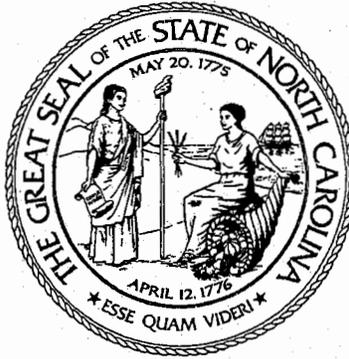


FILE



STATE OF NORTH CAROLINA
DEPARTMENT OF JUSTICE

INVESTIGATIVE DEMAND

TO: Publishers Billing Association
Post Office Box 2489
White City, Oregon 97503

TAKE NOTICE:

PURSUANT TO § 75-10 OF THE NORTH CAROLINA GENERAL STATUTES, PUBLISHERS BILLING ASSOCIATION IS HEREBY REQUIRED to select such corporate officer, agent, or employee as can provide information regarding Publishers Billing Association's business, recruiting, and marketing practices in North Carolina and present that person to the undersigned on Friday, May 8, 2015, at ten o'clock a.m., Eastern Daylight Time, in Conference Room 204, North Carolina Department of Justice Building, 114 West Edenton Street, Raleigh, North Carolina, to be examined regarding such matters.

PUBLISHERS BILLING ASSOCIATION IS FURTHER REQUIRED to have such officer, agent, or employee of the corporation tender to the undersigned at the aforesaid time and place, for inspection and copying, all such documents and items necessary to respond fully to the Requests for Production of Documents which accompany this Investigative Demand.

IN THE ALTERNATIVE to having such corporate officer, agent, or employee appear, produce documents, and answer questions on the above specified date, you may have him or her respond fully and truthfully to each of the attached Requests for Production of Documents and tender those written responses and documents to the undersigned Special Deputy Attorney General by 5:00 o'clock, p.m., Thursday, May 7, 2015.

NOTE that each of your answers or responses should correspond numerically to each numbered question or request. If any of the documents requested are in existence, but not in the possession, custody or control of Publishers Billing Association, please identify the name and address of the person or entity having possession, custody, or control of said documents. If any

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document requested is no longer in existence, state whether it is missing, has been destroyed, or has been otherwise disposed of, and, in that instance, explain the circumstances surrounding the reason for and manner of such disposition.

NOTE FURTHER that this Investigative Demand is ongoing in nature and that you should supplement your responses by delivering to the undersigned copies of any other responsive documents as those documents come into your possession, custody, or control, or as soon thereafter as practicable.

YOU ARE HEREBY FURTHER NOTIFIED that pursuant to this request, Publishers Billing Association may be required, at a later date, to select such corporate officer, agent, or employee as can provide information regarding Publishers Billing Association's business practices affecting North Carolina consumers and present that person to the undersigned to be examined regarding such matters.

DEFINITIONS

A. "Publishers Billing Association" means its officers, employees, agents, parent, controlled subsidiaries, predecessors, successors, assigns, representatives, attorneys, and all persons acting on its behalf.

B. "You" and "your" shall mean Publishers Billing Association, all of the organization's officers, employees, agents, parent, controlled subsidiaries, predecessors, successors, assigns, representatives, attorneys, and all persons acting on its behalf.

C. "Consumer" shall mean any individual, partnership, firm, association, corporation, or other business, governmental, or legal entity who purchases or has the opportunity to purchase any good and/or service from Publishers Billing Association.

D. "Business affiliate" shall mean any individual, partnership, firm, association, corporation, or other business, governmental, or legal entity who assists in producing, marketing, and/or supplying a good and/or service with and/or on behalf of Publishers Billing Association.

E. "Document" or "record" shall mean any written, recorded, transcribed, punched, taped, filmed, or graphic matter or any other data compilation from which information can be obtained, of every kind or description however produced or reproduced, including, but not limited to, computer records or logs, computer software and hardware, electronic records of any kind, e-mail records, back-up tapes, letters, telexes, teletypes, correspondence, contracts, agreements, drafts, reports, memoranda, mechanical and electronic sound recordings or transcriptions thereof, formal or informal drawings or diagrams, charts, photographs, photographic negatives, calendar or diary entries, manuals, summaries, or compilations, as those terms are generally understood.

F. "Identify" means to provide the name, address, and telephone number of the person, and jurisdiction of incorporation for a corporate entity.

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G. "Person" shall mean any individual, partnership, firm, association, corporation, or other business, governmental or legal entity.

H. Note: Unless otherwise stated, the time frame for each request set forth below shall be the period January 1, 2012 until the date on which responses are provided.

REQUESTS FOR PRODUCTION OF DOCUMENTS

Please provide the following documents for the Relevant Period:

1. Provide documents sufficient to show your corporate name, street and mailing addresses, telephone number, and the jurisdiction where you are incorporated;
2. Provide documents sufficient to identify all "d/b/a's," business affiliates, predecessor entities, successor entities, agents, and all other business entities acting, or purporting to act, on your behalf;
3. Provide a copy of any and all incorporation documents filed on behalf of you and/or any of your business affiliates;
4. Provide documents sufficient to show any and all contractual arrangements or memoranda of understanding between you and your business affiliates;
5. Provide documents sufficient to identify every person with an ownership interest, either directly or indirectly, in you;
6. Provide documents sufficient to identify each of your officers and executives;
7. Provide a copy of an organizational chart that includes all of your employees and/or any of your business affiliates;
8. Provide copies of any and all policies and procedures relating to compensation, including, but not limited to, sales commission, incentives, or bonuses provided to your employees and/or employees of any of your business affiliates;
9. Provide documents sufficient to identify all newspapers, magazines, and/or other periodicals that are published within North Carolina for whom you claim to be an agent;
10. Provide copies of any and all documents relating to the business and/or marketing practices of newspapers, magazines, and/or other periodicals that are published within North Carolina for whom you claim to be an agent;

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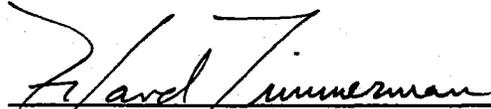
11. Provide copies of any and all licensing and/or other agency agreements entered into between you and any newspapers, magazines, and/or other periodicals that are published within North Carolina;
12. Provide documents sufficient to identify all business entities, including, but not limited to, any "clearinghouses," for whom you claim to be an agent;
13. Provide copies of any and all documents relating to the business and/or marketing practices of all business entities, including, but not limited to, any "clearinghouses," for whom you claim to be an agent;
14. Provide copies of any and all licensing and/or other agency agreements entered into between you and any business entity, including, but not limited to, any "clearinghouse," for whom you claim to be an agent;
15. Provide a complete list of any and all North Carolina consumers, including names, street and mailing addresses, telephone numbers, and any and all other contact information, with whom you and/or your business affiliates have contacted;
16. Provide a complete list of any and all North Carolina consumers, including names, street and mailing addresses, telephone numbers, and any and all other contact information, with whom you and/or your business affiliates have purchased newspapers, magazines, and/or other periodicals from you and/or your business affiliates;
17. Provide copies of any and all documents relating to how you obtain subscription lists of newspapers, magazines, and/or other periodicals that are published within North Carolina;
18. Provide exemplars of all business, recruiting, and/or marketing materials that you have sent to North Carolina consumers during the Relevant Period regarding newspapers, magazines, and/or other periodicals;
19. Provide a copy of any and all subscription-related agreements entered into between you and any North Carolina consumer, directly or indirectly;
20. Provide copies of any and all documents relating to how you determine the price that you offer to consumers for the purchase of newspapers, magazines, and/or other periodicals that are published within North Carolina;
21. Provide copies of any and all complaints from North Carolina consumers that you and/or your business affiliates have received, whether submitted from a consumer on his or her own to you and/or your business affiliates or to you and/or your business affiliates via a government agency and/or some other complaint handling entity (e.g., the Better Business Bureau); and

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22. Provide a complete list of the names, addresses, and positions of all persons who participated in responding to this Investigative Demand.

Issued this the 8th day of April, 2015, under my hand and seal pursuant to authority vested in me by Section 75-10 of the General Statutes of North Carolina.

ROY COOPER
Attorney General



Ward Zimmerman
Special Deputy Attorney General
North Carolina Department of Justice
Consumer Protection Division
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