

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

In re

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

**DOCKET NO. 16-CRB-0003-PR
(2018-2022)**

**NOTICE OF REQUEST TO REDACT PORTIONS
OF THE JUDGES' INITIAL DETERMINATION AND DISSENT**

Pursuant to the Board's January 30, 2017 Order Soliciting Proposed Redactions and the requirements of the Protective Order entered by the Judges on July 27, 2016, Amazon Digital Services LLC ("Amazon") hereby submits this Notice of Proposed Redactions to Portions of the Initial Determination and Dissent and Accompanying Redaction Log (the "Notice"). A copy of the Initial Determination and a copy of the Dissent are attached hereto as Exhibits A and B, respectively. Amazon is concurrently submitting the attached Declaration and Certification of Michael S. Elkin in support of its proposal.

Amazon is providing a copy of this Notice to the other participants and is reviewing the other participants' proposals for redactions. The participants will notify the Judges in writing should they request the Judges' assistance in ruling on any objections to the participants' proposed redactions.

The following list identifies the pages where Amazon requests redactions and the nature of the redaction. The undersigned certify that the listed redacted materials meet the definition of "Restricted" contained in the Protective Order.

Document	Page/Paragraph/Exhibit No.	General Description
Initial Determination	Page 8	Contains material, non-public data related to service offerings.
	Page 16, ¶ 1	Contains material, non-public data related to customer usage trends and material, non-public financial information related to royalty payments.
	Page 16, ¶ 3	Contains material, non-public information related to service offering business strategy.
	Page 18	Contains material, non-public financial information related to service offerings.
	Page 19, FN 48	Contains material, non-public financial information related to service offerings.
	Page 21-22	Contains material, non-public financial information related to service offerings.
	Page 22, FN 51	Contains material, non-public financial information related to service offerings.
	Page 22, FN 52	Contains and material, non-public expert findings related to survey results.
	Page 27, FN 60	Contains material, non-public financial information related to royalty payments.
	Page 28	Contains material, non-public information related to licensing agreements.

	Page 34	Contains material, non-public information related to licensing agreements.
	Page 89	Contains material, non-public financial information related to royalty payments.
Dissent	Page 6	Contains material, non-public information related to licensing agreements.
	Page 18	Contains material, non-public data related to service offerings.
	Page 29	Contains material, non-public financial information related to royalty payments.
	Page 44	Contains material, non-public data related to customer usage trends and material, non-public financial information related to royalty payments.
	Page 48	Contains material, non-public information related to license agreements.
	Page 51	Contains material, non-public financial information related to service offerings.
	Page 55	Contains material, non-public financial information and data related to service offerings.
	Page 62-66	Contains material, non-public financial information related to service offerings.
	Page 66-69, including FNs 104-106	Contains and material, non-public expert findings related to survey results.

	Page 119, including FN 159	Contains material, non-public financial information related to royalty payments.
	Page 120-121	Contains material, non-public usage data related to service offerings.
	Page 154, Figure 4	Contains material, non-public financial information related to royalty payments.
	Page 154, ¶ 2	Contains material, non-public financial information related to service offerings.
	Page 156	Contains material, non-public usage data related to service offerings.

Dated: February 6, 2018
New York, NY

/s/ Michael S. Elkin

Michael S. Elkin
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Winston & Strawn LLP
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Counsel for Amazon Digital Services LLC

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)**

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**DETERMINATION OF ROYALTY
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**DOCKET NO. 16-CRB-0003-PR
(2018-2022)**

**DECLARATION AND CERTIFICATION OF
MICHAEL S. ELKIN REGARDING RESTRICTED MATERIALS**

(On behalf of Amazon Digital Services LLC)

1. I am counsel for Participant Amazon Digital Services LLC (“Amazon”) in the above-captioned matter. I respectfully submit this declaration 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 issued July 27, 2016 (“Protective Order”) in support of Amazon’s Notice of Proposed Redactions to Portions of the Initial Determination and Dissent, and Accompanying Redaction Log (the “Notice”) on today’s date. I am authorized by Amazon to submit this Declaration on Amazon’s behalf.

2. I have reviewed the Proposed Redactions to Portions of the Initial Determination and Dissent (the “Submission”) and the attached Redaction Log. I am also familiar with the definitions and terms set forth in the Protective Order. Each of the redactions made in the Submission (as set forth on the attached Redaction Log) is necessitated by the designation by my client in this proceeding as “Confidential Information” under the Protective Order. After consultation with my client and personnel working under my supervision, I have determined that, to the best of my knowledge, information and belief, portions of the Initial Determination and Dissent contain commercial or financial information that is proprietary, not available to the public, and commercially sensitive and that, if disclosed, such documents would competitively

disadvantage Amazon or provide a competitive advantage to another party. Amazon reserves all rights and arguments as to whether any such information is, in fact, “Confidential Information.”

3. As detailed in the Accompanying Redaction Log, such “Restricted” information that Amazon proposes for redaction includes or reflects, among other things, (a) materials or testimony admitted into evidence as “Restricted” by the Copyright Royalty Judges; (b) materials or testimony constituting, relating to, or reflecting financial data and projects that are proprietary, not publicly available, or commercially sensitive; (c) materials or testimony relating to or constituting contracts or contract terms that are commercially sensitive, not publicly available, or subject to express confidentiality obligations in agreements with third parties; and (d) competitive strategy or performance data that are proprietary, not publicly available, or commercially sensitive.

4. 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

/s/ Michael S. Elkin

Michael S. Elkin
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Counsel for Amazon Digital Services LLC

CERTIFICATE OF SERVICE

I, Emily C. Ellis, do hereby certify that a copy of the foregoing Notice of request to Redact Portions of the Judges' Initial Determination and Dissent, Accompanying Redaction log and Declaration of Michael Elkin has been served on the 6th Day of February, 2018.

Via electronic mail:

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Emily C. Ellis

Certificate of Service

I hereby certify that on Tuesday, February 06, 2018 I provided a true and correct copy of the Amazon's Notice of Proposed Redactions to the following:

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

Google Inc., represented by Jason B Cunningham served via Electronic Service at bcunningham@kslaw.com

Pandora Media, Inc., represented by Benjamin E. Marks served via Electronic Service at benjamin.marks@weil.com

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

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

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

Signed: /s/ Stacey L Foltz Stark