

Message

From: Donald Harrison [Redacted@google.com]
Sent: 6/18/2019 2:19:43 AM
To: Adrienne McCallister [Redacted@google.com]
CC: Matthew Klainer [Redacted@google.com]
Subject: Re: Out for few days

thanks - I'm good unless there is something you need to talk to me about (in which case please reach out). Thanks for the briefing.

On Mon, Jun 17, 2019 at 3:45 PM Adrienne McCallister <[Redacted@google.com]> wrote:
(minus Heather, Jen, Anna for now)

Hi Don,

Will sync up with Matt soon, but in the meantime, wanted to share more detail on where we are with the RSA (and internal feedback/pushback that we're receiving).

- **Exclusivity** - Search Exclusivity Option now included upon execution and Assistant Exclusivity in the extension term [Redacted]
- **Marketing Support** - Risky to try to include in this agreement at this late date but we could always consider an amendment down the road (e.g. likely will need to renegotiate for additional Access Points, like Google Lens, and could introduce MDF terms and/or sales incentive model then)
- **Indemnity / Limitation of Liability Cap** - Legal is OK with [Redacted] cap as Google's obligation to pay Rev Share (which is Google's primary responsibility) is inclusive in the LOL cap, but we heard Compliance is still reviewing the cap along with the Indemnity language to determine if there needs to be advanced approvals (ie: BC).
- **Audit rights** - Open on Verizon's side, we have been pushing back on any audit rights; Currently we have SSAE 16 & Escalation Provisions in our most recent redline (we're preparing to send back); We believe if we go back to VZ with "last remaining item" we can likely get this closed.
- **Competition Counsel** - Note, we also re-reviewed deal with competition counsel (and outside counsel) and awaiting any flags from their perspective.

Net / Net, we think we're fairly close on being able to close out the agreement (deal teams on both sides feel we could reach 'execution copy' stage by EOW).

Of course, we'll do the right thing as needed, but as Matt mentioned, there are risks in delaying and opening up the deal to further negotiation (and asks) from Verizon.

I'm in Europe for work this week, but let me know if you'd like to discuss this directly with me (and/or Matt Schwartz running day-to-day on the deal).

Thanks,
Adrienne.

[Redacted@google.com]

Ex. No.
UPX2093

1:20-cv-03010-APM

On Mon, Jun 17, 2019 at 8:42 AM Donald Harrison <[Redacted@google.com]> wrote:
[Redacted] We can handle these things.

On Mon, Jun 17, 2019, 8:29 AM Matt Klainer <[Redacted@google.com]> wrote:

[Redacted]

Adrienne can cover for me on all things, NA Android/enterprise as well (thank you Adrienne).

I already told the teams to go to her with questions/decisions.

The only major pressing thing outside Comms is the Verizon RSA, which has some complexities, specifically it's been in negotiations for 18 months and does not include any provisions to spend money to market Android (I only added that proposed clause to the RSA template/internal discussion in last few weeks). Also, in previous amendments (pre Jamie/Zahavah) the exclusivity provision was removed (!!)

so we are paying Verizon ^{Redacted} for basically nothing right now. So while I want to reopen the negotiation (even if it's at the last minute, after 18 months of negotiation) to add the marketing support for Android, the highest priority is re-securing exclusivity. So my bias right now is to not introduce new issues (marketing) and close the deal. There are also some questions on the best LoL cap, which we can discuss.

Adrienne and I can discuss these items briefly this week, then Don, would be good to get your take on this before we send them back a redline.

Redacted

Matt

On Thu, Jun 13, 2019, 10:58 AM Donald Harrison <Redacted@google.com> wrote:

Redacted

On Thu, Jun 13, 2019 at 10:15 AM Jennifer Moseley <Redacted@google.com> wrote:

Redacted

On Thu, Jun 13, 2019 at 9:47 AM Anna Rein <Redacted@google.com> wrote:

Redacted

Best,
Anna.

On Thu, 13 Jun 2019 at 09:06, Matt Klainer <Redacted@google.com> wrote:

Redacted I'll monitor email and have folks address anything urgent, nothing needed from you all, just an FYI right now.

Matt

--

- Anna Rein
- People Partner
Google, LLC.
- Redacted@google.com
Redacted

--

If you received this communication by mistake, please don't forward it to anyone else (it may contain confidential or privileged information), please erase all copies of it, including all attachments, and please let the sender know it went to the wrong person. Thanks.

--

- **Jennifer Moseley**
- People Partner
Redacted
- Redacted@[google.com](mailto:Redacted@google.com)