

Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
The Library of Congress

In the Matter of

DETERMINATION OF RATES AND
TERMS FOR MAKING AND
DISTRIBUTING PHONORECORDS
(PHONORECORDS III)

Docket No. 16-CRB-0003-PR (2018-2022)

**APPLE INC.'S NOTICE OF PROPOSED REDACTIONS TO THE INITIAL
DETERMINATION AND DISSENTING OPINION AND ACCOMPANYING
REDACTION LOG**

Pursuant to the Copyright Royalty Judges' Order Soliciting Proposed Redactions, dated January 30, 2018, Apple Inc. ("Apple") hereby submits this Notice of Proposed Redactions to the Initial Determination and Accompanying Redaction Log. Attached hereto as Exhibit A is a copy of the Initial Determination with Apple's proposed redactions highlighted in yellow. Attached hereto as Exhibit B is a copy of the Dissenting Opinion with Apple's proposed redactions highlighted in yellow. The Declaration of Mary C. Mazzello in support of the proposed redactions is being filed concurrently.

REDACTION LOG

The following list identifies the page number of the information Apple asks the Judges to redact and the basis for such redactions. As each of the proposed redactions contain confidential, commercially sensitive information that is restricted pursuant to the Protective Order in this matter, Apple respectfully requests that the Judges adopt Apple's proposed redactions to the Initial Determination and Dissenting Opinion.

Initial Determination

<u>Page No.</u>	<u>General Description</u>
P. 17	Contains material non-public information concerning licensing agreements.
P. 28	Contains material non-public business data; contains information marked RESTRICTED by other participants; contains material non-public information concerning licensing agreements.
P. 34	Contains material non-public information concerning licensing agreements.
P. 40	Contains material non-public information concerning royalty payments for sound recordings.
P. 42	Contains material non-public information concerning royalty payments for sound recordings.
P. 43	Contains material non-public information concerning royalty payments for sound recordings.
P. 47	Contains material non-public information concerning licensing agreements.
P. 50	Contains material non-public information concerning royalty payments for sound recordings.
P. 51	Contains material non-public information concerning licensing agreements.
P. 66	Contains material non-public information concerning royalty payments for sound recordings.
P. 70	Contains material non-public information concerning royalty payments for sound recordings.
P. 71	Contains material non-public information concerning royalty payments for sound recordings.
P. 91	Contains material non-public information concerning licensing agreements.

Dissenting Opinion

<u>Page No.</u>	<u>General Description</u>
P. 4	Contains material non-public information concerning royalty payments for sound recordings.
P. 19	Contains material non-public information concerning licensing agreements.
P. 30	Contains material non-public information concerning licensing agreements.
P. 45	Contains material non-public information concerning licensing agreements.
P. 46	Contains material non-public business data; contains information marked RESTRICTED by other participants.
P. 93	Contains material non-public information concerning royalty payments for sound recordings.
P. 96	Contains material non-public information concerning royalty payments for sound recordings.
P. 97	Contains material non-public information concerning royalty payments for sound recordings.
P. 100	Contains material non-public information concerning licensing agreements.
P. 101	Contains material non-public information concerning licensing agreements.
P. 106	Contains material non-public information concerning licensing agreements.
P. 118	Contains material non-public information concerning royalty payments for sound recordings.
P. 119	Contains material non-public information concerning licensing agreements.
P. 137	Contains material non-public information concerning royalty payments for sound recordings.
P. 149	Contains material non-public information concerning royalty payments for sound recordings.
P. 154	Contains material non-public financial information.
P. 156	Contains material non-public business plans and analysis; contains a quote marked RESTRICTED at the hearing.

Dated: February 6, 2018

Respectfully submitted,



Dale M. Cendali (N.Y. 1969070)

Claudia Ray (N.Y. 2576742)

Johanna Schmitt (N.Y. 3055522)

Mary Mazzello (N.Y. 5022306)

Bonnie Jarrett (N.Y. 4337507)

Phil Hill (N.Y. 5231964)

Jacob Victor (N.Y. 5326012)

KIRKLAND & ELLIS LLP

601 Lexington Avenue

New York, NY 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-6460

dale.cendali@kirkland.com

claudia.ray@kirkland.com

johanna.schmitt@kirkland.com

mary.mazzello@kirkland.com

bonnie.jarrett@kirkland.com

phil.hill@kirkland.com

jacob.victor@kirkland.com

Attorneys for Apple Inc.

EXHIBIT A

**RESTRICTED - Subject to Protective Order in
Docket No. 16-CRB-0003-PR (2018-2022)**

EXHIBIT B

**RESTRICTED - Subject to Protective Order in
Docket No. 16-CRB-0003-PR (2018-2022)**

Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
The Library of Congress

In the Matter of

**DETERMINATION OF RATES AND
TERMS FOR MAKING AND
DISTRIBUTING PHONORECORDS
(PHONORECORDS III)**

Docket No. 16–CRB–0003–PR (2018–2022)

DECLARATION AND CERTIFICATION OF MARY C. MAZZELLO

1. I am a partner in the law firm of Kirkland & Ellis LLP. I represent participant Apple Inc. (“Apple”) in the above-captioned proceeding. I respectfully submit this declaration and certification in support of Apple’s Notice of Proposed Redactions to the Initial Determination and Dissenting Opinion and Accompanying Redaction Log (the “Notice”) in the above-captioned proceeding. I am authorized by Apple to submit this declaration on its behalf.

2. I have reviewed the Notice, Initial Determination, and Dissenting Opinion. I also have reviewed the Protective Order issued in the above-captioned proceeding, dated July 27, 2016.

3. I have determined to the best of my knowledge, information and belief that the Initial Determination and Dissenting Opinion contain “confidential information” as defined in Section III of the Protective Order.

4. The confidential information contained in the Initial Determination and Dissenting Opinion includes non-public, material information concerning (1) licensing agreements and the terms therein; (2) financial data or financial performance; (3) commercially

sensitive business data, plans, and/or analysis; and (4) documents and testimony marked RESTRICTED in this proceeding.

5. Disclosure of this confidential information could competitively disadvantage Apple, provide a competitive advantage to another participant in this proceeding, and/or interfere with Apple's ability to obtain like information in the future. Indeed, many of the participants in this proceeding are direct competitors or sit opposite one another in negotiations. Disclosure of this confidential information to them, or to the public, could greatly harm Apple in future negotiations and provide competitors with information that Apple has taken great effort to keep confidential.

6. A copy of the Initial Determination identifying the confidential information described above is attached to the Notice as Exhibit A. A copy of the Dissenting Opinion identifying the confidential information described above is attached to the Notice as Exhibit B.

Pursuant to 28 U.S.C. § 1746 and 37 C.F.R. § 350.6(e)(1), I hereby declare under penalty of perjury that, to the best of my knowledge, information and belief, the foregoing is true and correct.

Dated: February 6, 2018
New York, NY



Mary Mazzello
Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022
Tel: 212-446-4800
mary.mazzello@kirkland.com

Counsel for Apple Inc.

CERTIFICATE OF SERVICE

I, Erika E. Dillon, hereby certify that a true and correct copy of the Public version of Apple's Notice of Proposed Redactions to the Initial Determination and Accompanying Redaction Log have been served this 6th day of February 2018 as follows:

Via electronic mail:

Counsel for Amazon Digital Services LLC

Michael E. Elkin
Stacey Foltz Stark
Thomas Patrick Lane
Daniel Guisbond
Winston & Strawn, LLP
200 Park Avenue
New York, NY 10166
melkin@winston.com
sfstark@winston.com
tlane@winston.com
dguisbond@winston.com

GEO Music Group

George Johnson
23 Music Square East, Suite 204
Nashville, TN 37203
George@georgejohnson.com

Google Inc.

1600 Amphitheatre Parkway
Mountain View, CA 94043
kevingm@google.com
abobb@google.com
tammyjih@google.com

Counsel for Google Inc.

Kenneth Steinthal
Joseph Wetzel
Katherine E. Merk
King & Spalding
101 Second Street, Suite 2300
San Francisco, CA 94105
ksteinthal@kslaw.com
jwetzel@kslaw.com
kmerk@kslaw.com

J. Blake Cunningham
King & Spalding
401 Congress Avenue
Suite 3200
Austin, TX 78701
bcunningham@kslaw.com

David P. Mattern
King & Spalding
1700 Pennsylvania Ave.
Suite 200
Washington D.C. 20006
dmattern@kslaw.com

Pandora Media, Inc.
Steve Bene, Gen. Counsel
2101 Webster Street, Suite 1650
Oakland, CA 94612

Counsel for Pandora Media, Inc.

R. Bruce Rich
Todd Larson
Ben Marks
David Singh
Jennifer Ramos
Jacon B. Ebin
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
r.bruce.rich@weil.com
todd.larson@weil.com
benjamin.marks@weil.com
David.Singh@weil.com
Jennifer.Ramos@weil.com
jacob.ebin@weil.com

Gary Greenstein
Wilson Sonsini Goodrich & Rosati PC
1700 K Street, NW, Fifth Floor
Washington, DC 20006-3817
Ggreenstein@wsgr.com

Spotify USA, Inc.

Kevan Choset
45 W. 18th St., 7th Floor
New York, NY 10011
kevan@spotify.com

Counsel for Spotify USA, Inc.

A. John P. Mancini
Xiyin Tang
Florina Yezril
Mayer Brown LLP
1221 Avenue of Americas
New York, NY 10020-1001
jmancini@mayerbrown.com
xtang@mayerbrown.com
fyezril@mayerbrown.com

Richard M. Assmus
Kristine M. Young
Mayer Brown LLP
71 South Wacker Drive
Chicago, IL 60606
rassmus@mayerbrown.com
kyoung@mayerbrown.com

Peter O. Schmidt
1999 K St NW
Washington, DC 20006
pschmidt@mayerbrown.com

NMPA

Erich Carey, Esq.
David Israelite, Esq.
Danielle Aguirre, Esq.
975 F Street, N.W., Suite 375
Washington, DC 20004
ecarey@nmpa.org
disraelite@nmpa.org
daguirre@nmpa.org

Nashville Songwriters Association

Barton Herbison
Jennifer Turnbow
1710 Roy Acuff Place
Nashville, TN 37203
bart@nashvillesongwriters.com

Counsel for Copyright Owners

(National Music Publishers' Association and Nashville Songwriters Association)

Donald S. Zakarin
Frank P. Scibilia
Lisa M. Buckley
Benjamin K. Semel
James A. Janowitz
William L. Charron
Marion R. Harris
Joshua Weigensberg
Kaveri Arora
Pryor Cashman LLP
7 Times Square
New York, NY 10036
dzakarin@pryorcashman.com
fscibilia@pryorcashman.com
lbuckley@pryorcashman.com
bsemel@pryorcashman.com
jjanowitz@pryorcashman.com
wcharron@pryorcashman.com
mharris@pryorcashman.com
jweigensberg@pryorcashman.com
karora@pryorcashman.com

Dated: February 6, 2018



Erika E. Dillon

Certificate of Service

I hereby certify that on Tuesday, February 06, 2018 I provided a true and correct copy of the Notice - Other to the following:

Pandora Media, Inc., represented by Jennifer Ramos served via Electronic Service at jennifer.ramos@weil.com

Google Inc., represented by Ivana Dukanovic served via Electronic Service at idukanovic@kslaw.com

Spotify USA Inc., represented by Richard M Assmus served via Electronic Service at rassmus@mayerbrown.com

Amazon Digital Services, LLC, represented by Michael S Elkin served via Electronic Service at MElkin@winston.com

Johnson, George, represented by George D Johnson served via Electronic Service at george@georgejohnson.com

National Music Publishers Association (NMPA) et al, represented by Erich C Carey served via Electronic Service at ecarey@nmpa.org

Signed: /s/ Mary C Mazzello