

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



_____)
In the Matter of)
)
ECM BioFilms, Inc.)
a corporation, also d/b/a)
Enviroplastics International)
_____)

Docket No. 93-58

**MOTION OF THIRD PARTY GOOGLE INC. FOR
IN CAMERA TREATMENT OF TESTIMONY REGARDING
COMPETITIVELY SENSITIVE BUSINESS INFORMATION**

Pursuant to Rule 3.45 of the Commission’s Rules of Practice, 16 C.F.R. § 3.45(b), Google Inc. (“Google”) hereby moves for *in camera* treatment of the subpoenaed testimony of Paul McDonald, a Google Product Manager, on the confidential and proprietary functionality of its Google Consumer Surveys (“GCS”) product. Public disclosure of the confidential details of GCS’s operation would cause Google substantial harm and would grant competitors an unfair advantage in the development of sophisticated probability-based internet survey programs. Mr. McDonald can provide the proceeding with information about GCS *in camera* without requiring Google—a non-party with no connection to the facts alleged in the complaint—to expose valuable and confidential information about one of its leading products.¹

I. DESCRIPTION OF ANTICIPATED TESTIMONY

Mr. McDonald is expected to testify on the functionality of GCS, Google’s proprietary survey product that was used by FTC expert Dr. Shane Frederick to survey consumers about biodegradation. Mr. McDonald will be prepared to testify on how GCS gathers and assesses survey responses, and how it operates to provide reliable data in the survey of American

¹ Counsel for Google met and conferred with counsel for ECM BioFilms, Inc., who stated that they oppose this motion.

consumers.

GCS was introduced to the market on March 29, 2012, after several years of development involving dozens of employees. Decl. of Paul McDonald ¶ 3, Aug. 25, 2014. Researchers, businesses, and other GCS customers design surveys using GCS's platform to be administered to internet users. *Id.* ¶ 4. Internet users encounter survey questions on the websites of selected publishers who partner with GCS. *Id.* When a user clicks a link to access premium content on a partner website, the user is given the option to access the content for free by responding to a "micro survey" of up to ten questions. *Id.* In exchange, the website publisher receives a small fee for each completed survey. The identities of these publisher partners are proprietary and confidential, *id.* ¶ 5, just as supplier or customer lists are traditionally protected by companies.

Proprietary technology allows GCS to target surveys to respondents for whom Google has inferred demographic criteria that meet those requested by the author of the survey. *Id.* ¶ 6. A dynamic algorithm uses, among other things, the IP address and non-personally identifiable browsing behavior of the user, to infer that user's geographic location and demographic information, respectively. *Id.* GCS then proactively administers the survey to users whose demographic information is required to create a balanced survey population. *Id.* To the extent the final sample appears to require further demographic balancing based on the product's sophisticated programming, GCS provides for the weighting of the data to produce the desired demographic sample and, in doing so, excludes respondents whose inferred demographic is unknown based on the program's assessment. *Id.* ¶ 7. Exactly how GCS makes its demographic inferences, weights survey data, and targets respondents is highly confidential. *Id.* Equally confidential are the methods by which GCS infers demographic information, if at all, from users of public connections, shared computers, and other mixed or unknown users. *Id.* ¶ 8. These

proprietary features render GCS a unique and competitive survey product.

GCS also has additional proprietary and confidential features to validate the reliability of its product. *Id.* ¶ 9. The various measures GCS takes to cross-check the algorithm's ability accurately to infer demographic information and the data GCS utilizes to conduct these validation efforts is not known to the public. *Id.* GCS also promotes greater reliability of its product by employing a variety of sophisticated "spam detection" techniques to exclude uncooperative and unreliable respondents. *Id.* ¶ 10. For example, GCS excludes users who answer questions too quickly or answer stock questions (such as "How many days in a week?") with an incorrect answer. *Id.* The multiple forms and operation of GCS's spam detection techniques are not publicly disclosed. *Id.*

II. LEGAL STANDARD

Under Rule 3.45(b) of the Rules of Practice for Adjudicative Proceedings, the Administrative Law Judge may order that material offered into evidence "be placed *in camera* only after finding that its public disclosure will likely result in a clearly defined, serious injury to the person, partnership, or corporation requesting *in camera* treatment" 16 C.F.R. § 3.45(b). The party requesting *in camera* treatment must "make a clear showing that the information concerned is sufficiently secret and sufficiently material to their business that disclosure would result in serious complete injury." *In re General Foods Corp.*, 95 F.T.C. 352 (1980), accord *In re Polypore Int'l Inc.*, 2011 WL 668505 at *1 (Feb. 11, 2011) (citation omitted).

In determining whether testimony merits *in camera* treatment, the Administrative Law Judge weighs the factors set forth in *In re Bristol-Myers Co.*, 90 F.T.C. 455, 456 (1977):

- (1) the extent to which the information is known outside of [the] business;

- (2) the extent to which it is known by employees and others involved in [the] business;
- (3) the extent of measures taken by [the business] to guard the secrecy of the information;
- (4) the value of the information to [the business] and its [its] competitors;
- (5) the amount of effort or money expended by [the business] in developing the information;
- (6) the ease or difficulty with which the information could be properly acquired or duplicated by others.

The Commission has since explained that “serious injury” can mean “[t]he likely loss of business advantages.” *In re Hoechst Marion Roussel, Inc.*, 200 FTC LEXIS 138 at *6 (Sept. 19, 2000).

Administrative law judges have broad discretion in applying these factors to determine whether information warrants *in camera* treatment. 95 F.T.C. 352. Moreover, as the Commission has stated, a request for *in camera* treatment by a company such as Google, which is not a party to the FTC proceeding, should be given “special solicitude.” *In re Crown Cork & Seal Co.*, 71 F.T.C. 1714 (1967) (“[P]etitioner’s plea warrants special solicitude coming as it does from a third-party bystander in no way involved in the proceedings whose records, if *in camera* treatment is denied, will be open to the scrutiny of its competitors”); accord *In re Polypore Int’l, Inc.*, 150 F.T.C. 837 (2010); accord *In re Kaiser Aluminum & Chemical Corp.*, 103 F.T.C. 500 (1984) (requests for *in camera* treatment by third parties should be given special solicitude because, as a policy matter, such treatment encourages the third party to cooperate with future adjudicative discovery requests).

Where *in camera* treatment is granted for business records, such as business strategies, marketing plans, pricing policies, or sales documents, it is typically provided for two to five years. See, e.g., *In re Union Oil Co. of Cal.*, 2004 FTC LEXIS 223 at *2 (Nov. 22, 2004).

III. THE ANTICIPATED TESTIMONY MEETS THE STANDARD FOR *IN CAMERA* TREATMENT

Mr. McDonald's anticipated testimony merits *in camera* treatment to prevent serious and substantial harm to Google and its competitiveness in the probability-based internet survey marketplace. GCS is Google's flagship survey product, and its continued success depends upon the confidentiality of its sophisticated operational features. There are many companies offering internet survey services on the market, and researchers like Dr. Frederick can select among these companies for the survey that best suits their needs. Because customers can select among and switch between survey providers, GCS must offer unique and compelling features that give it a competitive edge.

As detailed above and in the Declaration of Paul McDonald, attached as Exhibit A, GCS has several proprietary features which make it competitively advantageous, including but not limited to the following:

- GCS is able to infer demographic information from users' non-personally identifiable browsing behavior and, from these inferences, produce a reliably representative survey sample. This feature allows researchers to omit demographic screening questions seeking personal information that discourage users from completing surveys.
- GCS partners with website publishers to disseminate surveys to a representative sample of the population.
- GCS is also able to weight results and eliminate spam or other unusable responses.
- GCS depends upon Google's ability to validate and refine the algorithms that support the program's core functionality.

Each of these features is critical to GCS's competitive advantage and its success on the market.

Accordingly, how these features operate are well-guarded secrets that, to Mr. McDonald's

knowledge, are not publicly known. McDonald Decl. ¶¶ 5-10.

Because GCS has created effective and unique methods to gather survey data, competitors would be interested in replicating GCS's methodology. *Id.* ¶ 11. Many competitors exist in the survey marketplace, including in-person, telephone, and internet survey programs. *Id.* If the details of how GCS operates were disclosed to competitors, competitors could seek to retool their survey programs to incorporate GCS components, and GCS's market advantage would be lost. Also lost would be the substantial time, money, and effort that Google invested into the creation of GCS. *Id.* ¶ 3.

For GCS to be a profitable and viable product, Google must preserve the confidentiality of its proprietary features. For this reason, Google takes great pains to prevent the disclosure of its confidential information. *Id.* ¶ 12. Google enforces a Code of Conduct that instructs its employees, contractors, and consultants to not disclose confidential product information outside Google without authorization. *Id.* Employees are admonished to be cautious when discussing work with friends, taking pictures at the office, or posting information online. *Id.* If violated, the Code of Conduct calls for disciplinary action or termination of employment. *Id.* Google also pre-screens employees who are speaking at public events or to the press to ensure that no protected information is disclosed in those contexts. *Id.* Because Google receives considerable press attention around its products, *id.* ¶ 13, unprotected testimony by Paul McDonald could attract unwanted public attention and lead to the dissemination of highly sensitive and valuable GCS features.

Due to the level of sophistication of these features and their central importance to GCS's success, Google requests *in camera* treatment for the anticipated testimony of Paul McDonald for a period of five years.

IV. CONCLUSION

For the foregoing reasons, Google respectfully requests that the Administrative Law Judge enter an order under 16 C.F.R. § 3.45(b), granting *in camera* treatment to potential testimony of Paul McDonald and specifying that the testimony not be placed in the public record of this proceeding for the next five years.

Respectfully submitted, this 25th day of August, 2014.



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UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of)
)
)
ECM BioFilms, Inc.)
a corporation, also d/b/a)
Envioplastics International)
_____)

Docket No. 9358

**[PROPOSED] ORDER GRANTING MOTION OF THIRD PARTY GOOGLE INC. FOR
IN CAMERA TREATMENT OF TESTIMONY REGARDING COMPETITIVELY
SENSITIVE BUSINESS INFORMATION**

After consideration of Third Party Google Inc.'s Motion for *In Camera* Treatment of Testimony Regarding Competitively Sensitive Business Information, it is hereby ORDERED that Google Inc.'s motion is granted for the reasons set forth therein. The testimony of Paul McDonald will be heard *in camera* and not placed in the public record of this proceeding for five (5) years from the date of this Order.

ORDERED:

D. Michael Chappell
Chief Administrative Law Judge

Date:

CERTIFICATE OF SERVICE AND CERTIFICATE OF ELECTRONIC FILING

I hereby certify that on August 25, 2014, I caused a true and correct copy of the paper original of the foregoing Motion of Third Party Google Inc. for *In Camera* Treatment of Testimony Regarding Competitively Sensitive Business Information to be filed and served as follows:

One electronic copy via the FTC E-Filing System and one electronic courtesy copy via email to the Office of the Secretary:

Donald S. Clark, Secretary
Federal Trade Commission
600 Pennsylvania Avenue NW, Room H-113
Washington, DC 20580
Email: secretary@ftc.gov

One paper copy via first-class mail, postage pre-paid and one electronic courtesy copy via email to the Office of the Administrative Law Judge:

The Honorable D. Michael Chappell
Administrative Law Judge
600 Pennsylvania Avenue NW, Room H-110
Washington, DC 20580
Email: oalj@ftc.gov

One paper copy via first-class mail, postage pre-paid and one electronic copy via email to Complaint Counsel:

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One paper copy via first-class mail, postage pre-paid and one electronic copy via email to
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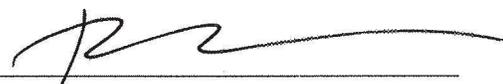
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I further certify that I possess a paper copy of the signed original of the foregoing
document that is available for review by the parties and the adjudicator.

Dated: August 25, 2014



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COPY CERTIFICATION

I, Jeannie S. Rhee, certify that the electronic version of the Motion of Third Party Google Inc. for *In Camera* Treatment of Testimony Regarding Competitively Sensitive Business Information is a true and accurate copy of the paper original and that a paper copy with an original signature was filed on the same day.

Dated: August 25, 2014



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EXHIBIT A

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

_____)	
In the Matter of)	
)	
ECM BioFilms, Inc.)	Docket No. 9358
a corporation, also d/b/a)	
Enviroplastics International)	
)	

DECLARATION OF PAUL MCDONALD IN SUPPORT OF MOTION OF THIRD PARTY GOOGLE INC. FOR *IN CAMERA* TREATMENT OF TESTIMONY REGARDING COMPETITIVELY SENSITIVE BUSINESS INFORMATION

Pursuant to 28 U.S.C. § 1746, I, Paul McDonald, make the following declaration:

1. My name is Paul McDonald, and I am a Product Manager at Google Inc. (“Google”). I am over 18 years of age, and I am a citizen of the United States.
2. I have extensive personal knowledge of the development and functionality of the Google Consumer Surveys (“GCS”) product, based upon my work at Google.
3. GCS was introduced to the market on March 29, 2012, after several years of development involving dozens of employees.
4. Researchers, businesses, and other GCS customers design surveys using GCS’s platform to be administered to internet users. GCS works by deploying survey questions to internet users on the websites of selected publishers who partner with GCS. When a user clicks a link to access premium content on a partner website, the user is given the option to access the content for free by responding to a “micro survey” of up to ten questions. In exchange, the website publisher receives a small fee for each completed survey.
5. The identities of GCS’s publisher partners are confidential.
6. GCS uses a confidential and proprietary dynamic algorithm to infer, from

data such as the user's IP address and non-personally identifiable browsing behavior, the user's geographic location and demographic information, respectively. GCS then proactively administers the survey to users whose demographic information is required to create a balanced survey population, according to the demographic criteria requested by the survey author. This core feature of GCS provides a key competitive advantage over other survey products on the market.

7. To the extent the final sample appears to require further demographic balancing based on the product's sophisticated programming, GCS provides for the weighting of the data to produce the desired demographic sample and, in doing so, excludes respondents whose inferred demographic is unknown based on the program's assessment. How GCS weights data and selects respondents to exclude is sensitive and proprietary.

8. GCS takes into account the difficulty of inferring demographic information from users of public connections, shared computers, and other mixed or unknown users. How GCS processes these respondents is also proprietary and confidential.

9. GCS also has additional proprietary and confidential features to validate the reliability of its product. The various measures GCS takes to cross-check the algorithm's ability accurately to infer demographic information and the data GCS utilizes to conduct these validation efforts is proprietary and confidential.

10. To enhance the reliability of survey results, GCS employs "spam detection" techniques to exclude uncooperative respondents. For example, GCS excludes users who answer questions too quickly or answer stock questions (such as "How many days in a week?") with an incorrect answer. The techniques underlying GCS's spam detection techniques are proprietary and confidential.

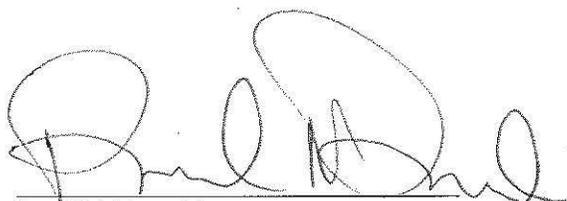
11. Because GCS has created effective and unique methods to gather survey data, competitors would be interested in replicating GCS's methodology. Many competitors exist in the survey marketplace, including in-person, telephone, and internet survey programs.

12. Google takes great pains to prevent the disclosure of its confidential information. Google's Code of Conduct, included as Attachment A, instructs employees, contractors, and consultants to not disclose confidential product information outside Google without authorization, such as when required pursuant to a subpoena. Employees are admonished to be cautious when discussing work with friends, taking pictures at the office, or posting information online. If violated, the Code of Conduct calls for disciplinary action or termination of employment. Google also pre-screens employees who are speaking at public events or to the press to ensure that no protected information is disclosed in those contexts.

13. Google receives considerable press attention around its products.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 25, 2014.



Paul McDonald

ATTACHMENT A



Investor Relations

1. [About Google](#)
2. [Investor Relations](#)
3. Code of Conduct

Code of Conduct

Preface

“Don’t be evil.” Googlers generally apply those words to how we serve our users. But “Don’t be evil” is much more than that. Yes, it’s about providing our users unbiased access to information, focusing on their needs and giving them the best products and services that we can. But it’s also about doing the right thing more generally – following the law, acting honorably and treating each other with respect.

The Google Code of Conduct is one of the ways we put “Don’t be evil” into practice. It’s built around the recognition that everything we do in connection with our work at Google will be, and should be, measured against the highest possible standards of ethical business conduct. We set the bar that high for practical as well as aspirational reasons: Our commitment to the highest standards helps us hire great people, build great products, and attract loyal users. Trust and mutual respect among employees and users are the foundation of our success, and they are something we need to earn every day.

So please do read the Code, and follow both its spirit and letter, always bearing in mind that each of us has a personal responsibility to incorporate, and to encourage other Googlers to incorporate, the principles of the Code into our work. And if you have a question or ever think that one of your fellow Googlers or the company as a whole may be falling short of our commitment, don’t be silent. We want – and need – to hear from you.

Who Must Follow Our Code?

We expect all of our employees and Board members to know and follow the Code. Failure to do so

can result in disciplinary action, including termination of employment. Moreover, while the Code is specifically written for Google employees and Board members, we expect Google contractors, consultants and others who may be temporarily assigned to perform work or services for Google to follow the Code in connection with their work for us. Failure of a Google contractor, consultant or other covered service provider to follow the Code can result in termination of their relationship with Google.

What If I Have a Code-Related Question or Concern?

If you have a question or concern, don't just sit there. You can contact your manager, your Human Resources representative or Ethics & Compliance. If you want to remain anonymous, you can make a report of a suspected violation or concern through the Ethics & Compliance Helpline.

No Retaliation

Google prohibits retaliation against any worker here at Google who reports or participates in an investigation of a possible violation of our Code. If you believe you are being retaliated against, please contact Ethics & Compliance.

1. Serve Our Users

1. Integrity
2. Usefulness
3. Privacy, Security and Freedom of Expression
4. Responsiveness
5. Take Action

2. Respect Each Other

1. Equal Opportunity Employment
2. Positive Environment
3. Drugs and Alcohol
4. Safe Workplace
5. Dog Policy

3. Avoid Conflicts of Interest

1. Personal Investments
2. Outside Employment, Advisory Roles, Board Seats and Starting Your Own Business
3. Business Opportunities Found Through Work
4. Inventions
5. Friends and Relatives; Co-Worker Relationships
6. Accepting Gifts, Entertainment and Other Business Courtesies

7. Use of Google Products and Services
8. Reporting
4. Preserve Confidentiality
 1. Confidential Information
 2. Google Partners
 3. Competitors/Former Employers
 4. Outside Communications and Research
5. Protect Google's Assets
 1. Intellectual Property
 2. Company Equipment
 3. The Network
 4. Physical Security
 5. Use of Google's Equipment and Facilities
 6. Employee Data
6. Ensure Financial Integrity and Responsibility
 1. Spending Google's Money
 2. Signing a Contract
 3. Recording Transactions
 4. Reporting Financial or Accounting Irregularities
 5. Hiring Suppliers
 6. Retaining Records
7. Obey the Law
 1. Trade Controls
 2. Competition Laws
 3. Insider Trading Laws
 4. Anti-Bribery Laws
8. Conclusion

I. Serve Our Users

Our users value Google not only because we deliver great products and services, but because we hold ourselves to a higher standard in how we treat users and operate more generally. Keeping the following principles in mind will help us to maintain that high standard:

1. Integrity

Our reputation as a company that our users can trust is our most valuable asset, and it is up to all of us to make sure that we continually earn that trust. All of our communications and

other interactions with our users should increase their trust in us.

2. **Usefulness**

Our products, features and services should make Google more useful for all our users. We have many different types of users, from individuals to large businesses, but one guiding principle: “Is what we are offering useful?”

3. **Privacy, Security and Freedom of Expression**

Always remember that we are asking users to trust us with their personal information. Preserving that trust requires that each of us respect and protect the privacy and security of that information. Our security procedures strictly limit access to and use of users’ personal information, and require that each of us take measures to protect user data from unauthorized access. Know your responsibilities under these procedures, and collect, use, and access user personal information only as authorized by our security policies, our Privacy Policies and applicable data protection laws.

Google is committed to advancing privacy and freedom of expression for our users around the world. Where user privacy and freedom of expression face government challenges, we seek to implement internationally recognized standards that respect those rights as we develop products, do business in diverse markets, and respond to government requests to access user information or remove user content. Contact Legal or Ethics & Compliance if you have questions on implementing these standards in connection with what you do at Google.

4. **Responsiveness**

Part of being useful and honest is being responsive: We recognize relevant user feedback when we see it, and we do something about it. We take pride in responding to communications from our users, whether questions, problems or compliments. If something is broken, fix it.

5. **Take Action**

Any time you feel our users aren’t being well-served, don’t be bashful—let someone in the company know about it. Continually improving our products and services takes all of us, and we’re proud that Googlers champion our users and take the initiative to step forward when the interests of our users are at stake.

II. Respect Each Other

We are committed to a supportive work environment, where employees have the opportunity to reach their fullest potential. Each Googler is expected to do his or her utmost to create a respectful workplace culture that is free of harassment, intimidation, bias and unlawful discrimination of any kind.

Please read the Employee Handbook relevant to your locale. Located in the HR section of our internal corporate site, the Handbook covers in greater detail how we should conduct ourselves at work.

1. Equal Opportunity Employment

Employment here is based solely upon individual merit and qualifications directly related to professional competence. We strictly prohibit unlawful discrimination or harassment of any kind, including discrimination or harassment on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation or any other characteristics protected by law. We also make all reasonable accommodations to meet our obligations under laws protecting the rights of the disabled.

2. Positive Environment

Google prohibits unlawful harassment in any form – verbal, physical or visual. If you believe you've been harassed by anyone at Google, or by a Google partner or vendor, you should immediately report the incident to your supervisor, Human Resources or both. Similarly, supervisors and managers who learn of any such incident should immediately report it to Human Resources. HR will promptly and thoroughly investigate any complaints and take appropriate action.

3. Drugs and Alcohol

Our position on substance abuse is simple: It is incompatible with the health and safety of our employees, and we don't permit it. Consumption of alcohol is not banned at our offices, but use good judgment and never drink in a way that leads to impaired performance or inappropriate behavior, endangers the safety of others or violates the law. Illegal drugs in our offices or at sponsored events are strictly prohibited. If a manager has reasonable suspicion to believe that an employee's use of drugs and/or alcohol may adversely affect the

employee's job performance or the safety of the employee or others in the workplace, the manager may request an alcohol and/or drug screening. A reasonable suspicion may be based on objective symptoms such as the employee's appearance, behavior or speech.

4. **Safe Workplace**

We are committed to a violence-free work environment, and we will not tolerate any level of violence or the threat of violence in the workplace. Under no circumstances should anyone bring a weapon to work. If you become aware of a violation of this policy, you should report it to Human Resources immediately. In case of potential violence, contact Google Security.

5. **Dog Policy**

Google's affection for our canine friends is an integral facet of our corporate culture. We like cats, but we're a dog company, so as a general rule we feel cats visiting our offices would be fairly stressed out.

III. Avoid Conflicts of Interest

In working at Google, we have an obligation to always do what's best for the company and our users. When you are in a situation in which competing loyalties could cause you to pursue a personal benefit for you, your friends or your family at the expense of Google or our users, you may be faced with a conflict of interest. All of us should avoid conflicts of interest and circumstances that reasonably present the appearance of a conflict.

When faced with a potential conflict of interest, ask yourself:

- Would this activity create an incentive for me, or be perceived by others to create an incentive for me, to benefit myself, my friends or my family, or an associated business at the expense of Google?
- Would this activity harm my reputation, negatively impact my ability to do my job at Google, or potentially harm Google?
- Would this activity embarrass Google or me if it showed up on the front page of a newspaper or a blog?

If the answer to any of these questions is "yes," the relationship or situation is likely to create a conflict of interest, and you should avoid it.

Below, we provide guidance in seven areas where conflicts of interest often arise:

- personal investments
- outside employment, advisory roles, board seats, and starting your own business
- business opportunities found through work
- inventions
- friends and relatives; co-worker relationships
- accepting gifts, entertainment and other business courtesies
- use of Google products and services

In each of these situations, the rule is the same – if you are considering entering into a situation that creates a conflict of interest, don't. If you are in a situation that may create a conflict of interest, or the appearance of a conflict of interest, review the situation with your manager and Ethics & Compliance. Finally, it's important to understand that as circumstances change, a situation that previously didn't present a conflict of interest may present one.

1. **Personal Investments**

Avoid making personal investments in companies that are Google competitors or business partners when the investment might cause, or appear to cause, you to act in a way that could harm Google.

When determining whether a personal investment creates a conflict of interest, consider the relationship between the business of the outside company, Google's business and what you do at Google, including whether the company has a business relationship with Google that you can influence and the extent to which the company competes with Google. You should also consider 1) any overlap between your specific role at Google and the company's business, 2) the significance of the investment, including the size of the investment in relation to your net worth, 3) whether the investment is in a public or private company, 4) your ownership percentage of the company, and 5) the extent to which the investment gives you the ability to manage and control the company.

Investments in venture capital or other similar funds that invest in a broad cross-section of companies that may include Google competitors or business partners generally do not create conflicts of interest. However, a conflict of interest may exist if you control the fund's investment activity.

2. **Outside Employment, Advisory Roles, Board Seats and Starting Your Own Business**

Avoid accepting employment, advisory positions or board seats with Google competitors or

business partners when your judgment could be, or could appear to be, influenced in a way that could harm Google. Additionally, because board seats come with fiduciary obligations that can make them particularly tricky from a conflict of interest perspective, you should notify your manager before accepting a board seat with any outside company. Google board members and employees who are VP and above should also notify Ethics & Compliance. Finally, do not start your own business if it will compete with Google.

3. **Business Opportunities Found Through Work**

Business opportunities discovered through your work here belong first to Google, except as otherwise agreed to by Google.

4. **Inventions**

Developing or helping to develop outside inventions that a) relate to Google's existing or reasonably anticipated products and services, b) relate to your position at Google, or c) are developed using Google corporate resources may create conflicts of interest and be subject to the provisions of Google's Confidential Information and Invention Assignment Agreement and other employment agreements. If you have any questions about potential conflicts or intellectual property ownership involving an outside invention or other intellectual property, consult Ethics & Compliance or Legal.

5. **Friends and Relatives; Co-Worker Relationships**

Avoid participating in a potential or existing Google business relationship involving your relatives, spouse or significant other, or close friends. This includes being the hiring manager for a position for which your relative or close friend is being considered or being a relationship manager for a company associated with your spouse or significant other.

To be clear, just because a relative, spouse/significant other or close friend works at Google or becomes a Google competitor or business partner doesn't mean there is a conflict of interest. However, if you are also involved in that Google business relationship, it can be very sensitive. The right thing to do in that situation is to discuss the relationship with your manager and Ethics & Compliance.

Finally, romantic relationships between co-workers can, depending on the work roles and respective positions of the co-workers involved, create an actual or apparent conflict of interest. If a romantic relationship does create an actual or apparent conflict, it may require changes to work arrangements or even the termination of employment of either or both

individuals involved. Consult Google’s Employee Handbook for additional guidance on this issue.

6. **Accepting Gifts, Entertainment and Other Business Courtesies**

Accepting gifts, entertainment and other business courtesies from a Google competitor or business partner can easily create the appearance of a conflict of interest, especially if the value of the item is significant. Google’s Non-Government Related Gifts & Client Entertainment Policy provides specific guidance on when it is appropriate for Googlers to accept gifts, entertainment or any other business courtesy (including discounts or benefits that are not made available to all Googlers) from any of our competitors or business partners.

Generally, acceptance of inexpensive “token” non-cash gifts is permissible. In addition, infrequent and moderate business meals and entertainment with clients and infrequent invitations to attend local sporting events and celebratory meals with clients can be appropriate aspects of many Google business relationships, provided that they aren’t excessive and don’t create the appearance of impropriety. Before accepting any gift or courtesy, consult the Non-Government Related Gifts & Client Entertainment Policy, and be aware that you may need to obtain manager approval.

Contact Ethics & Compliance if you have any questions. See the discussion of Anti-Bribery Laws in Section VII(d) for guidance on when it is appropriate to give gifts and business courtesies in the course of doing Google business.

7. **Use of Google Products and Services**

Avoiding potential conflicts of interest also means that you should not use Google products, services or information in a way that improperly benefits someone you know or creates the appearance that you have an unfair advantage over users outside of Google. For example, you should never approve Google accounts, services or credits for yourself, your friends, or family members. If you find yourself subject to a conflict of interest regarding a Google product or service, discuss the situation with your manager, Legal or Ethics & Compliance.

8. **Reporting**

Ethics & Compliance will periodically report to the Google Compliance Steering Committee all matters involving Google officers – VPs and above – approved under this section of the Code, and will periodically report to the Google Nominating and Corporate Governance Committee all matters involving Google executive officers and Board members approved

under this section.

IV. Preserve Confidentiality

We get a lot of press attention around our innovations and our culture, and that's usually fine. However, company information that leaks prematurely into the press or to competitors can hurt our product launches, eliminate our competitive advantage and prove costly in other ways. Our responsibilities extend beyond not revealing confidential Google material – we must also:

- properly secure, label and (when appropriate) dispose of confidential Google material;
- safeguard confidential information that Google receives from others under non-disclosure agreements; and
- take steps to keep our trade secrets and other confidential intellectual property secret.

1. Confidential Information

Google's "confidential information" includes financial, product and user information. Make sure that confidential company material stays that way; don't disclose it outside of Google without authorization. At times, a particular project or negotiation may require you to disclose confidential information to another party: Disclosure of this information should be on a "need to know" basis and only under a non-disclosure agreement. In addition, Google policy may require a prior security assessment of the outside party that is to receive the confidential information. Be sure to conduct the appropriate due diligence and have the appropriate agreement in place before you disclose the information.

There are, of course, "gray areas" in which you will need to apply your best judgment in making sure you don't disclose any confidential information. Suppose a friend who works at a non-profit organization asks you informally how to improve the Google search ranking of the group's website: Giving your friend site-optimization tips available in public articles and on websites isn't likely to be a problem, but giving tips that aren't publicly known definitely would be. If you're in a gray area, be cautious in what advice or insight you provide or, better yet, ask for guidance from Ethics & Compliance.

And don't forget about pictures you and your guests take at Google – it is up to you to be sure that those pictures don't disclose confidential information.

Finally, some of us will find ourselves having family or other personal relationships with people employed by our competitors or business partners. As in most cases, common sense applies. Don't tell your significant other or family members anything confidential, and

don't solicit confidential information from them about their company.

2. **Google Partners**

Just as you are careful not to disclose confidential Google information, it's equally important not to disclose any confidential information from our partners. Don't accept confidential information from other companies without first having all parties sign an appropriate non-disclosure agreement approved by Legal. Even after the agreement is signed, try only to accept as much information as you need to accomplish your business objectives.

3. **Competitors/Former Employers**

We respect our competitors and want to compete with them fairly. But we don't want their confidential information. The same goes for confidential information belonging to any Googler's former employers. If an opportunity arises to take advantage of a competitor's or former employer's confidential information, don't do it. Should you happen to come into possession of a competitor's confidential information, contact Legal immediately.

4. **Outside Communications and Research**

You probably know that our policy is to be extremely careful about disclosing company information, and never to disclose any confidential information without authorization. It's also a bad idea to post your opinions or information about Google on the Internet, even if not confidential, unless you're authorized to do so as part of your job. Your comments may be attributed to Google, even though you didn't mean it that way. And never discuss the company with the press unless you've been explicitly authorized to do so by Corporate Communications. Finally, check with your manager and Corporate Communications before accepting any public speaking engagement. In general, before making any external communication or disclosure, you should consult our Employee Communications Policy and our Communications and Disclosure Policy.

V. **Protect Google's Assets**

Google has a well-earned reputation for generosity with our employee benefits and openness with confidential information shared within the company. Our ability to continue these practices depends on how well we conserve company resources and protect company assets and information.

1. Intellectual Property

Google's intellectual property rights (our trademarks, logos, copyrights, trade secrets, "know-how" and patents) are among our most valuable assets. Unauthorized use can lead to their loss or serious loss of value. Any use of Google's trademarks and logos must be cleared in advance by the Marketing team. Report any suspected misuse of trademarks, logos or other Google intellectual property to Legal.

Likewise, respect the intellectual property rights of others. Inappropriate use of others' intellectual property may expose Google and you to criminal and civil fines and penalties. Please seek advice from Legal before you solicit, accept or use proprietary information from others or let others use or have access to Google proprietary information. You should also check with Legal if developing a product that uses content not belonging to Google.

A word about open source – Google is committed to open source software development. Consistent with our policy of respecting the valid intellectual property rights of others, we strictly comply with the license requirements under which open source software is distributed. Failing to do so may lead to legal claims against Google, as well as significant damage to the company's reputation and its standing in the open source community. Please seek guidance from Legal and the Open Source Programs Office before incorporating open source code into any Google product, service or internal project.

2. Company Equipment

Google gives us the tools and equipment we need to do our jobs effectively, but counts on us to be responsible and not wasteful with the Google stuff we are given. Nobody's going to complain if you snag an extra bagel on Friday morning, but company funds, equipment and other physical assets are not to be requisitioned for purely personal use. Not sure if a certain use of company assets is okay? Please ask your manager or Human Resources.

3. The Network

Google's communication facilities (which include both our network and the hardware that uses it, like computers and mobile devices) are a critical aspect of our company's property, both physical and intellectual. Be sure to follow all security policies. If you have any reason to believe that our network security has been violated – for example, you lose your laptop or smart phone or think that your network password may have been compromised – please promptly report the incident to Information Security. For more information, consult Google's security policies.

4. Physical Security

If you're not careful, people will steal your stuff. Always secure your laptop, important equipment and your personal belongings, even while on Google's premises. Always wear your badge visibly while on site. Don't tamper with or disable security and safety devices. Watch people who "tailgate" behind you through our doors. If you don't see a Google badge, please ask for it (and, as appropriate, direct the person to a receptionist for assistance). Promptly report any suspicious activity to Google Security. For more information, review Google's physical security policy.

5. Use of Google's Equipment and Facilities

Anything you do using Google's corporate electronic facilities (e.g., our computers, mobile devices, network, etc.) or store on our premises (e.g., letters, memos and other documents) might be disclosed to people inside and outside the company. For example, Google may be required by law (e.g., in response to a subpoena or warrant) to monitor, access and disclose the contents of corporate email, voicemail, computer files and other materials on our electronic facilities or on our premises. In addition, the company may monitor, access and disclose employee communications and other information on our corporate electronic facilities or on our premises where there is a business need to do so, such as protecting employees and users, maintaining the security of resources and property, or investigating suspected employee misconduct.

6. Employee Data

We collect and store personal information from employees around the world. Access this data only in line with local law and Google internal policies, and keep it secure according to those standards.

VI. Ensure Financial Integrity and Responsibility

Financial integrity and fiscal responsibility are core aspects of corporate professionalism. This is more than accurate reporting of our financials, though that's certainly important. The money we spend on behalf of Google is not ours; it's the company's and, ultimately, our shareholders'. Each person at Google – not just those in Finance – has a role in making sure that money is appropriately spent, our financial records are complete and accurate and internal controls are honored. This matters every time we hire a new vendor, expense something to Google, sign a new business contract or enter into any deals on Google's behalf.

To make sure that we get this right, Google maintains a system of internal controls to reinforce our compliance with legal, accounting, tax and other regulatory requirements in every location in which we operate.

Stay in full compliance with our system of internal controls, and don't hesitate to contact Ethics & Compliance or Finance if you have any questions. What follows are some core concepts that lie at the foundation of financial integrity and fiscal responsibility here at Google.

1. **Spending Google's Money**

A core Google value has always been to spend money wisely. When you submit an expense for reimbursement or spend money on Google's behalf, make sure that the cost is reasonable, directly related to company business and supported by appropriate documentation. Always record the business purpose (e.g., if you take someone out to dinner on Google, always record in our expense reimbursement tool the full names and titles of the people who attended as well as the reason for the dinner) and comply with other submission requirements. If you're uncertain about whether you should spend money or submit an expense for reimbursement, check with your manager. Managers are responsible for all money spent and expenses incurred by their direct reports, and should carefully review such spend and expenses before approving.

2. **Signing a Contract**

Each time you enter into a business transaction on Google's behalf, there should be documentation recording that agreement, approved by the Legal Department. Signing a contract on behalf of Google is a very big deal. Never sign any contract on behalf of Google unless all of the following are met:

- You are authorized to do so under our Signature Authority and Approval Policy. If you are unsure whether you are authorized, ask your manager;
- The contract has been approved by Legal. If you are using an approved Google form contract, you don't need further Legal approval unless you have made changes to the form contract or are using it for other than its intended purpose; and
- You have studied the contract, understood its terms and decided that entering into the contract is in Google's interest.

All contracts at Google should be in writing and should contain all of the relevant terms to which the parties are agreeing – Google does not permit “side agreements,” oral or written.

3. **Recording Transactions**

If your job involves the financial recording of our transactions, make sure that you're fully familiar with all of the Google policies that apply, including our revenue recognition policy and our purchasing policy.

Immediately report to Finance any transactions that you think are not being recorded correctly.

4. **Reporting Financial or Accounting Irregularities**

It goes without saying (but we're going to say it anyway) that you should never, ever interfere in any way with the auditing of Google's financial records. Similarly, you should never falsify any record or account, including time reports, expense accounts and any other Google records.

Familiarize yourself with our Reporting of Financial and Accounting Concerns Policy. If you suspect or observe any of the conduct mentioned above or, for that matter, any irregularities relating to financial integrity or fiscal responsibility, no matter how small, immediately report them to Ethics & Compliance.

5. **Hiring Suppliers**

As Google grows, we enter into more and more deals with suppliers of equipment and services. We should always strive for the best possible deal for Google. This almost always requires that you solicit competing bids to make sure that you're getting the best offer. While price is very important, it isn't the only factor worth considering. Quality, service, reliability and the terms and conditions of the proposed deal may also affect the final decision. Please do not hesitate to contact the Purchasing team if you have any questions regarding how to procure equipment or services.

6. **Retaining Records**

It's important that we keep records for an appropriate length of time. The Google Record Retention Policy suggests minimum record retention periods for certain types of records. These are great guidelines, but keep in mind that legal requirements, accounting rules and other external sources sometimes specify longer retention periods for certain types of records, and those control where applicable. In addition, if asked by Legal to retain records relevant to a litigation, audit or investigation, do so until Legal tells you retention is no longer

necessary. If you have any questions regarding the correct length of time to retain a record, contact the Record Retention team.

VII. Obey the Law

Google takes its responsibilities to comply with laws and regulations very seriously and each of us is expected to comply with applicable legal requirements and prohibitions. While it's impossible for anyone to know all aspects of every applicable law, you should understand the major laws and regulations that apply to your work. Take advantage of Legal and Ethics & Compliance to assist you here. A few specific laws are easy to violate unintentionally and so are worth pointing out here:

1. Trade Controls

U.S. and international trade laws control where Google can send or receive its products and/or services. These laws are complex, and apply to:

- imports and exports from or into the U.S.;
- imports and exports of products from or into other countries, with additional concerns when those products contain components or technology of U.S. origin;
- exports of services or providing services to non-U.S. persons; and
- exports of technical data, especially when the technical data is of U.S. origin.

What constitutes an “import” or “export” under the law is pretty broad. For example:

- exposing or allowing access by non-U.S. nationals to U.S. technical data can be an “export”, regardless of what country the exposure occurred in;
- sending a server from one country (“country X”) into another country (“country Y”) is an export from country X and an import into country Y;
- permitting the download of software from one country (“country X”) into another country (“country Y”) is an export from country X; and
- transporting technical data or software on your laptop, or tools or equipment in your luggage, may be an export and import.

The bottom line: If you are in any way involved in sending or making available Google products, services, software, equipment or any form of technical data from one country to another, work with your manager to be absolutely sure that the transaction stays well within the bounds of applicable laws. If you or your manager is not sure, please contact Ethics & Compliance.

2. Competition Laws

Most countries have laws – known as “antitrust,” “competition,” or “unfair competition” laws – designed to promote free and fair competition. Generally speaking, these laws prohibit 1) arrangements with competitors that restrain trade in some way, 2) abuse of intellectual property rights, and 3) use of market power to unfairly disadvantage competitors.

Certain conduct is absolutely prohibited under these laws, and could result in your imprisonment, not to mention severe penalties for Google. Examples of prohibited conduct include:

- agreeing with competitors about prices
- agreeing with competitors to rig bids or to allocate customers or markets
- agreeing with competitors to boycott a supplier or customer

Other activities can also be illegal, unfair, or create the appearance of impropriety. Such activities include:

- sharing competitively sensitive information (e.g., prices, costs, market distribution, etc.) with competitors
- entering into a business arrangement or pursuing a strategy with the sole purpose of harming a competitor
- using Google’s size or strength to gain an unfair competitive advantage

Although the spirit of these laws is straightforward, their application to particular situations can be quite complex. Google is committed to competing fair and square, so please contact Ethics & Compliance if you have any questions about the antitrust laws and how they apply to you. Any personnel found to have violated Google’s antitrust policies will, subject to local laws, be disciplined, up to and including termination of employment. If you suspect that anyone at the company is violating the competition laws, notify Ethics & Compliance immediately.

3. Insider Trading Laws

As we said earlier, internally we share information, including non-public information, about Google’s business operations pretty freely (think of TGIF). In addition, you may overhear a hallway conversation or come across a memo at a copy machine, either of which might involve confidential information. To use this nonpublic information to buy or sell stock, or to pass it along to others so that they may do so, could constitute insider trading. Insider trading not only violates this Code, it violates the law. Don’t do it.

You should familiarize yourself with Google’s Insider Trading Policy. It describes company-wide policies that address the risks of insider trading, such as:

- a prohibition on any Google employee hedging Google stock; and
- periodic blackout windows when no Google employee may trade Google stock.

4. **Anti-Bribery Laws**

Like all businesses, Google is subject to lots of laws, both U.S. and non-U.S., that prohibit bribery in virtually every kind of commercial setting. The rule for us at Google is simple – don’t bribe anybody, anytime, for any reason.

Non-government relationships. You should be careful when you give gifts and pay for meals, entertainment or other business courtesies on behalf of Google. We want to avoid the possibility that the gift, entertainment or other business courtesy could be perceived as a bribe, so it’s always best to provide such business courtesies infrequently and, when we do, to keep their value moderate. Consult Google’s Non-Government Related Gifts and Client Entertainment Policy before providing any business courtesies and contact Ethics & Compliance if you have any questions.

Dealing with government officials. Offering gifts, entertainment or other business courtesies that could be perceived as bribes becomes especially problematic if you’re dealing with a government official. “Government officials” include any government employee; candidate for public office; or employee of government-owned or -controlled companies, public international organizations, or political parties. Several laws around the world, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act, specifically prohibit offering or giving anything of value to government officials to influence official action or to secure an improper advantage. This not only includes traditional gifts, but also things like meals, travel, political or charitable contributions and job offers for government officials’ relatives. Never give gifts to thank government officials for doing their jobs. By contrast, it can be permissible to make infrequent and moderate expenditures for gifts and business entertainment for government officials that are directly tied to promoting our products or services (e.g., providing a modest meal at a day-long demonstration of Google products). Payment of such expenses can be acceptable (assuming they are permitted under local law) but may require pre-approval from Ethics & Compliance under Google’s Anti-Bribery and Government Ethics Policy.

The U.S. also has strict rules that severely limit the ability of a company or its employees to give gifts and business courtesies to a U.S. government official and also limit the official’s

ability to accept such gifts. The Honest Leadership and Open Government Act prohibits giving any gifts, including travel and other courtesies, to Members, Officers and employees of the U.S. Senate and House of Representatives unless they fit within one of a number of specific exceptions. Gifts to employees of the U.S. executive branch are also regulated and subject to limits. Finally, state and local government officials in the U.S. are also subject to additional legal restrictions. Consult Google's Anti-Bribery and Government Ethics Policy before giving any such gifts or business courtesies and obtain all required pre-approvals.

In sum, before offering any gifts or business courtesies to a U.S. or other government official, you should consult Google's Anti-Bribery and Government Ethics Policy. Carefully follow the limits and prohibitions described there, and obtain any required pre-approvals. If after consulting the Policy you aren't sure what to do, ask Ethics & Compliance.

VIII. Conclusion

Google aspires to be a different kind of company. It's impossible to spell out every possible ethical scenario we might face. Instead, we rely on one another's good judgment to uphold a high standard of integrity for ourselves and our company. We expect all Googlers to be guided by both the letter and the spirit of this Code. Sometimes, identifying the right thing to do isn't an easy call. If you aren't sure, don't be afraid to ask questions of your manager, Legal or Ethics & Compliance.

And remember... don't be evil, and if you see something that you think isn't right – speak up!

Last updated April 25, 2012

Effective April 25, 2012, Google's Code of Conduct was amended and restated to provide additional guidance on the factors to consider when determining whether a conflict of interest arises (Section III), and to make certain other technical and administrative changes, including to the provisions relating to trade controls, competition laws, and anti-bribery laws (Section VII).