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24 UNITED STATES DISTRICT COURT
25 CENTRAL DISTRICT OF CALIFORNIA

26 METRO-GOLDWYN-MAYER
27 STUDIOS INC.; COLUMBIA
28 PICTURES INDUSTRIES, INC.;
DISNEY ENTERPRISES, INC.; NEW
LINE CINEMA CORPORATION;
PARAMOUNT PICTURES
CORPORATION; TIME WARNER
ENTERTAINMENT COMPANY, L.P.;
TWENTIETH CENTURY FOX FILM
CORPORATION; UNIVERSAL CITY
STUDIOS, INC.; ARISTA RECORDS,
INC.; ATLANTIC RECORDING
CORPORATION; ATLANTIC RHINO
VENTURES INC. d/b/a RHINO
ENTERTAINMENT COMPANY; BAD
BOY RECORDS; CAPITOL RECORDS,
INC.; ELEKTRA ENTERTAINMENT
GROUP INC.; HOLLYWOOD
RECORDS, INC.; INTERSCOPE

Case No. CV 01-08541 SVW (PJWx)

**FIRST AMENDED COMPLAINT
FOR DAMAGES AND
INJUNCTIVE RELIEF FOR
COPYRIGHT INFRINGEMENT**

1 RECORDS; LAFACE RECORDS;
LONDON-SIRE RECORDS INC.;
2 MOTOWN RECORD COMPANY, L.P.;
THE RCA RECORDS LABEL, a unit of
3 BMG MUSIC d/b/a BMG
ENTERTAINMENT; SONY MUSIC
4 ENTERTAINMENT INC.; UMG
RECORDINGS, INC.; VIRGIN
5 RECORDS AMERICA, INC.; WALT
DISNEY RECORDS; WARNER BROS.
6 RECORDS INC.; WEA
INTERNATIONAL INC.; WEA
7 LATINA INC.; and ZOMBA
RECORDING CORPORATION,

8
9 Plaintiffs,

10 v.

11 GROKSTER, LTD.; STREAMCAST
NETWORKS f/k/a MUSICCITY.COM,
INC.; MUSICCITY NETWORKS, INC.;
12 KAZAA BV, f/k/a CONSUMER
EMPOWERMENT BV.; NIKLAS
13 ZENNSTROM; LA GALIOTE BV.;
JANUS FRIIS DEGNBOL; INDIGÖ
14 INVESTMENT BV; SHARMAN
NETWORKS LIMITED; and LEF
15 INTERACTIVE PTY LTD.,

16 Defendants.
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1 Plaintiffs, through undersigned counsel, allege as follows based on personal
2 knowledge as to allegations concerning themselves and on information and belief as
3 to all other allegations:
4

5 **NATURE OF THE ACTION**
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7 1. Plaintiffs, who are owners of copyrights in motion pictures and sound
8 recordings, bring this action to stop Defendants from continuing to encourage,
9 enable, and profit from the massive infringements of Plaintiffs' copyrighted works on
10 the Internet. Dubbed the "next Napster" by the press, Defendants have developed and
11 control networks largely dedicated to the repeated and exploitative unauthorized
12 distribution and reproduction of Plaintiffs' protected works. Defendants provide
13 Internet users with a fully integrated infrastructure that connects them to millions of
14 infringing digital files. Defendants have created a 21st century piratical bazaar where
15 the unlawful exchange of protected materials takes place across the vast expanses of
16 the Internet, and where the materials being exchanged include first-run movies
17 currently playing in theaters and hit songs from virtually every major recording artist.
18 The sheer magnitude of this haven for piracy is overwhelming and undeniable.
19 Defendants themselves cannot disclaim knowledge of the massive infringements
20 facilitated by their networks. Indeed, in an effort to create a protected zone for
21 piracy, Defendants have encrypted the electronic communication within their
22 networks and boast of the anonymity it provides to users. Furthermore, Defendants
23 have conspired with each other and with third parties in committing the acts herein
24 averred. The ease of use of Defendants' networks and the massive piracy they
25 facilitate have rapidly advanced their popularity with potential users. Defendants
26 have sought to turn their growing user base into profit through advertising and
27 investment dollars. In short, Defendants are building a business based on the daily
28

1 massive infringement that they enable and encourage. Defendants' conduct has
2 caused and continues to cause Plaintiffs grave and irreparable harm.

3
4 **JURISDICTION AND VENUE**

5
6 2. This is an action for copyright infringement and arises under the
7 Copyright Act, 17 U.S.C. § 101, *et seq.*, based on acts of copyright infringement
8 committed in the United States. This Court has exclusive jurisdiction of this action
9 under 28 U.S.C. § 1338(a).

10
11 3. Venue is proper in this District pursuant to 28 U.S.C. §§ 1391(b)-(c) and
12 1400(a) because this is a judicial District in which a substantial part of the events
13 giving rise to the claims occurred, and/or this is a judicial District in which
14 Defendants reside or may be found.

15
16 **THE PARTIES**

17
18 4. Plaintiff Metro-Goldwyn-Mayer Studios Inc. is a Delaware corporation,
19 with its principal place of business in California.

20
21 5. Plaintiff Columbia Pictures Industries, Inc. is a Delaware corporation,
22 with its principal place of business in California.

23
24 6. Plaintiff Disney Enterprises, Inc. is a Delaware corporation, with its
25 principal place of business in California.

26
27 7. Plaintiff New Line Cinema Corporation is a Delaware corporation that is
28 qualified to transact business in California.

1 8. Plaintiff Paramount Pictures Corporation is a Delaware corporation, with
2 its principal place of business in California.

3
4 9. Plaintiff Time Warner Entertainment Company, L.P. is a Delaware
5 limited partnership that is qualified to transact business in California.

6
7 10. Plaintiff Twentieth Century Fox Film Corporation is a Delaware
8 corporation, with its principal place of business in California.

9
10 11. Plaintiff Universal City Studios, Inc. is a Delaware corporation, with its
11 principal place of business in California.

12
13 12. Plaintiffs Metro-Goldwyn-Mayer Studios Inc., Columbia Pictures
14 Industries, Inc., Disney Enterprises, Inc., New Line Cinema Corporation, Paramount
15 Pictures Corporation, Time Warner Entertainment Company, L.P., Twentieth
16 Century Fox Film Corporation, and Universal City Studios, Inc., will be referred to
17 collectively as the "Studio Plaintiffs."

18
19 13. The Studio Plaintiffs are U.S. motion picture studios or their affiliates
20 that own the copyright, or exclusive reproduction, adaptation, and/or distribution
21 rights under United States copyright, in certain motion pictures (including but not
22 limited to those listed on Exhibit A), each of which is the subject of a valid
23 Certificate of Copyright Registration from the Register of Copyrights or as to which
24 an application to register such picture under copyright is pending (the "Copyrighted
- 25 Motion Pictures").

-26-
27 14. Plaintiff Arista Records, Inc. is a Delaware corporation that is qualified
28 to transact business in California.

1 15. Plaintiff Atlantic Recording Corporation is a Delaware corporation that
2 is qualified to transact business in California.

3
4 16. Plaintiff Atlantic Rhino Ventures Inc. d/b/a Rhino Entertainment
5 Company is a Delaware corporation with its principal place of business in California.

6
7 17. Plaintiff Bad Boy Records is a joint venture of Arista Good Girls, Inc., a
8 Delaware corporation with its principal place of business in New York, and Bad Boy
9 Entertainment, a Delaware corporation with its principal place of business in New
10 York, and is qualified to transact business in California.

11
12 18. Plaintiff Capitol Records, Inc. is a Delaware corporation that is qualified
13 to transact business in California.

14
15 19. Plaintiff Elektra Entertainment Group Inc. is a Delaware corporation that
16 is qualified to transact business in California.

17
18 20. Plaintiff Hollywood Records, Inc. is a California corporation with its
19 principal place of business in California.

20
21 21. Plaintiff Interscope Records is a California general partnership with its
22 principal place of business in California.

23
24 22. Plaintiff LaFace Records is a joint venture between Arista Ventures,
25 Inc., a Delaware corporation, and LaFace Records, Inc., a Georgia corporation, and is
26 qualified to transact business in California.

27
28

1 23. Plaintiff London-Sire Records Inc. is a Delaware corporation that is
2 qualified to transact business in California.

3
4 24. Plaintiff Motown Record Company, L.P. is a California limited
5 partnership that is qualified to transact business in California.

6
7 25. Plaintiff The RCA Records Label, a unit of BMG Music d/b/a BMG
8 Entertainment, is a New York general partnership that is qualified to transact
9 business in California.

10
11 26. Plaintiff Sony Music Entertainment Inc. is a Delaware corporation that is
12 qualified to transact business in California.

13
14 27. Plaintiff UMG Recordings, Inc. is a Delaware corporation that is
15 qualified to transact business in California.

16
17 28. Plaintiff Virgin Records America, Inc. is a California corporation with
18 its place of business in California.

19
20 29. Plaintiff Walt Disney Records is a division of ABC, Inc., a New York
21 corporation that is qualified to transact business in California.

22
23 30. Plaintiff Warner Bros. Records Inc. is a Delaware corporation with its
24 principal place of business in California.

25
26 31. Plaintiff WEA International Inc. is a Delaware corporation that is
27 qualified to transact business in California.

28

1 32. Plaintiff WEA Latina Inc. is a Delaware corporation that is qualified to
2 transact business in California.

3
4 33. Plaintiff Zomba Recording Corporation is a New York corporation that
5 is qualified to transact business in California.

6
7 34. Plaintiffs Arista Records, Inc., Atlantic Recording Corporation, Atlantic
8 Rhino Ventures Inc. d/b/a Rhino Entertainment Company, Bad Boy Records, Capitol
9 Records, Inc., Elektra Entertainment Group Inc., Hollywood Records, Inc.,
10 Interscope Records, LaFace Records, London-Sire Records Inc., Motown Record
11 Company, L.P., The RCA Records Label, a unit of BMG Music d/b/a BMG
12 Entertainment, Sony Music Entertainment Inc., UMG Recordings, Inc., Virgin
13 Records America, Inc., Walt Disney Records, Warner Bros. Records Inc., WEA
14 International Inc., WEA Latina Inc., and Zomba Recording Corporation will be
15 referred to collectively as the "Record Company Plaintiffs." The Studio Plaintiffs
16 and the Record Company Plaintiffs will be referred to collectively as "Plaintiffs."

17
18 35. The Record Company Plaintiffs are the copyright owners or owners of
19 exclusive rights under United States copyright with respect to certain copyrighted
20 sound recordings embodied in their phonorecords, including but not limited to those
21 listed on Exhibit B, each of which is the subject of a valid Certificate of Copyright
22 Registration from the Register of Copyrights or as to which an application to register
23 such sound recording under copyright is pending (the "Copyrighted Sound
24 Recordings").

25
-26 36. Defendant Grokster, Ltd. (hereinafter "Grokster") is a limited liability
27 company with its principal place of business in Nevis, West Indies.

28

1 37. Defendant StreamCast Networks, Inc. f/k/a MusicCity.com, Inc. is a
2 corporation organized and existing under the laws of the State of Oregon with its
3 principal place of business in Franklin, Tennessee. Its affiliate, Defendant MusicCity
4 Networks, Inc., is a corporation organized and existing under the laws of the State of
5 California with a place of business in Woodland Hills, California. (Defendants
6 StreamCast Networks, Inc., MusicCity.com, and MusicCity Networks, Inc. are
7 collectively referred to herein as "MusicCity.")
8

9 38. Defendant Kazaa B.V., f/k/a Consumer Empowerment BV (hereinafter
10 "Kazaa"), is a limited liability company organized under the laws of The Netherlands
11 with its principal place of business in Amsterdam, The Netherlands.
12

13 39. Defendant Niklas Zennstrom (hereinafter "Zennstrom") is a resident of
14 Sweden and a founder and Director of Defendant Kazaa. Defendant La Galiote BV
15 (hereinafter "La Galiote") is an entity through which Zennstrom conducts business
16 and a part owner of Kazaa.
17

18 40. Defendant Janus Friis Degnbol (hereinafter "Friis") is a resident of
19 Denmark and a founder and Director of Defendant Kazaa. Defendant Indigo
20 Investment BV (hereinafter "Indigo") is an entity through which Friis conducts
21 business and a part owner of Kazaa.
22

23 41. Defendant Sharman Networks Limited (hereinafter "Sharman") is a
24 company registered in Vanuatu and based in Australia. Defendant LEF Interactive
25 Pty Ltd. (hereinafter "LEF"), which is based in Australia, is an alter ego of Sharman
26 and/or an entity through which Sharman conducts business.
27
28

1 unlawful copies of those files. Defendants provide their users with the infrastructure,
2 technological means, and support and services to accomplish these infringements.
3 Defendants are involved in and enable this process in a way that assists and facilitates
4 their users' infringements.

5
6 46. Defendants have provided to their users at no cost, via online download,
7 proprietary application software that allows their users to connect to and use closed
8 computer networks, controlled by Defendants, to reproduce and distribute infringing
9 digital files. The primary technology to do so, which is called "FastTrack," was
10 created by and/or under the direction of Defendants Kazaa, Zennstrom, La Galiote,
11 Friis, and/or Indigo, which have offered the technology itself and also, at all relevant
12 times, have licensed it to Defendants MusicCity, Grokster, Sharman, and LEF.
13 Defendants Kazaa, Sharman, and LEF call their version "KaZaA Media Desktop."
14 Defendant MusicCity termed its version "Morpheus." Defendant Grokster's version
15 is called simply "Grokster." Although the versions of FastTrack differ in cosmetic
16 ways, they contain substantially identical code and employ the same protocols.
17 Regardless of which version their users employed, the user was or is connected to the
18 same network controlled by Defendants. Thus, the Defendants' respective user
19 populations utilizing the FastTrack technology have had and have mutual visibility
20 and access to each other's infringing digital files.

21
22 47. Each Defendant's FastTrack application software has enabled its users to
23 connect their computers to one or more central computer servers controlled and
24 maintained by that Defendant. After the central server registered, identified, and
25 logged in the user, the user connected to a "supernode" – a powerful computer, with a
26 high-bandwidth connection, operated by another user already connected to
27 Defendants' network. Defendants Grokster and Kazaa have operated and controlled
28 computers that function as supernodes. Defendants' central servers maintain

1 communications with supernodes and assist in administering Defendants' FastTrack
2 network.

3
4 48. After one of Defendants' FastTrack users connects to a supernode, that
5 supernode compiles an index of digital files being offered by the user for
6 downloading by others, and it processes search requests submitted by the user. The
7 supernode does likewise for all other users that have been assigned to it. In response
8 to a search request, the supernode reviews its own index of files and, if necessary, the
9 indices maintained by other supernodes, and displays the search results to the user.
10 Defendants have provided their users with sophisticated tools to search their
11 networks to locate the copyrighted works they want. For example, when a user types
12 in the title of one of the Studio Plaintiffs' motion pictures, the system displays a result
13 list showing all currently available audiovisual files containing the title of the motion
14 picture in their name and purporting to contain all or part of that motion picture.
15 With simple commands, the user can download a file directly from the hard drive of a
16 fellow user who hosts it.

17
18 49. Communications on Defendants' FastTrack networks between their
19 user's computer and the Defendants' central servers, between the user and a
20 supernode, between supernodes and the central servers, and between and among
21 supernodes are all encrypted. Defendants created and control the means of
22 encryption. The encryption ensures that Defendants' networks remain "closed" (*i.e.*,
23 cannot be accessed without Defendants' permission and the use of Defendants'
24 software) and thus under Defendants' control.

25
26 50. Defendant MusicCity's infringing system has not been limited to using
27 FastTrack, however. At relevant times, MusicCity has employed different, but
28 functionally equivalent, technologies to operate its infringing network. For example,

1 MusicCity has operated its network using a technology known as "openNap," which
2 is directly based on a reverse engineering of Napster's notorious infringing system.
3 MusicCity has operated one of the largest such "openNap" networks in the world.
4 MusicCity has also operated its network using other technologies. Regardless of the
5 technology it has employed at any given time, however, MusicCity has continuously
6 enabled, facilitated, and benefited from the massive infringement of Plaintiffs' works.
7

8 51. Similarly, the principals of Defendant Grokster have operated, through
9 an entity known as Swaptor Ltd., a large infringing network based on openNap
10 technology. Swaptor Ltd. has also been a licensee of the FastTrack technology and
11 has assigned its rights under that license to Defendant Grokster. Grokster and
12 Swaptor Ltd. were formed and are owned by the same principals, and there is a unity
13 of interest between the two entities.
14

15 52. Defendants have provided their users with facilities, such as online chat
16 rooms and message boards, in which their users – with Defendants' full knowledge –
17 regularly make clear that the primary use of Defendants' networks is the unlawful
18 distribution and reproduction of copyrighted works.
19

20 53. Defendants have made their networks available throughout the United
21 States and the world. At any given time, an enormous number of infringing digital
22 files are available for downloading through the Defendants' networks. The
23 overwhelming majority of the digital files are being distributed and reproduced in
24 violation of the copyright law. The infringing digital files available on and through
25 Defendants' networks include illegal copies of hit sound recordings as well as
26 recently released motion pictures, including many that are still playing in theaters and
27 are not yet legitimately available in any other media format.
28

1 54. Defendants are capable of controlling the activities of their users and the
2 infringing digital files available through their networks. Defendants are also aware of
3 the illegal nature of their users' activities, and actively participate in, facilitate,
4 materially contribute to, and encourage those activities, and profit from those
5 activities by, *inter alia*, drawing users to their networks and services, thereby
6 attracting advertising revenues and otherwise adding value to Defendants' businesses.
7

8 55. After this action was filed, Defendants Kazaa, Zennstrom, Friis, La
9 Galiote, and/or Indigo sold and transferred Kazaa's name, web site, and certain other
10 assets to Defendants Sharman/LEF. Defendants Kazaa, Zennstrom, Friis, La Galiote
11 and/or Indigo retained the rights to Kazaa's most important asset, the FastTrack
12 technology that is the heart of Kazaa's infringing system. At the same time, as part of
13 its agreement with Sharman/LEF, Defendants Kazaa, Zennstrom, Friis, La Galiote
14 and/or Indigo licensed to Sharman the worldwide rights to the FastTrack technology
15 in return for the payment of a continuing royalty to Kazaa and agreed not to issue
16 new licenses of the FastTrack technology to others (the "License Agreement").
17 Under the License Agreement, Sharman has the right, among other things, to
18 maintain, modify, update, develop, and assign the FastTrack technology and any
19 improvements it makes to that technology. Defendants Sharman/LEF currently
20 operate and control the infringing network previously operated and controlled by
21 Kazaa, Zennstrom, Friis, La Galiote and/or Indigo, and are the successors to Kazaa in
22 the control, maintenance, and further modification and development of the underlying
23 FastTrack system that is responsible for the massive infringement of Plaintiffs'
24 copyrighted works by all the Defendants.

25
26 56. Defendants have engaged in a conspiracy, common enterprise, and
27 common course of conduct, among themselves and third parties, through which they
28 have, among other things, developed, maintained, and controlled the FastTrack

1 technology; implemented uniform upgrades and updates of FastTrack; exploited each
2 other's user base, and sold and transferred the rights to that technology among each
3 other. The purpose of such conspiracy, common enterprise, and common course of
4 conduct has been, among other things, to serve each of these Defendant's own
5 economic benefit by knowingly, willfully, and intentionally infringing Plaintiffs'
6 Copyrighted Motion Pictures and Copyrighted Sound Recordings and to attempt to
7 escape liability to Plaintiffs. Each of these Defendants knowingly, willfully, and
8 intentionally has committed the acts hereinabove described in furtherance of the
9 conspiracy, common enterprise, and common course of conduct.

10
11 **CLAIM FOR RELIEF**

12 ***(By All Plaintiffs Against All Defendants, for***
13 ***Copyright Infringement Pursuant to 17 U.S.C. § 501, et seq.)***

14 57. Plaintiffs repeat and reallege each and every allegation contained in
15 paragraphs 1 through 56 as if fully set forth herein.

16
17 58. A tremendous amount of copyright infringement takes place on and
18 through Defendants' networks every day. These infringements occur, *inter alia*,
19 whenever one of their users, without authorization of the copyright owner, uses
20 Defendants' networks to download a copyrighted content file from another user's
21 computer or makes copyrighted content files available for such unlawful
22 downloading. Such acts constitute unauthorized reproduction and distribution and
23 result in unauthorized copies. Defendants participate in, facilitate, materially
24 contribute to, and encourage these infringements.

25
26 59. At all relevant times, Defendants have engaged and continue to engage
27 in the business of knowingly and systematically participating in, facilitating,
28 materially contributing to, and encouraging the above-described unauthorized

1 reproductions and/or distributions of the Copyrighted Motion Pictures and
2 Copyrighted Sound Recordings and thus the infringement of Plaintiffs' copyrights
3 and exclusive rights under copyright in the Copyrighted Motion Pictures and
4 Copyrighted Sound Recordings. Defendants have actual and constructive knowledge
5 of the infringements committed on and through their network.

6
7 60. At all relevant times, Defendants have derived substantial financial
8 benefit from the infringement of Plaintiffs' copyrights. Defendants display
9 advertisements on their networks and charge fees for such advertising. The amount
10 of those fees is directly related to the number of users, which depends directly on
11 Defendants' having a wide range and selection of pirated motion pictures, sound
12 recordings, and other works. The availability of such content attracts new users to
13 Defendants' networks, which adds, in turn, to the inventory of pirated content. In
14 addition, Defendants are undertaking a purposeful strategy to make their networks
15 and their respective businesses more attractive to existing and potential investors and
16 advertisers by increasing the number of their users and the volume of unauthorized
17 copyrighted motion pictures and sound recordings available for unlawful
18 reproduction and distribution.

19
20 61. At all relevant times, Defendants have had the right and ability to
21 supervise and/or control the infringing conduct of their users.

22
23 62. Defendants, through (a) their active participation in the unauthorized
24 reproduction and/or digital distribution of unauthorized copies of Plaintiffs'
25 copyrighted works, (b) their provision of the means and facilities for unauthorized
26 reproduction and distribution, (c) their encouragement of their users to engage in
27 these unauthorized acts and their material contribution to their users' acts, (d) their
28 control over the means and facilities by which such unauthorized reproductions and

1 distributions are effected, and (e) the substantial, direct financial benefits that
2 Defendants derive from all of the aforesaid acts, all with full knowledge of their
3 illegal consequences, are committing, and/or are contributorily and vicariously liable
4 for, a vast number of copyright infringements, including infringements of the
5 Copyrighted Motion Pictures and Copyrighted Sound Recordings.

6
7 63. The infringement of each Plaintiff's rights in and to each of the
8 Copyrighted Motion Pictures and Copyrighted Sound Recordings constitutes a
9 separate and distinct act of infringement.

10
11 64. The foregoing acts of infringement by Defendants have been willful,
12 intentional, and purposeful, in disregard of and with indifference to Plaintiffs' rights.

13
14 65. As a direct and proximate result of Defendants' infringement of
15 Plaintiffs' copyrights and exclusive rights under copyright, Plaintiffs are entitled to
16 damages as well as Defendants' profits pursuant to 17 U.S.C. § 504(b) for each
17 infringement.

18
19 66. Alternatively, Plaintiffs are entitled to the maximum statutory damages,
20 pursuant to 17 U.S.C. § 504(c), in the amount of \$150,000 for all individual
21 infringements involved in the action with respect to any one work for which any one
22 infringer is liable individually, or for which any two or more infringers are liable
23 jointly and severally, or for such other amount as may be proper pursuant to 17
24 U.S.C. § 504(c).

25
26 67. Plaintiffs further are entitled to their attorneys' fees and full costs
27 pursuant to 17 U.S.C. § 505.

28

1 68. Defendants' conduct threatens to cause, and is causing, and unless
2 enjoined and restrained by this Court will continue to cause, Plaintiffs great and
3 irreparable injury that cannot fully be compensated for or measured in money.
4 Plaintiffs have no adequate remedy at law. Pursuant to 17 U.S.C. § 502, Plaintiffs are
5 entitled to preliminary and permanent injunctions prohibiting further infringements of
6 their copyrights and exclusive rights under copyright.

7
8 WHEREFORE, Plaintiffs pray for judgment against Defendants as follows:
9

10 1. For Defendants' profits and for damages in such amount as may be
11 found, or alternatively, for maximum statutory damages of not less than \$150,000 for
12 all individual copyright infringements involved in the action with respect to any one
13 work for which any one infringer is liable individually, or for which any two or more
14 infringers are liable jointly and severally, or for such other amount as may be proper
15 pursuant to 17 U.S.C. § 504(c).

16
17 2. For a preliminary and a permanent injunction enjoining Defendants and
18 Defendants' agents, servants, employees, officers, attorneys, successors, licensees,
19 partners, and assigns, and all persons acting in concert or participation with each or
20 any of them, from: (a) directly or indirectly infringing in any manner any of
21 Plaintiffs' respective copyrights or other exclusive rights (whether now in existence
22 or hereafter created), including without limitation, copyrights or exclusive rights
23 under copyright in the Copyrighted Motion Pictures listed on Exhibit A and the
24 Copyrighted Sound Recordings listed on Exhibit B, and (b) causing, contributing to,
25 enabling, facilitating, or participating in the infringement of any of Plaintiffs'
26 respective copyrights or other exclusive rights (whether now in existence or hereafter
27 created), including without limitation, copyrights or exclusive rights under copyright
28

1 in the Copyrighted Motion Pictures listed on Exhibit A and the Copyrighted Sound
2 Recordings listed on Exhibit B.

3
4 3. For prejudgment interest according to law.

5
6 4. For Plaintiffs' attorneys' fees, costs, and disbursements in this action.

7
8 5. For such other and further relief as the Court may deem just and proper.

9
10 Dated: June 13, 2002

By David E. Kendall
David E. Kendall

11
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EXHIBIT A

EXHIBIT A

Copyrighted Motion Pictures

COPYRIGHTED MOTION PICTURE	TITLE	FORM PA #
COLUMBIA PICTURES INDUSTRIES, INC.	FINAL FANTASY	PA1-043-426
COLUMBIA PICTURES INDUSTRIES, INC.	KNIGHT'S TALE, A	PA1-036-163
DISNEY ENTERPRISES, INC.	PRINCESS DIARIES, THE	APPLICATION
METRO-GOLDWYN-MAYER STUDIOS INC.	JEEPERS CREEPERS	PA1-033-409
METRO-GOLDWYN-MAYER STUDIOS INC.	HANNIBAL	PA 940-970
METRO-GOLDWYN-MAYER STUDIOS INC.	LEGALLY BLONDE	PA1-041-139
NEW LINE CINEMA CORPORATION	RUSH HOUR	PA 911-012
PARAMOUNT PICTURES CORPORATION	RAT RACE, THE	APPLICATION
PARAMOUNT PICTURES CORPORATION	TOMB RAIDER	APPLICATION
PARAMOUNT PICTURES CORPORATION	TRUMAN SHOW, THE	PA 799-052
TIME WARNER ENTERTAINMENT CO., L.P.	EXIT WOUNDS	PA1-029-060
TWENTIETH CENTURY FOX FILM CORPORATION	MOULIN ROUGE	PA1-033-100
TWENTIETH CENTURY FOX FILM CORPORATION	PLANET OF THE APES	PA1-039-744
UNIVERSAL CITY STUDIOS, INC.	AMERICAN PIE 2	APPLICATION

**EXHIBIT B
COPYRIGHTED SOUND RECORDINGS**

Copyright Owner	Artist Name	Song Title	Album Title	SR#
Arista Records, Inc.	Sarah McLachlan	Adia	Surfacing	243-027
Atlantic Recording Corporation	Uncle Kracker	Follow Me	Double Wide	284-346
Atlantic Recording Corporation	Sugar Ray	Every Morning	14:59	262-149
Bad Boy Records	112	Only You	112	233-376
Bad Boy Records	Faith Evans	Never Gonna Let You Go	Keep the Faith	228-350
Capitol Records, Inc.	Keith Urban	Where The Blacktop Ends	Keith Urban	273-265
Capitol Records, Inc.	Cyndi Thompson	What I Really Meant to Say	My World	pending
Elektra Entertainment Group Inc.	Tracy Chapman	Fast Car	Tracy Chapman	92-491
Interscope Records	Smash Mouth	Walking on the Sun	Fush Yu Mang	238-756
Sony Music Entertainment Inc.	Jennifer Lopez	I'm Real	J. Lo	pending
Sony Music Entertainment Inc.	Incubus	Drive	Make Yourself	278-818
Sony Music Entertainment Inc.	Lil Bow Wow	Ghetto Girls	Beware of Dog	pending
Sony Music Entertainment Inc.	Michael Jackson	You Rock My World	Invincible	pending
The RCA Records Label, a unit of BMG Music d/b/a BMG Entertainment	Eve 6	Here's To the Night	Horrorscope	285-024
The RCA Records Label, a unit of BMG Music d/b/a BMG Entertainment	Dave Matthews Band	The Space Between	Everyday	pending
UMG Recordings, Inc.	Nelly	Ride Wit Me	Country Grammar	281-782
UMG Recordings, Inc.	Lee Ann Womack	Why They Call It Falling	I Hope You Dance	281-198
Virgin Records America, Inc.	Mariah Carey f/ Cameo	Loverboy	Glitter	pending
Virgin Records America, Inc.	Blur	There's No Other Way	Leisure	135-033
Virgin Records America, Inc.	Janet Jackson	Someone To Call My Lover	All For You	pending

Copyright Owner	Artist Name	Song Title	Album Title	SR#
Warner Bros. Records Inc.	Goo Goo Dolls	Naked	A Boy Named Goo	193-623
Zomba Recording Corporation	Britney Spears	Sometimes	Baby One More Time	260-870
Zomba Recording Corporation	N'Sync	Pop	Celebrity	pending
Zomba Recording Corporation	R Kelly	Fiesta	Tr-2.com	289-462

1 **PROOF OF SERVICE**

2 STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

3 I am employed in the county of Los Angeles, State of California. I am over the age of 18,
4 and not a party to the within action; my business address is Mitchell Silberberg & Knupp LLP,
11377 West Olympic Boulevard, Los Angeles, California 90064-1683.

5 On June 13, 2002, I served the foregoing document(s) described as **FIRST AMENDED**
6 **COMPLAINT FOR DAMAGES AND INJUNCTIVE RELIEF FOR COPYRIGHT**
7 **INFRINGEMENT** on the parties in this action by placing a true copy thereof enclosed in sealed
8 envelopes addressed as follows, and taking the action described below:

9 ***** BY FAX:** I sent a copy of the above-described document(s) via telecopier to
10 each of the individuals set forth below, at the facsimile telephone number opposite
11 each name: and

12 **** BY OVERNIGHT MAIL:** I also deposited the above-described document(s)
13 with Federal Express in the ordinary course of business, by depositing the
14 document(s) in a box regularly maintained by Trident Center, 11377 West Olympic
15 Blvd., Los Angeles, CA 90064, or delivering the document(s) to an authorized
16 driver for the carrier, in an envelope designated by the carrier with delivery fees
17 provided for, addressed as shown below.

18 Michael H. Page, Esq. (Fax) 415-397-7188
19 Kecker & Van Nest LLP
20 710 Sansome Street
21 San Francisco, California 94111-1704

22 Jennifer Stisa Granick, Esq. (Fax) 650-723-8440
23 Stanford Law School
24 Crown Quadrangle
25 559 Nathan Abbott Way
26 Stanford, CA 94305-8610

27 Judith B. Jennison, Esq. (Fax) 415-344-7050
28 Kenneth Wilson, Esq.
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* **BY PLACING FOR COLLECTION AND MAILING:** I sealed and placed the envelope(s) for collection and mailing following ordinary business practices. I am readily familiar with the firm's practice for collection and processing of correspondence for mailing with the United States Postal Service. Under that practice it would be deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid at 11377 West Olympic Boulevard, Los Angeles, California in the ordinary course of business.

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Executed on June 13, 2002, at Los Angeles, California.

I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Andrea Petit