 31, 2015 included in the Company’s Quarterly Reports on Form 10-Q, (ii) the Company’s consolidated financial statements for the years ended December 31, 2014 and 2013 included in the Company’s Annual Reports on Form 10-K (including the interim periods within those years) and (iii) the Company’s preliminary unaudited condensed consolidated financial statements for the quarters and year ended December 31, 2015 included as an exhibit to the Company’s Current Report on Form 8-K furnished on February 17, 2016, should no longer be relied upon due to the misstatements described below.

Management and the Audit Committee have discussed the matters disclosed in this report with the Company’s independent registered public accounting firm, Ernst & Young LLP.

Background

As a result of the February 19, 2016 message, the Audit Committee has been investigating the issues raised by the message and matters related to the Company’s revenue recognition practices, disclosures and internal controls. **The investigation of the matters in the message is substantially complete and the Audit Committee identified areas of concern in the matters reviewed, including certain activities that reflect errors in judgment with respect to certain accounting practices and resulting disclosures as well as deficiencies in the Company’s internal control system. The transactions under review in the investigation principally relate to nonmonetary transactions. Management with input from accounting consultants has been analyzing**

1 these transactions, and as discussed below, management has concluded that
2 these transactions have been recorded in error.

3 As the investigation concludes, the Company also will be undertaking a
4 significant effort to help ensure that the errors in judgment and internal
5 control deficiencies did not impact other transactions that were not part of
6 the investigation. Therefore, there may be additional accounting adjustments
7 as a result of these efforts and such adjustments may be material.

8 Based on the results of the Audit Committee investigation to date and
9 management's review, the Company cannot support the prior accounting for
10 the nonmonetary transactions recorded by the Company during the years
11 ended December 31, 2013, 2014 and 2015. As a result, the Company has
12 concluded that revenue and expenses associated with all nonmonetary
13 transactions during the periods identified above should be reversed and
14 accounted for at historical cost rather than at fair value. There is no historical
15 cost basis associated with the assets that the Company exchanged and therefore
16 there should be no revenue recognized or expenses incurred for those transactions.
17 **While a nonmonetary transaction inherently has no effect on operating
18 income or cash flow over the life of the relevant agreement governing such
19 transaction, the timing of revenue recognized relative to the related expense
20 recognized may have an effect on a periodic basis.** As previously disclosed, the
21 Company does not expect in the future to enter into any nonmonetary transactions
22 that would result in the recognition of revenue.

23 Based on the results of the investigation to date, certain remediation actions have
24 been recommended by the Audit Committee, with a view toward improved
25 accounting and internal control practices. These recommendations include
26 enhancing communications to support a robust control environment;
27 strengthening controls around the Company's revenue recognition practices; and
28 enhancing the Company's internal audit and compliance functions. The Company
29 is committed to maintaining an effective control environment and making changes
30 needed to enhance effectiveness.

31 *Currently anticipated impacts of the misstatements*

32 **Based on the results of the investigation to date, the Company's current
33 preliminary estimate of errors discovered to date with respect to the
34 nonmonetary transactions described above on previously reported revenues,
35 expenses from operations, and operating income (loss) is as follows:**

(Dollars in thousands)

	Revenue		Total Expenses from Operations		(Loss) Income from Operations	
	Previously Reported	As Adjusted	Previously Reported	As Adjusted	Previously Reported	As Adjusted
Year Ended December 31, 2014	\$ 329,151	\$ 312,900	\$ 343,931	\$ 327,668	\$ (14,780)	\$ (14,768)
Year Ended December 31, 2013	\$ 286,860	\$ 283,615	\$ 283,767	\$ 281,971	\$ 3,093	\$ 1,644

(Dollars in thousands)

	Revenue		Total Expenses from Operations		(Loss) Income from Operations	
	Previously Reported	As Adjusted	Previously Reported	As Adjusted	Previously Reported	As Adjusted
Quarter ended March 31, 2015 ⁽¹⁾	\$ 87,329	\$ 83,532	\$ 96,519	\$ 92,348	\$ (9,190)	\$ (8,816)
Quarter ended June 30, 2015 ⁽¹⁾	91,414	80,649	94,232	89,242	(2,818)	(8,593)
Quarter ended September 30, 2015 ⁽¹⁾	92,405	83,310	90,162	85,032	2,243	(1,722)
Quarter ended December 31, 2015 ⁽¹⁾	97,669	92,362	90,554	84,030	7,115	8,332
Year Ended December 31, 2015 ⁽¹⁾	\$ 368,817	\$ 339,853	\$ 371,467	\$ 350,652	\$ (2,650)	\$ (10,799)

⁽¹⁾ The Company previously filed unaudited interim consolidated financial statements for the quarters ended March 31, June 30 and September 30, 2015 and furnished preliminary unaudited financial results for the quarter and year ended December 31, 2015.

The reported amounts for 2015 and the as adjusted amounts for 2013, 2014 and 2015 described above related to the errors in nonmonetary transactions are preliminary, unaudited and subject to change.

The Company is working toward filing its restated consolidated financial statements as soon as practicable. At this time, however, the Company cannot predict with certainty when the preparation of those prior period restated financial statements, as well as any subsequently required Forms 10-Q and Forms 10-K including the Company's financial statements, will be completed. The restated consolidated financial statements will reflect any additional accounting adjustments that arise as a result of the efforts described above.

The Company is committed to addressing the issues identified, and to re-establishing timely financial reporting as soon as practicable.

(Emphasis added).

25.

Pursuant to Generally Accepted Accounting Principles ("GAAP"), previously issued financial statements should be restated only to correct material accounting errors that existed at the time the statements were originally issued. See Statement of Financial Accounting Standards

1 No. 154. Therefore, the historical figures that were included in the Registration Statement
2 materially misstated comScore's (i) revenue; (ii) total expenses from operations; and (iii) (loss)
3 income from operations.

4 26.

5 The Transaction would not have closed but for the untrue statements of material fact
6 identified above. A majority of Rentrak stockholders would have voted against the Transaction,
7 if they had known that comScore had misstated its financial results and that, as a result, the price
8 of comScore stock was inflated and the consideration that they were to receive was worth
9 significantly less than its stated value. In the alternative, Plaintiff and the Class could have sold
10 their Rentrak shares prior to the share exchange.

11 **CLASS ACTION ALLEGATIONS**

12 27.

13 Plaintiff brings this action individually and as a class action on behalf of all holders of
14 Rentrak stock whose Rentrak stock was converted to comScore stock upon the closing of the
15 Transaction (the "Class"). Excluded from the Class are Defendants and any person, firm, trust,
16 corporation, or other entity related to or affiliated with any Defendant.

17 28.

18 This action is properly maintainable as a class action.

19 29.

20 The Class is so numerous that joinder of all members is impracticable. According to the
21 Company's SEC filings, there were more than 15.3 million shares of Rentrak common stock
22 issued and outstanding as of December 23, 2015. Consequently, the number of Class members is
23 believed to be in the thousands and are likely scattered across the United States. Moreover,
24 damages suffered by individual Class members may be small, making it overly expensive and
25 burdensome for individual Class members to pursue redress on their own.

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30.

There are questions of law and fact that are common to the Class and that predominate over questions affecting any individual Class member. The common questions include, *inter alia*:

- a. whether the Registration Statement contained untrue statements of material fact;
- b. whether the Individual Defendants signed the Registration Statement; and
- c. whether E&Y was, with its consent, named as having prepared or certified any part of the Registration Statement, or as having prepared or certified any report or valuation which is used in connection with the Registration Statement, with respect to the statement in the Registration Statement, report, or valuation, which purports to have been prepared or certified by E&Y.

31.

Plaintiff's claims are typical of the claims of the other members of the Class and Plaintiff does not have any interests adverse to the Class.

32.

Plaintiff is an adequate representative of the Class, has retained competent counsel experienced in litigation of this nature, and will fairly and adequately protect the interests of the Class.

33.

The prosecution of separate actions by individual members of the Class would create a risk of inconsistent or varying adjudications with respect to individual members of the Class, which would establish incompatible standards of conduct for Defendants; or adjudications with respect to individual members of the Class would, as a practical matter, be dispositive of the interest of other members or substantially impair or impede their ability to protect their interests.

34.

There will be no difficulty in the management of this litigation. A class action is superior to other available methods for the fair and efficient adjudication of this controversy.

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35.

Defendants have acted on grounds generally applicable to the Class with respect to the matters complained of herein, thereby making appropriate the relief sought herein with respect to the Class as a whole.

CLAIM FOR RELIEF

**Violation of Section 11 of the Securities Act
(Against All Defendants)**

36.

Plaintiff incorporates by reference and realleges each and every allegation contained above, as though fully set forth herein.

37.

The Registration Statement contained untrue statements of material fact. The Individual Defendants signed the Registration Statement. E&Y was, with its consent, named as having prepared or certified part of the Registration Statement and as having prepared or certified a report or valuation which was used in connection with the Registration Statement, with respect to the statement in the Registration Statement, report, or valuation, which purported to have been prepared or certified by E&Y.

38.

Plaintiff and the Class were harmed by the untrue statements of material fact in the Registration Statement. They purchased comScore stock at an inflated price via the share exchange process of the Transaction.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff demands the following relief in his favor and in favor of the Class, and against Defendants, as follows:

- A. Ordering that this action may be maintained as a class action and certifying Plaintiff as Class representatives and their counsel as Class counsel;

1 B. Finding the Defendants liable;

2 C. Awarding Plaintiff the costs of this action, including a reasonable allowance for
3 attorneys' and experts' fees;

4 D. Granting such other and further relief as this Court deems just and proper.

5 **JURY TRIAL DEMAND**

6 Plaintiff demands a trial by jury on all claims and issues so triable.

7 Dated this 3rd day of October 2016.

8 STOLL STOLL BERNE LOKTING &
9 SHLACHTER P.C.

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21 ANDREWS & SPRINGER LLC
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