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Attorneys for Plaintiff
NETCHOICE, LLC d/b/a NetChoice

IN THE UNITED STATES DISTRICT COURT

THE NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

NETCHOICE, LLC d/b/a NetChoice,	Case No. 5:22-cv-08861-BLF
Plaintiff,	**DECLARATION OF LIBBY ROIN IN SUPPORT OF MOTION FOR PRELIMINARY INJUNCTION**
v.	
ROB BONTA, ATTORNEY GENERAL OF THE STATE OF CALIFORNIA, in his official capacity,	Date: June 22, 2023 Time: 9:00 a.m. Dept.: Courtroom 3 – 5th Floor
Defendant.	Action Filed: December 14, 2022

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I, Libby Roin, declare:

1.   ***Identity of Declarant***. I am Chief Executive Officer of Goodreads. I make this declaration from personal knowledge and a review of Goodreads' records kept in the ordinary course of business.

2.   ***Goodreads Service***. Goodreads is the world's largest site for readers and book recommendations. Its mission is to help people discover books they love and get more out of reading. As of February 2023, Goodreads has approximately 150 million registered users globally.

3.   Goodreads was started in 2006 as a website where users could create and share virtual bookshelves to track books they had read, were reading, or planned to read; post book ratings and reviews; and engage in discussions about books with other users. These user-generated reviews and ability to track their reading continues to be a main draw for Goodreads users. Goodreads also now provides personalized book recommendations to its users based on the books they have previously "shelved" or reviewed and publishes original content to the Goodreads News and Interviews page.

4.   Goodreads facilitates discussion not only among established book lovers, but also among teen readers who are still developing their love of reading. Teachers have reported that encouraging their students to track reading through Goodreads encourages accountability, motivates students, and fosters a sense of accomplishment. Teachers can encourage students to set goals for themselves through the Goodreads Reading Challenge. Goodreads also facilitates peer-to-peer recommendations among students, with less prolific readers able to benefit from the suggestions of their book-loving classmates.

5.   Goodreads also provides a number of services to authors and publishers that allow them to connect with a broad audience of readers. For example, verified authors can register for author accounts that permit them to interact with readers through the "Ask the Author" feature, share their Kindle notes and highlights from their own titles with readers, and write or import blogs. Like any other Goodreads user, authors can also "shelve" books, create book lists, track their reading, and write reviews. Authors and publishers can also sponsor giveaways to promote books on Goodreads.

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6.   To connect Goodreads users with books that they might enjoy, Goodreads uses algorithms that take into account user's preferences, including book ratings and favorite genres. One of the genres on Goodreads with which users engage most frequently is "Young Adult," which describes books that span the entire spectrum of fiction genres but are "written for, published for, or marketed to adolescents and young adults, roughly ages 13 to 18." *See* Goodreads, *Genres: Young Adult*, https://www.goodreads.com/genres/young-adult. The individual titles on Goodreads with which users engage most frequently include, among others, Harry Potter and the Sorcerer's Stone, The Hunger Games, Twilight, and The Fault in Our Stars – all young adult novels.

7.   ***Means of Accessing Service***. Goodreads is free to users, all of whom are subject to Goodreads' Terms of Service and must be 13 years of age or older to access the services. Goodreads is accessible through a web browser or through the Goodreads mobile app. It is not necessary for users to create or log in to a Goodreads account to access book reviews, book pages, blogs, and other content on the Goodreads site. Users do, however, need to register for a Goodreads account to post their own ratings, reviews, and comments, to add books to digital bookshelves, to connect with friends to share reading lists, and to take advantage of Goodreads' personalized book recommendation services.

8.   To create an account, users must provide a verifiable email address (meaning an email address that can be confirmed as functional through an automated verification email) and a name, which is not verified and need not be real. Many users prefer to create their accounts using pseudonyms. Account holders may, but are not required to, provide additional information about themselves, including their birthdays. Goodreads believes that individuals should if they so choose be able to engage in thoughtful discourse about books without having to identify their real identities. Relatedly, users may set their profiles to be viewable to everyone, only to registered Goodreads users, or only to Goodreads friends. Book reviews are always posted publicly but, as noted, may be posted under a pseudonym.

9.   Authors can also create specialized accounts through Goodreads' free Author Program, which allows them to manage their author profiles, engage with readers, and promote their books. To claim an author account, a Goodreads user must submit an application with

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1   sufficient information to verify that they are in fact the author, including official author contact

2   information, publisher contact information, and other online accounts associated with the author.

3   10.   ***Business Model***. The vast majority of Goodreads' revenue comes from advertising.

4   Goodreads' principal advertisers are book publishers and companies that advertise book-related

5   products, such as films based on popular books. Some Goodreads ads are displayed to all users at

6   a given time, or based solely on the content a viewer is engaged with at that moment. Goodreads

7   also uses "interest-based ads"—also known as personalized ads—to display features, products,

8   and services that might be of interest to registered users. This practice benefits both users (by

9   displaying ads that are likely to interest them) and advertisers (by displaying their ads to those

10 most likely to purchase the advertised product). Users can opt-out of interest-based ads if they

11 choose to. In serving interest-based ads, Goodreads follows the Self-Regulatory Principles for

12 Online Behavioral Advertising developed by the Digital Advertising Alliance (a coalition of

13 marketing, online advertising, and consumer advocacy organizations). *See* Digital Advertising

14 Alliance, *Self-Regulatory Principles for Online Behavioral Advertising* (July 1, 2009),

15 https://digitaladvertisingalliance.org/sites/aboutads/files/DAA_files/seven-principles-07-01-

16 09.pdf.

17   11.   ***Censorship Requirements.*** I understand that AB 2273 will require businesses like

18 Goodreads to assess and mitigate the risk that "potentially harmful content" could reach younger

19 users through Goodreads. Although Goodreads expends substantial resources to create a safe and

20 welcoming community, it is impossible to predict which books or book-related discussion might

21 be considered "potentially harmful" to any category of young readers (let alone any specific young

22 reader).

23   12.   Predictably, books that some might consider controversial or potentially harmful

24 generate lively debate among the Goodreads community. For example, as of January 16, 2023,

25 there are 33,347 reviews posted for *Lolita* by Vladimir Nabokov. There are 12,296 reviews for

26 *Blood Meridian or The Evening Redness in the West* by Cormac McCarthy, "an epic novel of the

27 violence and depravity" of the American West in the 1850s that was named one of the all-time

28 greatest English-language novels by *Time* magazine. There are 5,502 reviews posted for *Lawn*

4

1 *Boy* by Jonathan Evison, a novel acclaimed by some but banned by others. *See* Hannah Natanson,

2 "A mom wrongly said the book showed pedophilia; school libraries banned it," *Washington Post*

3 (Dec. 22, 2022), https://www.washingtonpost.com/education/2022/12/22/lawn-boy-book-ban-

4 pedophilia/.

5   13. Goodreads' automated book recommendation service—one of Goodreads' most

6 crucial services—is designed to match users with books that best fit their profiles. Redesigning

7 this service, or creating a new one, to remove "potentially harmful" content is not feasible. The

8 "potentially harmful" standard is simply too vague and subjective, and does not account for

9 historical or literary value. Moreover, given the millions of titles listed on the site, it would be an

10 extraordinary undertaking for Goodreads to attempt to evaluate the "potentially harmful" nature

11 of each book or even each genre as a whole.

12   14. Goodreads recognizes that controversy and debate is part and parcel of the

13 exchange of ideas. Indeed, some of the most groundbreaking and critically lauded books in

14 history—books regularly read by teenagers—were considered harmful in their time and might still

15 be considered harmful today. For example, J.D. Salinger's *The Catcher in the Rye* is considered

16 an "all-time classic in coming-of-age literature," Goodreads, *The Catcher in the Rye*,

17 https://www.goodreads.com/book/show/5107.The_Catcher_in_the_Rye, yet it has also been

18 associated with two murders and an attempted assassination. *See* Clemence Michallon, "What

19 happens when books inspire real-life violence?" *Independent* (Feb. 11, 2021),

20 https://www.independent.co.uk/arts-entertainment/books/features/the-turner-diaries-capitol-

21 insurrection-books-b1800572.html. Other important books—including those that document war

22 or historical atrocities such as the Holocaust—impart disturbing information that could negatively

23 affect some readers' emotional well-being. *Maus* by Art Spiegelman, for example, is a graphic

24 novel that "recounts the chilling experiences of the author's father during the Holocaust"; it has

25 been described as "brutally moving," and could disturb a reader's sense of well-being

26 notwithstanding the thousands of positive reviews on Goodreads.

27   15. Politically controversial books could also be considered harmful by some. Ta-

28 Nehisi Coates' *Between the World and Me*—which has more than 300,000 ratings on Goodreads—

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was the subject of an investigation by a legislator in another state due to concerns that it "'might make students feel discomfort, guilt, anguish, or any other form of psychological distress[.]'" Emily Donaldson, "Books about race, sexuality spark investigation into Texas schools," *Dallas Morning News* (Oct. 26, 2021), https://www.dallasnews.com/news/education/2021/10/26/school-districts-under-investigation-by-texas-house-over-books-curriculum/. And certain books that may be highly salutary to some audiences can be harmful to others: Maya Hornbacher's bestselling memoir *Wasted: A Memoir of Anorexia and Bulimia* is a "vivid, honest, and emotionally wrenching memoir," *see* Goodreads, *Wasted: A Memoir of Anorexia and Bulimia*, which Hornbacher wrote "to keep people from going where [she] went." Emma Seaber, *Reading Disorders: Pro-Eating Disorder Rhetoric and Anorexia Life-Writing*, 34 Literature and Med. 484, 484-508 (2016). But some academics have argued that it can be read as offering "a positive presentation of anorexia nervosa that may, intentionally or not, induce certain readers to 'try it' themselves." *Id.*

16.   While Goodreads understands that these and other works will not be appropriate for all readers, Goodreads is committed to allowing users to openly discuss and debate these and other controversial books. Goodreads believes that parents, not Goodreads, should decide if their children and teens are ready for such works. Goodreads seeks to create a safe space where readers can share, learn about, and discuss challenging literary works honestly and respectfully, without inhibition.

17.   Goodreads applies that same ethos to the contributions of its users. Goodreads does not remove user-generated content unless the content violates the Goodreads Community Guidelines or Review Guidelines—for example, if content is plagiarized, self-promotional, or artificially inflates or deflates a book's ratings or reviews. Although identifying such violations is sometimes straightforward, it frequently requires judgment calls. To provide adequate flexibility to respond to a wide range of user content and allocate enforcement resources, the Community Guidelines and Review Guidelines state that Goodreads retains "sole discretion" to decide when content violates our guidelines. True and correct copies of the Community Guidelines and Review Guidelines are attached hereto as **Exhibit 1** and **Exhibit 2**, respectively.

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18.   ***Age Verification***.   I understand that AB 2273 will require businesses like Goodreads to "[e]stimate the age of child users with a reasonable level of certainty." Although Goodreads' terms require users to be 13 or older, Goodreads does not require those users to provide more detailed age information (such as birthdate or actual age).

19.   Although Goodreads allows users to add birthdays to their profiles, many users do not provide this information, and self-reported birthdates are not a dependable metric for users' ages. Relying on user activity to estimate a user's age would be similarly challenging because genres directed at young people—such as "Young Adult"—are widely read by adults, and teenagers' reading habits are often just as sophisticated as those of adults.

20.   To verify the ages of Goodreads' users, Goodreads would need to begin requiring account registration for all users and collecting sensitive personal information that it does not currently collect. These requirements would erect a significant barrier to accessing Goodreads services' and would likely alienate and even exclude many users (such as, for example, those who lack government identification cards).

21.   Even if Goodreads were to require users to set up accounts and accountholders to verify their birthdates or ages, that still would not necessarily suffice to verify the identity (and therefore age) of any specific user. An adult could "verify" an account when the account is established—or even if necessary each time she logs in to the account—but there is no guarantee that the account will not thereafter be used by a young person.

22.   ***Restrictions on Algorithms, Data Collection, and Data Use***. I understand that AB 2273 might prohibit Goodreads from collecting user information for purposes that are ancillary to the service in which a minor user is "knowingly and actively engaged," or to inform algorithms that make up a core part of Goodreads services. Depending on how these restrictions are interpreted, they could impact Goodreads' ability to use information about a user's engagement with our services (such as through "shelving" books) to recommend books, track and remove "bot" activity, and improve services based on how users interact with the site. In addition, if these restrictions extend to Goodreads' ability to use data to display advertising to users, Goodreads may have to collect revenue from alternate sources—such as users—to sustain its business.

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23. ***Geographic Reach***. Goodreads has users across the United States. Given AB 2273's broad restrictions on user-generated content, data use, algorithms, and personalization (among other things), Goodreads cannot feasibly limit the changes it must adopt to conform to AB 2273 to impact only users in California. Creating a completely separate service just for California users (or those California users under age 18) would be expensive and impractical.

24. ***Demonstrable Harm to Goodreads***. AB 2273 implicates fundamental aspects of Goodreads' services and will require extensive modifications that will fundamentally alter the nature of Goodreads' services. These include implementing age verification protocols; modifying Goodreads' personalization services; revising significant portions of Goodreads software; and reviewing (and likely amending) Goodreads' content moderation protocols. Such changes will violate Goodreads' core principles, impede access to Goodreads' services, and make those services less helpful to users. They are also costly and require a significant resource and staff investment over many months and possibly longer. Based on my research, age verification alone can cost a dollar or more per verification.

*   *   *

25. Goodreads operates from an ethos similar to that of libraries and bookstores: that all individuals, especially young people, are entitled to steer their own literary journey and engage with the books that most interest and inspire them. As a matter of principle, Goodreads is opposed to any regulation that would require it to invade users' privacy or restrict the flow of discussion and ideas on its service.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed at San Francisco, California this 17th day of February, 2023.

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Libby Roin

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