

**Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
THE LIBRARY OF CONGRESS
Washington, D.C.**

)	
In re)	
)	
DETERMINATION OF ROYALTY)	Docket No. 14-CRB-0001-WR (2016-2020)
RATES AND TERMS FOR)	
EPHEMERAL RECORDING AND)	
DIGITAL PERFORMANCE OF)	
SOUND RECORDINGS (<i>WEB IV</i>))	
)	

**REDACTION LOG FOR THE WRITTEN DIRECT STATEMENT OF
PANDORA MEDIA, INC.**

Pursuant to the requirements of the Interim Protective Order entered by Judges on October 2, 2014, Pandora Media, Inc. (“Pandora” or the “Company”) hereby submits the following list of redactions from its Written Direct Statement filed October 7, 2014, and the undersigned certify, in compliance with 37 C.F.R. § 350.4 (e)(1) that the listed redacted materials meet the definition of “Restricted” contained in the participants’ Proposed Protective Orders.

<u>Document</u>	<u>Page/Paragraph/Exhibit No.</u>	<u>General Description</u>
Introductory Memorandum to the Written Direct Statement of Pandora Media, Inc.	Page 4	Contains material non-public information concerning number of labels covered by confidential license agreement with Merlin.
	Page 5	Contains material non-public information concerning results of steering experiment.

<u>Document</u>	<u>Page/Paragraph/Exhibit No.</u>	<u>General Description</u>
	<p>Page 7</p> <p>Page 10</p>	<p>Contains material non-public financial information concerning Pandora's cumulative losses.</p> <p>Contains material non-public information concerning number of labels covered by confidential license agreement with Merlin.</p>
<p>Written Direct Testimony of Timothy Westergren</p>	<p>Page 7, Paragraph 19</p> <p>Page 8, Paragraph 20</p> <p>Page 8, Paragraph 21</p> <p>Page 8, Paragraph 22 n.2</p> <p>Page 10, Paragraph 25 & n.4</p>	<p>Contains material non-public information concerning average Pandora listener hours by active listeners and number of tracks submitted to Pandora by artists and record labels.</p> <p>Contains material non-public information concerning number of analyzed tracks within Music Genome Project database.</p> <p>Contains material non-public internal financial information concerning forecast of royalty payments to SoundExchange in 2014.</p> <p>Contains material non-public information concerning number of stations seeded by certain artists' names.</p> <p>Contains material non-public information concerning number of artists who submit music for consideration whose tracks are included in Pandora's database, and number of performances of songs by certain artists who have submitted music for inclusion on Pandora's system.</p>

<u>Document</u>	<u>Page/Paragraph/Exhibit No.</u>	<u>General Description</u>
	Page 11, Paragraph 26	Contains material non-public information concerning Pandora's proprietary system for coding music for inclusion in the Music Genome Project database.
	Page 12, Paragraph 27	Contains material non-public information concerning rate at which Pandora's music analysts can analyze songs for inclusion in the Music Genome Project database.
	Page 13, Paragraph 30	Contains material non-public information concerning amount of time and money invested in developing and improving the Music Genome Project.
	Page 14, Paragraph 33	Contains material non-public information concerning number of combined thumbs-up, thumbs-down and track skips.
	Page 16, Paragraph 36	Contains material non-public information concerning yearly spins and growth of songs by Bronze Radio Return.
	Page 18, Paragraph 37	Contains material non-public information concerning anticipated promotional program.
	Page 18, Paragraph 38	Contains material non-public information concerning anticipated promotional program.

<u>Document</u>	<u>Page/Paragraph/Exhibit No.</u>	<u>General Description</u>
Written Direct Testimony of Simon Fleming-Wood	Page 4, Paragraph 9	Contains material non-public information concerning proportion of Pandora listeners who use “thumbing” feature.
	Page 8, Paragraph 18	Contains material non-public information concerning internal Pandora research on cross-use of Pandora and interactive services.
	Page 11, Paragraph 25	Contains material non-public internal financial data concerning total investment in development of in-car Pandora integration technology.
	Page 11-12, Paragraph 26	Contains material non-public information concerning overall proportion of Pandora listening that takes place using in-car integration, forecast regarding expected in-car activations by year-end 2014, and number of advertising impressions targeted at in-car listening.
	Page 13, Paragraph 29 n.5	Contains material non-public information concerning financial terms surrounding Pandora Presents events.
	Page 13, Paragraph 28	Contains material non-public information concerning terms of confidential license agreement with Merlin.
	Page 13-14, Paragraph 29	Contains material non-public information concerning financial terms of artists’ appearances at Pandora Presents events and terms of confidential license agreement with Merlin.

<u>Document</u>	<u>Page/Paragraph/Exhibit No.</u>	<u>General Description</u>
	<p>Page 14, Paragraph 30</p> <p>Page 14, Paragraph 31</p>	<p>Contains material, non-public information concerning terms of confidential license agreement with Merlin.</p> <p>Contains material, non-public information concerning anticipated promotional program and terms of confidential license agreement with Merlin.</p>
<p>Written Direct Testimony of Michael Herring</p>	<p>Page 2, Paragraph 4(a)</p> <p>Page 4, Paragraph 4(b)</p> <p>Page 4-5, Paragraph 5</p> <p>Page 5, Paragraph 6 n.2</p>	<p>Contains material non-public financial information concerning Pandora’s actual and projected revenues and cumulative losses.</p> <p>Contains material non-public financial information concerning forecast of royalty payments to SoundExchange in 2014.</p> <p>Contains material non-public financial information concerning Pandora’s actual and projected revenues and cumulative losses.</p> <p>Contains material non-public information concerning the percentage of Pandora’s revenues paid to performing rights organizations and music publishers, and material non-public financial information concerning costs required to develop and refine the Music Genome Project and related infrastructure, hardware, and software.</p>

<u>Document</u>	<u>Page/Paragraph/Exhibit No.</u>	<u>General Description</u>
	Page 5, Figure 1	Contains material non-public financial information concerning Pandora's sound recording and other expenses.
	Page 6, Paragraph 7	Contains material non-public financial information concerning royalty obligations.
	Page 7, Figure 2	Contains material non-public financial information concerning Pandora's sound recording and other expenses.
	Page 8, Paragraph 10	Contains material non-public financial projections.
	Page 12, Paragraph 18	Contains material non-public financial information concerning costs and budgets associated with advertising, and material non-public information concerning projections of expansion of advertising organization.
	Page 14, Paragraph 21	Contains material non-public financial information concerning forecast of royalty payments to SoundExchange in 2014.
	Page 15, Paragraph 22	Contains material non-public information concerning steering experiment results.
	Page 16-21, Paragraphs 24-30 & 33	Contains material non-public information concerning terms of confidential license agreement with Merlin.

<u>Document</u>	<u>Page/Paragraph/Exhibit No.</u>	<u>General Description</u>
	Page 21, Paragraph 34	Contains material non-public information concerning number of labels, artists and tracks covered by confidential license agreement with Merlin.
Written Direct Testimony of Stephan McBride	<p>Page 9, Paragraph 21</p> <p>Page 12, Paragraph 27</p> <p>Page 13, Paragraph 29 n.18</p> <p>Page 13-14, Paragraph 30 & nn.19-21</p> <p>Figure 2</p> <p>Appendix B, Page 3-4, Paragraphs 4-6 & nn.1-3</p> <p>Appendix B, Page 8, Paragraph 15</p> <p>Appendix B, Page 8, Paragraph 16 & n. 8</p>	<p>Contains material non-public information concerning results of steering experiments.</p> <p>Contains material non-public information concerning methodology underlying music sales experiments.</p> <p>Contains material non-public information concerning SoundScan data.</p> <p>Contains material non-public information concerning results of and methodology underlying music sales experiments.</p> <p>Contains material non-public information concerning results of steering experiments.</p> <p>Contains material non-public information concerning methodology underlying music sales experiments.</p> <p>Contains material non-public information concerning methodology underlying music sales experiments.</p> <p>Contains material non-public information concerning methodology underlying music sales experiments.</p>

<u>Document</u>	<u>Page/Paragraph/Exhibit No.</u>	<u>General Description</u>
Written Direct Testimony of Carl Shapiro	Page 22-32 & nn.34, 38, 49, 52 and 54	Contains material non-public information concerning terms of confidential license agreement with Merlin.
	Page 33 & nn.58-59	Contains material non-public information concerning results of steering as part of contract negotiation.
	Page 35	Contains material non-public information concerning terms of confidential license agreement with Merlin.
	Page 37	Contains material non-public information concerning percent of Pandora plays represented by Merlin and major record companies.
	Page 40-41	Contains material non-public information concerning terms of confidential license agreement with Merlin.
	Appendix D	Contains material non-public information concerning terms of confidential license agreement with Merlin.
	Appendix E	Contains material non-public information concerning methodology underlying music sales experiments.
Appendix F	Contains material non-public information concerning results of steering experiments.	

October 7, 2014

Respectfully submitted,



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