

Before the
COPYRIGHT ROYALTY BOARD
LIBRARY OF CONGRESS
Washington, D.C.

**In the Matter of:
Determination of Rates and
Terms for Making and
Distributing Phonorecords
(Phonorecords III)**

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

**GOOGLE INC.'S NOTICE OF PROPOSED REDACTIONS TO PORTIONS
OF THE INITIAL DETERMINATION; REDACTION LOG**

Pursuant to the Copyright Royalty Judges' Order dated January 30, 2018 and the requirements of the Protective Order entered by the Panel on July 28, 2016, Google, Inc. hereby submits this Notice of Proposed Redactions to Portions of the Initial Determination and Redaction Log (the "Notice"). Copies of the Initial Determination and Dissent that display Google's proposed redactions in yellow highlighting are attached hereto as Exhibits A and B, respectively. Google also submits the attached Declaration of Blake Cunningham in support of its proposed redactions.

The following log identifies the pages where Google 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.

MAJORITY'S INITIAL DETERMINATION:

Page	Description
8	Portions marked for redaction by Panel. Google agrees with Panel's proposed redactions.

Page	Description
9	Portions marked for redaction by Panel. Google agrees with Panel's proposed redactions.
28	Reflects material non-public information containing sound recording royalty rates.
33	Reflects material non-public information concerning the terms and rates of Google's licenses with certain publishers.
34	Portions marked for redaction by Panel. Google agrees with Panel's proposed redactions.
41	Reflects material non-public information concerning the terms and rates of certain YouTube publishing licenses.
42	Reflects material non-public information concerning the terms and rates of certain YouTube publishing and sound recording licenses.
45	Reflects material non-public information concerning the rates of YouTube publishing and sound recording licenses.
46	Reflects material non-public information concerning the rates of YouTube publishing and sound recording licenses.
49	Reflects material non-public information concerning the terms and rates of certain YouTube publishing and sound recording licenses.
50	Reflects material non-public information concerning the terms and rates of certain YouTube publishing and sound recording licenses.
51	Portions marked for redaction by Panel. Google agrees with Panel's proposed redactions.
53	Portions marked for redaction by Panel. Google agrees with Panel's proposed redactions.
73	Portions marked for redaction by Panel. Google agrees with Panel's proposed redactions.
87	Reflects material non-public information concerning the financial performance and future financial performance of certain Google product offerings.

DISSENT:

Page	Description
9	Portions marked for redaction by Panel. Google agrees with Panel's proposed redactions.
19	Reflects material non-public information concerning Google's licensing strategy and direct licenses with certain publishers.

	Also contains portions marked for redaction by Panel. Google agrees with Panel's proposed redactions.
20	Portions marked for redaction by Panel. Google agrees with Panel's proposed redactions.
30	Reflects material non-public information concerning Google's direct licenses with publishers.
35	Portions marked for redaction by Panel. Google agrees with Panel's proposed redactions.
93	Reflects material non-public information concerning Google's direct licenses with record labels.
95	Reflects material non-public information concerning the terms and rates of certain YouTube publishing and sound recording licenses.
96	Reflects material non-public information concerning the terms and rates of certain YouTube publishing and sound recording licenses.
98	Reflects material non-public information concerning the rates of YouTube publishing and sound recording licenses.
99	Reflects material non-public information concerning the rates of YouTube publishing and sound recording licenses.
104	Reflects material non-public information concerning the terms and rates of certain YouTube publishing and sound recording licenses.
105	Portions marked for redaction by Panel. Google agrees with Panel's proposed redactions.
109	Reflects material non-public information concerning the rates of YouTube publishing and sound recording licenses.
110	Reflects material non-public information concerning the rates of YouTube publishing and sound recording licenses.
118	Reflects material non-public information concerning the terms and rates of certain YouTube publishing and sound recording licenses.
119	Reflects material non-public information concerning the terms and rates of certain YouTube publishing and sound recording licenses.

149	Portions marked for redaction by Panel. Google agrees with Panel's proposed redactions.
151	Reflects material non-public information concerning the financial performance and future financial performance of certain Google product offerings.
152	Reflects material non-public information concerning the financial performance and future financial performance of certain Google product offerings.
154	Reflects material non-public information concerning the terms and rates of certain Google publishing and sound recording licenses.
155	Reflects material non-public information concerning the terms and rates of certain Google publishing and sound recording licenses.

Respectfully submitted,

DATED: February 6, 2018

KING & SPALDING LLP



J. Blake Cunningham
500 W. 2nd Street
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bcunningham@kslaw.com

Attorney for Google Inc.

EXHIBIT A

**[Withheld as RESTRICTED – Subject to Protective Order in
Docket No. 16-CRB-0003-PR (2018-2022)"]**

EXHIBIT B

**[Withheld as RESTRICTED - Subject to Protective Order in
Docket No. 16-CRB-0003-PR (2018-2022)"]**

**Before the
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**In the Matter of:
Determination of Rates and
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**Docket No. 16-CRB-0003-PR (2018-
2022)**

Declaration and Certification of J. Blake Cunningham

1. I am counsel for Google Inc. in the above-captioned case. I submit this declaration and certification pursuant to Rule 350.4(e)(1) of the Copyright Royalty Judges Rules and Procedures, and per the terms of the Protective Order issued July 28, 2016 in support of Google's Notice of Proposed Redactions. I am authorized by Google to submit this Declaration.

2. This declaration is being submitted concurrently with the Notice, Redaction Log, and an Exhibit A, which contains versions of the Initial Determination and Dissent highlighted to indicate Google's proposed redactions.

3. I, or those working under my supervision, are familiar with the proposed redactions submitted today, and I have reviewed the definitions and terms provided in 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, the Initial Determination and Dissent contain information that is proprietary, not available to the public, and commercially sensitive. If disclosed, this material would competitively disadvantage Google or provide a competitive advantage to another party.

4. Specifically, the Initial Determination and Dissent contain non-public licensing terms, financial information and other confidential information related to various aspects of Google's business.

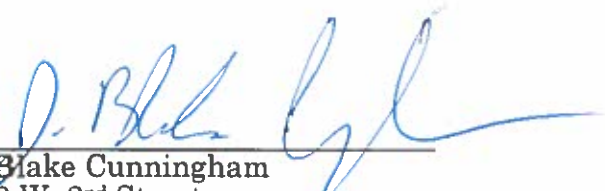
5. Under Rule 350.4(e)(1), I therefore declare that to the best of my knowledge, information, and belief, the materials identified in the accompanying redaction log meet the definition of "Restricted" content contained in the Protective Order. The relevant information designated as "Restricted" must be redacted to prevent business and competitive harm that would result from the disclosure of such information.

Pursuant to 28 U.S.C. § 1746 and 37 C.F.R. § 350.4(e)(1), I declare under the penalty of perjury that, to the best of my knowledge, information, and belief, the foregoing is true and correct.

DATED: Austin, TX
February 6, 2018

Respectfully submitted,

KING & SPALDING LLP



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Attorney for Google Inc.

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

In the Matter of:

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

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

CERTIFICATE OF SERVICE

I hereby certify that on February 6, 2018 I caused a copy of the **GOOGLE INC.'S NOTICE OF PROPOSED REDACTIONS TO PORTIONS OF THE INITIAL DETERMINATION; REDACTION LOG** to be served via eCRB (to the extent available) and by email to the participants and counsel listed below:

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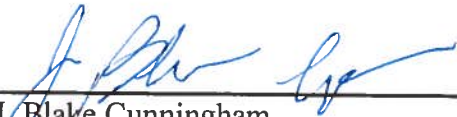
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Certificate of Service

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

Amazon Digital Services, LLC, represented by Thomas P Lane served via Electronic Service at tlane@winston.com

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

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

Apple Inc., represented by Phil L. Hill served via Electronic Service at phil.hill@kirkland.com

National Music Publishers Association (NMPA) et al, represented by Benjamin Semel served via Electronic Service at Bsemel@pryorcashman.com

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

Signed: /s/ Katherine Merk