

**Before the
 UNITED STATES COPYRIGHT ROYALTY JUDGES
 The Library of Congress
 Washington, D.C.**

In the Matter of:

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

Determination of Rates and Terms for
 Making and Distributing Phonorecords
 (Phonorecords III)

**PANDORA MEDIA, INC.’S NOTICE OF PROPOSED REDACTIONS TO PORTIONS
 OF THE INITIAL DETERMINATION AND ACCOMPANYING REDACTION LOG**

Pursuant to the Copyright Royalty Judges’ Order Soliciting Proposed Redactions dated January 30, 2018, and the requirements of the Protective Order entered by the Judges on July 27, 2016, Pandora Media, Inc. (“Pandora”) hereby submits this Notice of Proposed Redactions to Portions of the Initial Determination and Accompanying Redaction Log (the “Notice”). A copy of the Initial Determination and the dissenting opinion displaying Pandora’s proposed redactions in yellow highlighting is attached hereto as **Exhibit A**. Pandora is concurrently submitting the Declaration of Benjamin E. Marks in support of its proposal, attached hereto as **Exhibit B**.

The following log identifies the pages where Pandora requests redactions and the nature of the redactions. The undersigned certify that the listed redacted materials meet the definition of “Restricted” contained in the Protective Order.

Initial Determination	
Page	Description
Page 42	Reflects material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 43	Reflects material non-public information concerning the terms of Pandora’s licensing agreements and/or material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 45	Reflects material non-public information that could be used to reverse

	engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 46	Reflects material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 50	Reflects material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 51	Reflects material non-public information concerning the terms of Pandora’s licensing agreements and/or material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 53	Reflects material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Dissenting Opinion	
Page	Description
Page 96	Reflects material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 97	Reflects material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 98	Reflects material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 99	Reflects material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 105	Reflects material non-public information concerning the terms of Pandora’s licensing agreements and/or material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 108	Reflects material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 109	Reflects material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 110	Reflects material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 118	Reflects material non-public information that could be used to reverse engineer Restricted information pertaining to Pandora’s licensing agreements.
Page 154	Reflects material non-public information concerning Pandora’s internal financial forecasts.

February 6, 2018

Respectfully submitted,



Benjamin E. Marks

Jennifer Ramos

Meredith Santana

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Counsel for Pandora Media, Inc.

Exhibit A

Pandora Media, Inc.'s Proposed Redactions to Portions of the Initial Determination and Dissenting Opinion

[PLACEHOLDER FOR RESTRICTED DOCUMENT]

Exhibit B

Declaration and Certification of Benjamin E. Marks

**Before the
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In the Matter of:

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(Phonorecords III)

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

**DECLARATION AND CERTIFICATION OF BENJAMIN E. MARKS
(On behalf of Pandora Media, Inc.)**

1. I am counsel for Pandora Media, Inc. (“Pandora” or the “Company”) in the above-captioned case. I respectfully submit this declaration and certification in support of Pandora’s Notice of Proposed Redactions to Portions of the Initial Determination and Accompanying Redaction Log (the “Notice”) pursuant to Rule 350.4(e)(1) of the Copyright Royalty Judges Rules and Procedures, 37 C.F.R. § 350.4(e)(1), and per the terms of the Protective Order dated July 27, 2016 (“Protective Order”). I am authorized by Pandora to submit this Declaration on the Company’s behalf.

2. This Declaration is being submitted concurrently with the Notice, which provides a redaction log stating the basis for each of Pandora’s redactions to the Initial Determination. Attached as **Exhibit A** to the Notice is a version of the Initial Determination identifying proposed redactions.

3. I, or personnel working under my supervision, have reviewed Pandora’s proposed redactions to the Initial Determination. I have also reviewed the definitions and terms provided in the Protective Order. After consultation with my client and personnel working under my

supervision, I have determined to the best of my knowledge, information and belief, that portions of the Initial Determination contain information that is “confidential information” as defined by the Protective Order (“Protected Material”). This Protected Material is identified in yellow highlight in **Exhibit A** to the Notice.

4. Such Protected Material includes, but is not limited to, discussion of testimony and exhibits involving Pandora financial forecasts as well as contracts and contractual terms that are not available to the public, are highly competitive sensitive and, at times, are subject to express confidentiality provisions with third parties.

5. If this information were to become public, it would place Pandora at a commercial and competitive disadvantage, unfairly advantage other parties to the detriment of Pandora, and jeopardize its business interests. Information related to confidential contracts or relationships with third-party content providers could be used by Pandora’s competitors, or by other content providers, to formulate rival bids, bid up Pandora payments, or otherwise unfairly jeopardize Pandora’s commercial and competitive interests.

6. The information described in the paragraphs above and detailed in the redaction log accompanying the Notice must be treated as Restricted Protected Material in order to prevent the business and competitive harm that would result from the disclosure of such information.

7. Under Rule 350.6(e)(1), I therefore declare that to the best of my knowledge, information and belief, the material highlighted in yellow in the Initial Determination attached as **Exhibit A** to the Notice meets the standard set forth in the Protective Order to be designated Restricted Protected Material.

Pursuant to 28 U.S.C. § 1746 and 37 C.F.R. § 350.4(e)(1), I hereby declare under the 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


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Counsel for Pandora Media, Inc.

**Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
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CERTIFICATE OF SERVICE

I hereby certify that on February 6, 2018, I caused a copy of the PUBLIC version of Pandora Media, Inc.'s Notice of Proposed Redactions to Portions of the Initial Determination and Accompanying Redaction Log, Proposed Redactions to the Initial Determination, and the Declaration and Certification of Benjamin E. Marks to be served by email to counsel and the participant listed below:

<p>Kenneth Steinthal Joseph Wetzel Katherine E. Merk Ivana Dukanovic King & Spalding LLP 101 Second Street, Suite 2300 San Francisco, CA 94105 ksteinthal@kslaw.com jwetzel@kslaw.com kmerk@kslaw.com idukanovic@kslaw.com</p> <p>J. Blake Cunningham King & Spalding LLP 401 Congress Avenue, Suite 3200 Austin, TX 78701 bcunningham@kslaw.com</p> <p><i>Counsel for Google Inc.</i></p>	<p>Dale Cendali Claudia Ray Johanna Schmitt Mary Mazzello Kirkland & Ellis LLP 601 Lexington Avenue New York, NY 10022 dale.cendali@kirkland.com claudia.ray@kirkland.com johanna.schmitt@kirkland.com mary.mazzello@kirkland.com</p> <p><i>Counsel for Apple Inc.</i></p>
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<p>Michael S. Elkin Thomas Patrick Lane Daniel N. Guisbond Stacey Foltz Stark Winston & Strawn, LLP 200 Park Avenue New York, NY 10166 melkin@winston.com tlane@winston.com dguisbond@winston.com sfstark@winston.com</p> <p><i>Counsel for Amazon Digital Services, LLC</i></p>	<p>George Johnson 23 Music Square East, Suite 204 Nashville, TN 37203 george@georgejohnson.com</p> <p><i>George D. Johnson (GEO), an individual songwriter and music publisher d.b.a. George Johnson Music Publishing</i></p>



Jennifer Ramos

Certificate of Service

I hereby certify that on Tuesday, February 06, 2018 I provided a true and correct copy of the Pandora Media, Inc.'s Notice of Proposed Redactions to Portions of the Initial Determination and Accompanying Redaction Log to the following:

Amazon Digital Services, LLC, represented by Thomas P Lane served via Electronic Service at tlane@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 Donald Zakarin served via Electronic Service at dzakarin@pryorcashman.com

Google Inc., represented by Kenneth L Steinthal served via Electronic Service at ksteinthal@kslaw.com

Spotify USA Inc., represented by Florina Yezril served via Electronic Service at fyezril@mayerbrown.com

Apple Inc., represented by Mary C Mazzello served via Electronic Service at mary.mazzello@kirkland.com

Signed: /s/ Benjamin E. Marks