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8 WARNER BROS. RECORDS INC., ATLANTIC
RECORDING CORPORATION, ELEKTRA
9 ENTERTAINMENT GROUP INC., and RHINO
ENTERTAINMENT COMPANY

10 UNITED STATES DISTRICT COURT
11 CENTRAL DISTRICT OF CALIFORNIA

12 CV 07 3189 AHM (VBKx)

13 WARNER BROS. RECORDS INC.,
14 ATLANTIC RECORDING
CORPORATION, ELEKTRA
15 ENTERTAINMENT GROUP INC.,
and RHINO ENTERTAINMENT
16 COMPANY,

17 Plaintiffs,

18 vs.

19 IMEEM, INC.,

20 Defendant.

CASE NO.

**COMPLAINT FOR DIRECT,
CONTRIBUTORY, AND
VICARIOUS COPYRIGHT
INFRINGEMENT, INDUCEMENT
OF COPYRIGHT INFRINGEMENT,
MISAPPROPRIATION AND
UNFAIR COMPETITION**

DEMAND FOR JURY TRIAL

21 This Court has original subject matter jurisdiction over all claims
22 pursuant to 28 U.S.C. §§ 1331 and 1338(a), and supplemental jurisdiction over
23 Plaintiffs' claims arising under state law under 28 U.S.C. § 1367. Plaintiffs Warner
24 Bros. Records Inc., Atlantic Recording Corporation, Elektra Entertainment Group
25 Inc., and Rhino Entertainment Company ("Plaintiffs") allege, on information and
26 belief, as follows:

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U.S. DISTRICT COURT
CENTRAL DISTRICT OF CALIF.
LOS ANGELES

NATURE OF ACTION

1
2 1. Defendant imeem, Inc. (“imeem”) publicizes itself as “an innovative
3 media-centric social network.” In reality, imeem’s “innovation” is that it has found
4 a way to make it quicker and easier for millions of Internet users to steal
5 copyrighted content from Plaintiffs and other intellectual property owners. imeem
6 has consciously designed its website to make it easy for users to locate and share
7 infringing content, and it has deliberately refrained from implementing available
8 copyright protection measures that would prevent users from sharing copyrighted
9 material. imeem operates its business this way for a simple reason: imeem believes
10 that it – and its investors (including venture capital firms Sequoia Capital and
11 Morgenthaler Ventures) – will be able to capitalize on the illegal use of “free
12 music” to rapidly grow the imeem user base. A mushrooming user base translates
13 into increased dollars in advertising revenue and an increasing corporate valuation
14 when imeem and its investors decide to flip their equity to prospective purchasers
15 who covet a large user base. imeem has decided that the fastest – and cheapest –
16 way to grow that user base is with a practically unlimited catalogue of unlicensed
17 sound recordings and music videos, including numerous unauthorized copies of
18 Plaintiffs’ copyrighted works.

19 2. imeem is no innocent infringer. It invites imeem’s millions of users to
20 flock to its website to copy, adapt, distribute and perform unlicensed sound
21 recordings and music videos. imeem lures these users to its website by offering
22 them the opportunity to share popular music and music videos for free. With the
23 click of a mouse, imeem’s users are able to upload sound recordings and audio-
24 visual content to the website or to their computer hard-drive. Other members of
25 imeem’s user base can listen to or watch these works without charge; they can
26 collect and store them in “playlists”; and they can link content to personal blogs or
27 other “social networking” Internet sites, all the while keeping the content
28 “embedded” through a link to imeem and thereby capturing still more “eyeballs”

1 which generates advertising revenue and increase the company's valuation. The
2 "top ranked" and "most favorite" songs on imeem's "playlists" are comprised of
3 copyrighted content owned by Plaintiffs and other copyright holders who have not
4 authorized the use of their works on imeem.

5 3. imeem, of course, knows exactly what is happening on its website.
6 Indeed, imeem itself directly engages in much of the infringing conduct by
7 duplicating, adapting, distributing and performing Plaintiffs' works through
8 imeem's own servers. imeem also intentionally facilitates and supports its users'
9 infringement of Plaintiffs' works, going so far as to invite its users to let imeem
10 itself "do the dirty work" of searching "playlists" on the site for desired content.
11 And imeem does all of these intentional and deliberate infringing acts for its direct
12 financial benefit.

13 4. imeem's scheme of using infringing content to lure more and more
14 users has been immensely successful. Since imeem launched its web-based service
15 just over a year ago, the size of its user base has skyrocketed to over 16 million
16 unique users per month, making it one of the fastest growing sites on the Internet.
17 These users are playing certain sound recordings of Plaintiffs and others *tens of*
18 *thousands of times*, with the most popular recordings being played over *a million*
19 *times* by imeem users. The constantly expanding user base translates into increased
20 advertising dollars for imeem and increased value for imeem's investors. Plaintiffs
21 bring this lawsuit to stop imeem and its investors from using Plaintiffs' and their
22 artists' music as involuntary seed financing for imeem's unlawful business activity.

23 JURISDICTION AND VENUE

24 5. This is a civil action seeking damages and injunctive relief for
25 copyright infringement under the Copyright Act, 17 U.S.C. § 101 *et seq.*

26 6. The Court has original subject matter jurisdiction over all claims
27 pursuant to 28 U.S.C. §§ 1331 and 1338(a). This Court also has supplemental
28

1 jurisdiction over Plaintiffs' claims arising under state law under 28 U.S.C. § 1367,
2 as those claims form part of the same case or controversy.

3 7. This Court has personal jurisdiction over imeem in that, among other
4 things, imeem does business in this District, and Plaintiffs do business in and are
5 suffering harm in this judicial District.

6 8. Venue is proper in this District pursuant to 28 U.S.C. § 1391(b) and
7 (c).

8 **THE PARTIES**

9 9. Plaintiff Warner Bros. Records Inc. ("WBR") is a Delaware
10 corporation with its principal place of business in Burbank, California. WBR is in
11 the business of, among other things, the distribution and sale of recorded music in
12 the form of compact discs, DVDs, digital downloads and other audio and audio-
13 visual works. WBR has released albums from such prominent recording artists as
14 Madonna, Linkin Park, Eric Clapton, Cher, Red Hot Chili Peppers, Fleetwood Mac,
15 Tom Petty, Neil Young and Green Day. WBR is the owner of exclusive rights
16 under copyright for numerous sound recordings and audio-visual works.

17 10. Plaintiff Atlantic Recording Corporation ("Atlantic") is a Delaware
18 corporation with its principal place of business in New York City, New York.
19 Atlantic is in the business of, among other things, the distribution and sale of
20 recorded music in the form of compact discs, DVDs, digital downloads and other
21 audio and audio-visual works. Atlantic has released albums from such prominent
22 recording artists as Jewel, Genesis and Led Zeppelin. Atlantic is the copyright
23 owner of exclusive rights under copyright for numerous sound recordings and
24 audio-visual works.

25 11. Plaintiff Elektra Entertainment Group Inc. ("Elektra") is a Delaware
26 corporation with its principal place of business in New York City, New York.
27 Elektra is in the business of, among other things, the distribution and sale of
28 recorded music in the form of compact discs, DVDs, digital downloads and other

1 audio and audio-visual works. Elektra has released albums from such prominent
2 recording artists as Missy Elliot, Emmylou Harris and The Cure. Elektra is the
3 copyright owner of exclusive rights under copyright for numerous sound recordings
4 and audio-visual works.

5 12. Plaintiff Rhino Entertainment Company (“Rhino”) is a Delaware
6 corporation with its principal place of business in Burbank, California. Rhino is in
7 the business of, among other things, the distribution and sale of recorded music in
8 the form of compact discs, DVDs, digital downloads and other audio and audio-
9 visual works. Rhino is the copyright owner of exclusive rights under copyright for
10 numerous sound recordings and audio-visual works, including works from such
11 prominent recording artists as Chicago and Curtis Mayfield.

12 13. Plaintiffs have obtained Certificates of Copyright Registration from
13 the Register of Copyrights for their works. Attached hereto as Exhibit A is a non-
14 exhaustive, exemplary list of Plaintiffs’ federally copyrighted works that imeem has
15 infringed by the acts complained of herein, identifying the Certificates of Copyright
16 Registration from the Register of Copyrights for works protected by federal
17 copyright.

18 14. Plaintiffs have also entered into various agreements by which they
19 obtained the common-law copyright rights in sound recordings embodying certain
20 musical works that were initially “fixed” prior to February 15, 1972 and for which
21 Plaintiffs possesses exclusive exploitation rights under state common law (“Pre-
22 1972 Recordings”). Attached hereto as Exhibit B is a non-exhaustive, exemplary
23 list of Plaintiffs’ Pre-1972 Recordings that are the subject of Plaintiffs’ state law
24 claims against imeem.

25 15. Attached hereto as Exhibit C is a collection of non-exhaustive,
26 exemplary screenshots of the first page of search results on imeem, reflecting
27 multiple infringements through imeem of just some of the works that are the subject
28 of this action.

1 and from Plaintiffs. The pool of resources available for finding and promoting new
2 artists shrinks. The ultimate result is that the public's access to a continuing and
3 wide variety of high-quality musical recordings is sharply curtailed.

4 20. Under Section 106 of the Copyright Act of 1976, 17 U.S.C. § 101 *et*
5 *seq.* (the "Copyright Act"), Plaintiffs have the distinct, severable, and exclusive
6 rights to, among other things, reproduce, distribute, publicly perform, display and
7 make derivative works from their copyrighted works. 17 U.S.C. §§ 106(1), (2), (3),
8 (4), (5) and (6). imeem and its users have not received any license, authorization,
9 permission or consent to use the copyrighted works at issue.

10 **The imeem Service**

11 21. imeem operates a web site located on the Internet at
12 <http://www.imeem.com>. The original version of imeem's service was launched in
13 or around October of 2004. Initially, the website offered a software client that users
14 could download to establish a peer-to-peer social network. imeem's original peer-
15 to-peer service was too cumbersome and failed to attract a substantial number of
16 users.

17 22. In March of 2006, imeem launched a new web-based service designed
18 to promote the viral growth of its user base by providing unlimited and free access
19 to content that imeem knew was copyrighted and unlicensed, including Plaintiffs'
20 works. The revamped imeem allows users to share content directly through
21 imeem's website, without the need for peer-to-peer software, though imeem
22 continues to offer the latter service.

23 23. imeem's current service allows anyone who claims to be at least 13
24 years of age to obtain membership upon request and without charge. Once the user
25 signs up, he or she can upload music, music videos, photos, or other content to
26 imeem at the click of a button. The user can make the uploaded content available to
27 everyone on the Internet, or can restrict access to the user's "friends" if he or she
28

1 alters the default settings that imeem has put in place. The user can also “tag” the
2 content with key words or add it to a “playlist” so that other users can find it easily.

3 24. When a user uploads a file using peer-to-peer software downloaded
4 from imeem, the file is reproduced locally onto the user’s machine, where it can be
5 accessed by other users in the network. In contrast, when a user uploads a file
6 through imeem’s web-based service, the file is reproduced onto servers imeem
7 owns or controls, where it is stored and available for other imeem users to access
8 via the Internet. imeem users can select and listen to entire songs and music videos
9 uploaded to the imeem servers simply by clicking on the “play” button prominently
10 displayed on imeem’s website. When a user clicks the play button, imeem
11 performs the work by means of a digital transmission from its servers to the user’s
12 computer, where it can be heard by the user. During the entire user experience,
13 imeem displays its logo, user interface, and advertising to the user.

14 25. Thus, the conduct by imeem that forms the basis for this lawsuit is not
15 simply providing storage space, conduits, or other facilities to users who create
16 their own websites with infringing materials. In addition to providing all of those
17 services (and thereby facilitating its users’ infringing duplication, public
18 performance, distribution and/or adaptation of Plaintiffs’ copyrighted works),
19 imeem itself commits infringing duplications, public performances, distributions
20 and/or adaptations of Plaintiffs’ copyrighted works. This infringement occurs on
21 imeem’s own website, through imeem’s own servers, which are owned, operated
22 and controlled by imeem, not its users.

23 26. imeem makes it easy for users to find, collect, and share copyrighted
24 songs and music videos. Users can search for content by key word, or by browsing
25 “featured” works, “top ranked” works, works that are “rising” or “falling” in
26 popularity, or works that are “most played,” “most discussed,” or “most playlisted.”
27 Users can also browse by genre within each category. On a regular basis, the “top
28 ranked,” “most played,” and “most playlisted” pop songs include numerous works

1 owned by Plaintiffs and other content owners that were uploaded without a license.
2 By collecting into one easy-to-access place the most popular songs and music
3 videos on its website, which inevitably and foreseeably include Plaintiffs' and
4 others' unlicensed copyrighted works, imeem knowingly and intentionally directs
5 users to infringing content and encourages its further infringement.

6 27. imeem also allows its users to collect content they like onto
7 "playlists," which they can share with others. A user can create a playlist from
8 music files residing on imeem's servers (or, if they are using the peer-to-peer
9 software, from files residing on the machines of other users in the network), simply
10 by identifying the desired content using imeem's search function, and then clicking
11 "add to a playlist." According to imeem itself, people who are "[t]oo lazy to create
12 [their] own" can "let [imeem] do the dirty work" by doing a search for preexisting
13 playlists with content they like. The playlist feature allows users to amass vast
14 libraries of copyrighted works in their user accounts, which they can listen to at any
15 time, anywhere they have Internet access, for free. At the same time, the playlist is
16 available for streaming to everyone with access to the user's profile. imeem has
17 promoted its playlist feature as "the new social mixtape," encouraging users to,
18 "[w]ith just a few clicks, create music, video, and photo playlists to show the world
19 what you're about."

20 28. imeem's business model depends on the viral growth of its user base,
21 as shown by the fact that imeem has added a number of features to its service that
22 encourage existing users to bring other people onto imeem. imeem users can
23 "invite" their friends to join imeem, and they can "rate" content, mark it as a
24 "favorite," and add their own editorial comments about it. imeem's instant
25 messaging function allows users to combine their "buddy lists" from AIM, ICQ,
26 MSN, Yahoo and GoogleTalk so that they can quickly and easily refer their
27 "buddies" to content on imeem. Users can also direct friends to particular playlists,
28 sound recordings , or music videos by clicking on "share this music playlist,"

1 “share this music,” or “share this video,” and entering their friend’s email address
2 when prompted. All the friend has to do upon receiving the email is click on the
3 play button, and he or she is directed to imeem’s website, where he or she can enjoy
4 the content for free.

5 29. imeem also allows users to create links to content on imeem from
6 *other* websites, such as a profile on popular social networking sites like MySpace or
7 Facebook. All the user has to do is navigate to the playlist/music/video he or she
8 wants to “embed” on the other site, go to the “Add to my” section, and click on the
9 icon corresponding to the networking site where he or she maintains a personal
10 profile. A user can embed content on blog posts just as easily, by going to the
11 “Blog this to” section and clicking on the icon corresponding to the site where the
12 user maintains his or her blog. When visitors to the other websites click on the
13 embedded content, they are directed back to imeem’s website where they can listen
14 to the content for free.

15 30. Thus, imeem is able to tap into the massive user bases accumulated by
16 other websites. A single Facebook user can bring his or her entire Facebook
17 network of friends onto imeem simply by embedding an imeem playlist into her
18 Facebook profile. Because the “embed” feature brings users to imeem’s website,
19 imeem actively encourages its users to embed content elsewhere. In the
20 “Community Rules” section of its website, for example, imeem tells users that “we
21 love to see imeem members ... [l]ink to imeem even when you post blogs or photos
22 elsewhere,” and reminds them that “imeem makes it possible to link to your imeem
23 page from your outside blog.” Similarly, in the “tour” of its website, imeem tells
24 users they can “[e]mbed your playlists on other sites and show the world what
25 you’re in to.”

26 **imeem’s Intentional Facilitation of Infringing Activity for Financial Gain**

27 31. imeem is well aware of the infringing conduct on its website. imeem
28 has the capability to monitor the infringing content on its website. Indeed, the

1 nature and scope of that infringing activity is readily apparent from even a cursory
2 review of its website. imeem's website is filled with "red flags" from which
3 infringing activity is apparent, such as description terms and search tags using
4 Plaintiffs' well-known trademarks and other terms identifying their popular works.

5 32. imeem not only knows about the rampant infringement happening on
6 its website, it intends for and encourages it to happen because copyright
7 infringement is the cornerstone of its business. imeem has built an infringement-
8 driven business by exploiting the popularity of Plaintiffs' copyrighted works (and
9 the works of other copyright owners) to draw millions of users to its website.
10 imeem earns revenue by displaying advertising next to the content available on its
11 website. The more "eyeballs" that view the largely pirated content on imeem's site,
12 the more money imeem can make, and the more valuable its business becomes.
13 Through the "embed" and "share" functions, and in other ways, infringing content
14 draws users to imeem's website, and imeem then derives additional advertising
15 revenue when users search for and access other content on its website. Thus,
16 imeem receives a direct and substantial financial benefit from the infringing activity
17 occurring on its website.

18 33. The draw of infringing content is also an essential component of the
19 value that imeem's venture capital investors, including Sequoia and Morgenthaler,
20 derive from imeem. As Sequoia proclaims on its website, the firm "like[s] to
21 partner with companies that have ... LARGE MARKETS ... poised for rapid
22 growth or change." See <http://www.sequoiacap.com/ideas/>; see also
23 <http://www.sequoiacap.com/sequoia-capital/> ("High quality fast growing companies
24 form our beat"); <http://www.morgenthaler.com/ventures/about.asp> (describing
25 Morgenthaler Venture's goal "to provide the active, value-added services required
26 to help our portfolio companies grow rapidly"). imeem has been able to attract
27 venture capital funding because the lure of massive amounts of unlicensed
28 copyrighted content has fueled the site's "rapid growth" – *i.e.*, its potential

1 profitability once the venture investments are ready to be “flipped” to higher
2 bidders.

3 34. Because imeem relies on pirated content to draw users to its website, it
4 has made no effort to implement any copyright protection technologies to prevent
5 or limit the rampant infringement occurring on its website. imeem offers its users a
6 “friendly note” that “uploading media you do not own can be a violation of the
7 artist’s copyrights and against the law,” and places the burden on content owners to
8 notify it of infringements while reserving the right, “in its sole discretion, to
9 determine whether and what action to take in response to each such notification.”
10 At the same time, imeem interferes with copyright owners’ ability to find infringing
11 files after they have been uploaded. Users can opt to make infringing content
12 available for viewing only by their select groups of friends, preventing Plaintiffs
13 and other content owners from discovering and protecting themselves against the
14 infringing activity. Such content, while available to a broad network of the user’s
15 friends, is largely invisible to Plaintiffs.

16 35. imeem has the full right and ability to prevent or limit the
17 infringements occurring on its system. For example, as imeem makes clear in its
18 Terms of Use, it has the right and ability to cancel the accounts of users who violate
19 copyright laws. imeem also has the right and ability to monitor and control whether
20 infringing content is uploaded and shared illegally on its website. imeem expressly
21 reserves to itself the right to “reject, refuse to post, or otherwise monitor all content
22 displayed by users, and may remove or require users to remove all content that
23 imeem, in its sole discretion, deems to be (a) inconsistent with imeem’s strategic
24 mission and vision ... or (b) possibly in violation of applicable law.” imeem also
25 expressly states that it “has the right to remove any content if imeem has reason to
26 believe that displaying such content may infringe the rights of a third party or
27 subject imeem to expense or liability.”
28

1 digital audio transmissions) without authorization in violation of Sections 106 *et*
2 *seq.* and Section 501 of the Copyright Act. 17 U.S.C. §§ 106 *et seq.*, and 501.
3 imeem derives a direct financial benefit, including but not limited to from
4 advertising revenue from the increased traffic to its website, and from the increase
5 in the value of imeem, that flows directly from the draw of pirated music files
6 illegally copied, adapted, distributed and publicly performed using its service in
7 violation of Plaintiffs' copyrights.

8 55. Each infringement by imeem of Plaintiffs' copyrighted works
9 constitutes a separate and distinct act of infringement.

10 56. imeem's acts of infringement were willful, in disregard of and with
11 indifference to the rights of Plaintiffs.

12 57. As a direct and proximate result of the infringements by imeem,
13 Plaintiffs are entitled to damages and imeem's profits in amounts to be proven at
14 trial which are not currently ascertainable.

15 58. Alternatively, Plaintiffs are entitled to the maximum statutory damages
16 in the amount of \$150,000 with respect to each work infringed, or for such other
17 amounts as may be proper under 17 U.S.C. § 504.

18 59. Plaintiffs further are entitled to recover their attorneys' fees and full
19 costs pursuant to 17 U.S.C. § 505.

20 60. As a direct and proximate result of the foregoing acts and conduct,
21 Plaintiffs have sustained and will continue to sustain substantial, immediate, and
22 irreparable injury, for which there is no adequate remedy at law. Unless enjoined
23 and restrained by this Court, imeem will continue to infringe Plaintiffs' rights in
24 their copyrighted works. Plaintiffs are entitled to preliminary and permanent
25 injunctive relief.
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1 **FOURTH CLAIM**

2 **(Inducing Copyright Infringement)**

3 61. Plaintiffs incorporate herein by reference each and every averment
4 contained in paragraphs 1 through 36, inclusive.

5 62. Through its conduct averred herein, imeem has infringed Plaintiffs'
6 copyrights by inducing imeem's users to reproduce, adapt, distribute, and/or
7 publicly perform audio and/or audio visual works embodying the copyrighted
8 material (including by means of digital audio transmissions) without authorization
9 in violation of Sections 106 *et seq.* and Section 501 of the Copyright Act. 17 U.S.C.
10 §§ 106 *et seq.*, and 501.

11 63. Each infringement by imeem of Plaintiffs' copyrighted works
12 constitutes a separate and distinct act of infringement.

13 64. imeem's acts of infringement were willful, in disregard of and with
14 indifference to the rights of Plaintiffs.

15 65. As a direct and proximate result of the infringements by imeem,
16 Plaintiffs are entitled to damages and imeem's profits in amounts to be proven at
17 trial which are not currently ascertainable.

18 66. Alternatively, Plaintiffs are entitled to the maximum statutory damages
19 in the amount of \$150,000 with respect to each work infringed, or for such other
20 amounts as may be proper under 17 U.S.C. § 504.

21 67. Plaintiffs further are entitled to recover their attorneys' fees and full
22 costs pursuant to 17 U.S.C. § 505.

23 68. As a direct and proximate result of the foregoing acts and conduct,
24 Plaintiffs have sustained and will continue to sustain substantial, immediate, and
25 irreparable injury, for which there is no adequate remedy at law. Unless enjoined
26 and restrained by this Court, imeem will continue to infringe Plaintiffs' rights in
27 their copyrighted works. Plaintiffs are entitled to preliminary and permanent
28 injunctive relief.

1 **FIFTH CLAIM**

2 **(Statutory and Common Law Misappropriation)**

3 69. Plaintiffs incorporate herein by reference each and every averment
4 contained in paragraphs 1 through 36, inclusive.

5 70. Plaintiffs possess exclusive ownership interests in and to the Pre-1972
6 Recordings under applicable statutory and common law.

7 71. Through its conduct, imeem has violated Plaintiffs' exclusive
8 ownership interest in and to the Pre-1972 Recordings.

9 72. As a direct and proximate result of imeem's conduct, Plaintiffs are
10 entitled to recover all proceeds and other compensation received or to be received
11 by imeem arising from the infringements of the Pre-1972 Recordings. Plaintiffs
12 request the Court to order imeem to render an accounting to ascertain the amount of
13 such profits and compensation.

14 73. As a direct and proximate result of imeem's conduct in violation of
15 Plaintiffs' exclusive ownership interests in and to the Pre-1972 Recordings, imeem
16 has been unjustly enriched and Plaintiffs have been damaged in an amount to be
17 proven at trial for which damages and/or restitution and disgorgement is
18 appropriate. Such damages and/or restitution and disgorgement should include a
19 declaration by this Court that imeem is a constructive trustee for the benefit of
20 Plaintiffs, and an order that imeem convey to Plaintiffs all the gross receipts
21 received or to be received that are attributable to infringement of the Pre-1972
22 Recordings.

23 74. Through its conduct, imeem is guilty of oppression, fraud or malice;
24 Plaintiffs, in addition to their actual damages, are by reason thereof entitled to
25 recover exemplary and punitive damages against imeem.

26 75. As a direct and proximate result of the foregoing acts and conduct,
27 Plaintiffs have sustained and will continue to sustain substantial, immediate, and
28 irreparable injury, for which there is no adequate remedy at law. Unless enjoined

1 and restrained by this Court, imeem will continue to infringe Plaintiffs' rights in
2 their Pre-1972 Recordings. Plaintiffs are entitled to preliminary and permanent
3 injunctive relief.

4 **SIXTH CLAIM**

5 **(Statutory and Common Law Unfair Competition)**

6 76. Plaintiffs incorporate herein by reference each and every averment
7 contained in paragraphs 1 through 36 and 69 through 75, inclusive.

8 77. The acts and conduct of imeem constitute an appropriation and
9 invasion of the property rights of Plaintiffs in and to the Pre-1972 Recordings, and
10 constitute unfair competition under applicable statutory and common law.

11 78. As a direct and proximate result of imeem's conduct, Plaintiffs are
12 further entitled to recover all proceeds and other compensation received or to be
13 received by Defendants arising from the infringements of Pre-1972 Recordings.
14 Plaintiffs request the Court to order imeem to render an accounting to ascertain the
15 amount of such profits and compensation.

16 79. As a direct and proximate result of imeem's unfair competition,
17 Plaintiffs have been damaged, and imeem unjustly enriched, in an amount to be
18 proven at trial for which damages and/or restitution and disgorgement is
19 appropriate. Such damages and/or restitution and disgorgement should include a
20 declaration by this Court that imeem is a constructive trustee for the benefit of
21 Plaintiffs, and an order that imeem convey to Plaintiffs all the gross receipts
22 received or to be received that are attributable to infringement of Pre-1972
23 Recordings.

24 80. Through its conduct, imeem is guilty of oppression, fraud or malice.
25 Plaintiffs, in addition to their actual damages, are by reason thereof entitled to
26 recover exemplary and punitive damages against imeem.

27 81. As a direct and proximate result of the foregoing acts and conduct,
28 Plaintiffs have sustained and will continue to sustain substantial, immediate, and

1 irreparable injury, for which there is no adequate remedy at law. Unless enjoined
2 and restrained by this Court, imeem will continue to infringe Plaintiffs' rights in
3 their Pre-1972 Recordings. Plaintiffs are entitled to preliminary and permanent
4 injunctive relief.

5 **PRAYER FOR RELIEF**

6 WHEREFORE, Plaintiffs pray for judgment against imeem as follows:

7 1. For Plaintiffs' damages and imeem's profits in such amount as may be
8 found; alternatively, for maximum statutory damages in the amount of \$150,000
9 with respect to each copyrighted work infringed either directly or indirectly, or for
10 such other amounts as may be proper pursuant to 17 U.S.C. § 504(c).

11 2. For a preliminary and permanent injunction enjoining imeem, and all
12 persons acting in concert or participation with imeem, from: (1) directly or
13 indirectly reproducing, adapting, distributing, publicly performing, or otherwise
14 infringing in any manner on Plaintiffs' copyrighted works, whether now in
15 existence or hereinafter created, or on Plaintiffs' Pre-1972 Recordings; (2) causing,
16 contributing to, inducing, enabling, facilitating, or participating in the infringement
17 of any of Plaintiffs' copyrighted works or Pre-1972 Recordings; and (3) from
18 displaying their mark and or logo in connection with the display of unauthorized
19 copies of Plaintiffs' copyrighted works or Pre-1972 Recordings.

20 3. For restitution of imeem's unlawful proceeds.

21 4. For an accounting and the imposition of a constructive trust.

22 5. For punitive and exemplary damages, as authorized for Plaintiffs' state
23 law claims, in such amount as may be awarded at trial.

24 6. For prejudgment interest according to law.

25 7. For Plaintiffs' attorneys' fees and full costs incurred in this action.

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

DATED: May 15, 2007

MUNGER, TOLLES & OLSON LLP
GLENN D. POMERANTZ
KELLY M. KLAUS
BLANCA F. YOUNG

By: 

GLENN D. POMERANTZ

Attorneys for Plaintiffs
WARNER BROS. RECORDS INC.,
ATLANTIC RECORDING
CORPORATION, ELEKTRA
ENTERTAINMENT GROUP INC., and
RHINO ENTERTAINMENT
COMPANY

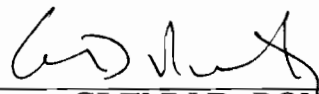
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DEMAND FOR JURY TRIAL

Plaintiffs hereby request a trial by jury on all issues triable by jury.

DATED: May 15, 2007

MUNGER, TOLLES & OLSON LLP
GLENN D. POMERANTZ
KELLY M. KLAUS
BLANCA F. YOUNG

By: 

GLENN D. POMERANTZ

Attorneys for Plaintiffs
WARNER BROS. RECORDS INC.,
ATLANTIC RECORDING
CORPORATION, ELEKTRA
ENTERTAINMENT GROUP INC., and
RHINO ENTERTAINMENT
COMPANY



EXHIBIT A

Plaintiff	Sound Recording	Recorded By	Copyright Registration Number
Warner Bros. Records Inc.	Neil Young Greatest Hits	Neil Young	SR 362-313
Warner Bros. Records Inc.	American Life	Madonna	SR 330-200
Warner Bros. Records Inc.	Evita	Madonna et al.	SR 229-813
Warner Bros. Records Inc.	Die Another Day Soundtrack	Madonna et al.	SR 323-350
Warner Bros. Records Inc.	Nimrod	Green Day	SR 390-775
Warner Bros. Records Inc.	Hybrid Theory	Linkin Park	SR 288-402
Warner Bros. Records Inc.	Californication	Red Hot Chili Peppers	SR 174-922
Warner Bros. Records Inc.	Stadium Arcadium	Red Hot Chili Peppers	SR 244-558
Warner Bros. Records Inc.	Road to Ruin	Ramones	SR 4-335
Warner Bros. Records Inc.	Hunting High and Low	A-Ha	SR 63-603
Warner Bros. Records Inc.	The Old Apartment / Lovers in a Dangerous Time	Barenaked Ladies	SR 234-360
Atlantic Recording Corporation	Yaga Yaga	Terror Fabulous	SR 190-383
Atlantic Recording Corporation	Adrenaline Rush	Twista	SR 238-303
Atlantic Recording Corporation	Yourself or someone Like You	Matchbox 20	SR 227-755

Plaintiff	Sound Recording	Recorded By	Copyright Registration Number
Elektra Entertainment Group Inc.	Meet the Girl Next Door	Lil' Mo	SR 353-787
Elektra Entertainment Group Inc.	More Street Dreams	Fabulous	SR 354-869
Elektra Entertainment Group Inc.	Make It Last Forever	Keith Sweat	SR 86-761
Elektra Entertainment Group Inc.	Supa Dupa Fly	Missy Misdemeanor Elliot	SR 245-232
Elektra Entertainment Group Inc.	The Coming	Busta Rymes	SR 225-705



EXHIBIT B

Plaintiff	Sound Recording	Recorded By
Warner Bros. Records Inc.	Masters of Reality	Black Sabbath
Warner Bros. Records Inc.	Paranoid	Black Sabbath
Rhino Entertainment Company	Chicago Transit Authority	Chicago
Rhino Entertainment Company	Superfly	Curtis Mayfield
Atlantic Recording Corporation	Lady Soul	Aretha Franklin
Atlantic Recording Corporation	I Never Loved a Man the Way I Love You	Aretha Franklin
Atlantic Recording Corporation	Save the Last Dance For Me	Drifters
Atlantic Recording Corporation	Led Zeppelin II	Led Zeppelin
Atlantic Recording Corporation	Led Zeppelin IV	Led Zeppelin
Elektra Entertainment Group Inc.	L.A. Woman	The Doors

1 1



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1 1

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Music on imeem about nimrod

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- Music (230)**
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- People (35)
- Playlists (5)

Song

Play Count

Rating



Good Riddance (time of your life)

Artist: Green Day

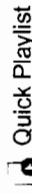
Album: Nimrod

Weekly Rank: **9473-154**

Posted By: BaNaNiIN, 4 months ago

Listen, Comment (32), Rate (51), Tag (7)

22,620 **★★★★★**



Good Riddance (Time Of Your Life)

Artist: Green Day

Album: Nimrod

Weekly Rank: **16563-1984**

Posted By: Frederick David, 3 months ago

Listen, Comment (16), Rate (15), Tag (10)

9,646 **★★★★★**



Time of Your Life

Artist: Green Day

Album: Nimrod

Weekly Rank: **> 100000**

Posted By: Loony Head, 6 months ago

Listen, Comment (1), Rate (3), Tag (3)

8,329 **★★★★★**



Good Riddance (Time Of Your Life)

Artist: Green Day

Album: Nimrod

Weekly Rank: > 100000

Posted By: Ron, 8 months ago

Listen, Comment, Rate (2), Tag (5)

15,868 ★★★★★★



Reject

Artist: green day

Album: Nimrod

Weekly Rank: > 100000

Posted By: mitalca, 6 months ago

Listen, Comment, Rate (1), Tag (3)

1,074 ★★★★★★



17 Good Riddance (Time of Your

Artist: Green Day

Album: Nimrod

Weekly Rank: 93148-5494

Posted By: Stacy Colinelli, 6 months ago

Listen, Comment (3), Rate (2), Tag (4)

4,661 ★★★★★★



Good Riddance

Artist: Green Day

Album: Nimrod

Weekly Rank: > 100000

Posted By: Ivan Ivezic, 6 months ago

Listen, Comment (1), Rate (2), Tag (3)

2,236 ★★★★★★



The Grouch

Artist: Green Day

Album: Nimrod

Weekly Rank: > 100000

Posted By: Tina Talucci, 4 months ago

Listen, Comment (4), Rate (5), Tag (4)

875 ★★★★★☆



Time of Your Life

Artist: Green Day

Album: Nimrod

Weekly Rank: > 100000

Posted By: SAINT JIMMY, 4 months ago

Listen, Comment (1), Rate (1), Tag (3)

1,196 ★★★★★★



Time of Your Life

Artist: Green Day

Album: Nimrod

Weekly Rank: > 100000

Posted By: Scott Foster, 2 months ago

Listen, Comment, Rate (1), Tag (3)

40 ★★★★★★

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Everything (1554)			
Albums (1)			
Videos (9)			
Music (1469)			
Blogs (6)			
Groups (4)			
People (4)			
Playlists (61)			
Quick Playlist			
Watch All Videos			
Listen to all Music			
Sort results by:			
Relevance			
Date			
Average Rating			
Comment Count			
Runaway	Artist: Linkin Park Album: Hybrid Theory Weekly Rank: \uparrow 34225-10290 Posted By: JovanixD xD!, 2 months ago Listen, Comment (19), Rate (28), Tag (16)	10,733	★★★★★
Papercut	Artist: Linkin Park Album: Hybrid Theory Weekly Rank: \uparrow 45941-2739 Posted By: Dark Nitro ..., 2 months ago Listen, Comment (4), Rate (11), Tag (4)	3,257	★★★★★
crawling	Artist: Linkin Park Album: Hybrid Theory Weekly Rank: \uparrow 56136-8654 Posted By: moe, 3 months ago Listen, Comment (7), Rate (15), Tag (8)	4,238	★★★★★
In The End	Artist: Linkin Park Album: Hybrid Theory		

Weekly Rank: **24143**⁺⁴²⁵⁴
 Posted By: Luis Gonzalez, 4 months ago
 Listen, Comment (18), Rate (22), Tag (3)

9,727 ★★★★★



Crawling
 Artist: Linkin Park
 Album: Hybrid Theory
 Weekly Rank: **3766**⁺¹⁵⁶⁹
 Posted By: Joseph Scorpion, 5 months ago
 Listen, Comment (53), Rate (87), Tag (7)

46,559 ★★★★★



Crawling
 Artist: Linkin Park
 Album: Hybrid Theory
 Weekly Rank: **20079**⁻⁸¹⁸³
 Posted By: jamie ball, 4 months ago
 Listen, Comment (13), Rate (24), Tag (4)

9,383 ★★★★★



Forgotten
 Artist: Linkin Park
 Album: Hybrid Theory
 Weekly Rank: **21534**⁺⁸⁷⁸⁵
 Posted By: DJ Frenchie, 6 months ago
 Listen, Comment (20), Rate (20), Tag (4)

12,408 ★★★★★



With You
 Artist: Linkin Park
 Album: Hybrid Theory
 Weekly Rank: **27693**⁻⁵⁹⁸²
 Posted By: meds, 5 months ago
 Listen, Comment (17), Rate (28), Tag (4)

10,448 ★★★★★



In The End
 Artist: Linkin Park
 Album: Hybrid Theory
 Weekly Rank: **14294**⁺⁶⁶⁴⁵
 Posted By: DJ, 4 months ago

29,742 ★★★★★

Listen, Comment (31), Rate (49), Tag (11)

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Place for My Head

Artist: Linkin Park
Album: Hybrid Theory

Weekly Rank: 45918-5183

Posted By: alex, 7 months ago

Listen, Comment (8), Rate (20), Tag (7)

18,570

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Filter results by:	Song	Play Count	Rating
Everything (604)			
Albums (1)	Californication		
Videos (6)	Artist: Red Hot Chili Peppers		
Music (503)	Album: Californication	22,208	★★★★★
Blogs (6)	Weekly Rank: \uparrow 9686-641		
People (12)	Posted By: Juan Rivera, 5 months ago		
Playlists (76)	Listen, Comment (23), Rate (38), Tag (4)		
Quick Playlist	Californication		
Watch All Videos	Artist: Red Hot Chili Peppers		
Listen to all Music	Album: Californication	28,782	★★★★★
	Weekly Rank: \uparrow 41530+1443		
	Posted By: Jason Neumeier, 7 months ago		
	Listen, Comment (17), Rate (15), Tag (6)		
Sort results by:			
Relevance			
Date			
Average Rating			
Comment Count			
	Californication		
	Artist: Red Hot Chili Peppers		
	Album: Californication	36,023	★★★★★
	Weekly Rank: \uparrow 10645+18		
	Posted By: Corey Young, 4 months ago		
	Listen, Comment (28), Rate (90), Tag (10)		
	Californication		
	Artist: The Red Hot Chili Peppers		
	Album: Californication		

Weekly Rank: 96070*3726
Posted By: Kyle Allstar, 8 months ago
Listen, Comment (3), Rate (4), Tag (3)

3,114

Californication

Artist: Red Hot Chili Peppers
Weekly Rank: 57637*9797
Posted By: ali yigit ekmekci, 4 months ago
Listen, Comment (14), Rate (21), Tag (3)

8,507

californication

Artist: red hot chilli peppers
Weekly Rank: 26801*1737
Posted By: Dj Roc \$teadE, 5 months ago
Listen, Comment (8), Rate (19), Tag (3)

7,795

Otherside

Artist: Red Hot Chili Peppers
Album: Californication
Weekly Rank: 60716-18757
Posted By: Marina, 7 months ago
Listen, Comment (2), Rate (6), Tag (3)

21,824

Californication

Artist: Red Hot Chili Peppers
Album: Californication
Weekly Rank: > 100000
Posted By: Alex k, 3 months ago
Listen, Comment (2), Rate (1), Tag (3)

4,624

Californication

Artist: Red Hot Chili Peppers
Album: Californication
Weekly Rank: 18607*364520
Posted By: D.J. Taz, 4 months ago
Listen, Comment, Rate (1), Tag (3)

3,319

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Road Trippin'

Artist: Red Hot Chili Peppers
Album: Californication
Weekly Rank: 66433*703
Posted By: Lex, 4 months ago
[Listen](#), [Comment \(3\)](#), [Rate \(9\)](#), [Tag \(3\)](#)

5,742

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stadium arcadium

Music

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- Videos (1)
- Music (1135)**
- Blogs (2)
- People (1)
- Playlists (24)

Quick Playlist

- Watch All Videos
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Sort results by:

- Relevance**
- Date
- Average Rating
- Comment Count

Song

Play Count

Rating



Stadium Arcadium

Artist: Red Hot Chili Peppers

Album: Stadium Arcadium

Weekly Rank: **52777**-11107

Posted By: Bob, 6 months ago

Listen, Comment (8), Rate (13), Tag (4)

7,867 **★★★★★**



Snow (Hey Oh)

Artist: Red Hot Chili Peppers

Album: Stadium Arcadium

Weekly Rank: **18675**-6999

Posted By: Thijs Dietjens, 4 months ago

Listen, Comment (17), Rate (22), Tag (12)

61,591 **★★★★★**



Stadium Arcadium

Artist: Red Hot Chili Peppers

Album: Stadium Arcadium

Weekly Rank: **> 100000**

Posted By: red hot chili peppers, 3 months ago

Listen, Comment, Rate (3), Tag (3)

1,396 **★★★★★**



Wet Sand

Artist: Red Hot Chili Peppers

Album: Stadium Arcadium

Weekly Rank: **77601**⁻²³⁵
Posted By: Jackie's Favs, 4 months ago
Listen, Comment (6), Rate (11), Tag (10)

5,756 ★★★★★

Tell Me Baby

Artist: Red Hot Chili Peppers
Album: Stadium Arcadium
Weekly Rank: **12263**⁻²⁷⁷⁰
Posted By: SAINT JIMMY, 4 months ago
Listen, Comment (23), Rate (53), Tag (4)

25,353 ★★★★★

Snow (Hey Oh)

Artist: Red Hot Chili Peppers
Album: Stadium Arcadium
Weekly Rank: **11349**⁻³³⁵⁶
Posted By: Bob, 6 months ago
Listen, Comment (29), Rate (43), Tag (7)

92,624 ★★★★★☆

Snow (Hey Oh)

Artist: Red Hot Chili Peppers
Album: Stadium Arcadium
Weekly Rank: > 100000
Posted By: akire, 3 months ago
Listen, Comment (3), Rate (2), Tag (9)

4,486 ★★★★★

Hump De Bump

Artist: Red Hot Chili Peppers
Album: Stadium Arcadium
Weekly Rank: **6697**⁺²²⁵
Posted By: din-din, 3 months ago
Listen, Comment (61), Rate (38), Tag (10)

19,016 ★★★★★☆

Snow (Hey Oh)

Artist: Red Hot Chili Peppers
Album: Stadium Arcadium: Jupiter [Disc 1]
Weekly Rank: > 100000
Posted By: mark solis, 4 months ago
Listen, Comment (4), Tag (7)

4,268 ★★★★★



Dani California

Artist: Red Hot Chili Peppers

Album: Stadium Arcadium

Weekly Rank: 40302-5805

Posted By: Bob, 6 months ago

Listen, Comment (9), Rate (28), Tag (6)

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35,148



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Everything (285)			
Photos (1)			
Videos (2)			
Music (211)		51,994	★★★★★
Blogs (11)			
Groups (2)			
People (9)			
Playlists (49)			
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Listen to all Music			
Sort results by:			
Relevance			
Date			
Average Rating			
Comment Count			
	Get It Wet		
	Artist: Twista		
	Album: Adrenaline Rush		
	Weekly Rank: 22240 -7471		
	Posted By: Skinny, 5 months ago		
	Listen, Comment (38), Rate (61), Tag (15)		
	Dreams		
	Artist: Twista		
	Album: Adrenaline Rush		
	Weekly Rank: 40083 +38576		
	Posted By: Skinny, 5 months ago		
	Listen, Comment (2), Rate (7), Tag (9)		
	Adrenaline Rush		
	Artist: Twista		
	Album: Adrenaline Rush		
	Weekly Rank: 81545 -37507		
	Posted By: jimbo gonzalez, 4 months ago		
	Listen, Comment (7), Rate (24), Tag (7)		
	Adrenaline Rush		
	Artist: Twista		
	Album: Adrenaline Rush		

Weekly Rank: > 100000
Posted By: kurtis, 3 months ago
Listen, Comment (5), Rate (6), Tag (3)

2,847 ★★★★★

▶ **Adrenaline Rush**

Artist: Twista
Album: Adrenaline Rush
Weekly Rank: > 100000
Posted By: anthony rinehart, 5 months ago
Listen, Comment (1), Rate (6), Tag (3)

3,893 ★★★★★

▶ **It Feels So Good**

Artist: Twista
Album: Adrenaline Rush
Weekly Rank: ⬆️79245*6289
Posted By: john dean, 6 months ago
Listen, Comment (6), Rate (28), Tag (3)

10,814 ★★★★★

▶ **Unsolved Mysteries**

Artist: Twista
Album: Adrenaline Rush
Weekly Rank: > 100000
Posted By: Skinny, 5 months ago
Listen, Comment (2), Rate (7), Tag (8)

1,931 ★★★★★

▶ **Overdose**

Artist: Twista
Album: Adrenaline Rush
Weekly Rank: ⬆️59547~10762
Posted By: Blake Pepsi, 6 months ago
Listen, Comment (11), Rate (36), Tag (4)

10,727 ★★★★★

▶ **Adrenaline Rush**

Artist: Twista
Album: Adrenaline Rush
Weekly Rank: > 100000
Posted By: Essie Linzy, 4 months ago
Listen, Comment (1), Rate (6), Tag (10)

1,370 ★★★★★



Adrenaline Rush

Artist: Twista

Album: Adrenaline Rush

Weekly Rank: 86874 ⁺⁵¹⁴⁰

Posted By: MIMIK, 6 months ago

Listen, Comment (5), Rate (16), Tag (2)

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6,821



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Play Count : Rating



Make It Last Forever

Artist: Keith Sweat

Album: Make It Last Forever

Weekly Rank: **5799**-671

Posted By: Skinny, 3 months ago

Listen, Comment (46), Rate (80), Tag (10)

32,520 **★★★★★**



Make It Last Forever

Artist: Keith Sweat

Album: Make It Last Forever

Weekly Rank: **11936**+995

Posted By: j@\$M!n3 & n!Ck, 7 months ago

Listen, Comment (34), Rate (36), Tag (6)

49,717 **★★★★★**



Keith Sweat - How Deep Is Your

Artist: Keith Sweat

Album: Make It Last Forever

Weekly Rank: **83440**-11092

Posted By: robin anderson, 6 months ago

Listen, Comment (10), Rate (23), Tag (4)

14,615 **★★★★★**



Right and a Wrong Way

Artist: Keith Sweat

Album: Make It Last Forever
Weekly Rank: > 100000
Posted By: Lady Named Tracie, 2 months ago
Listen, Comment, Rate (1), Tag (8)

233 ★★★★★

▶ **Make It Last Forever**

Artist: Keith Sweat
Album: Make It Last Forever
Weekly Rank: > 100000
Posted By: Kendra, 5 months ago
Listen, Comment (4), Rate (4), Tag (4)

5,543 ★★★★★

▶ **Right and A Wrong Way**

Artist: Keith Sweat
Album: Make It Last Forever
Weekly Rank: > 100000
Posted By: Tha Ram, 3 months ago
Listen, Comment (3), Rate (11), Tag (4)

2,972 ★★★★★

▶ **I Want Her**

Artist: Keith Sweat
Album: Make It Last Forever
Weekly Rank: > 100000
Posted By: Brandon Henry, 3 months ago
Listen, Comment (3), Rate (7), Tag (3)

1,067 ★★★★★

▶ **Keith Sweat - Make It Last Forever**

Artist: Keith Sweat
Weekly Rank: **↑ 3664***359
Posted By: Thizz Kidd, 2 months ago
Listen, Comment (52), Rate (140), Tag (5)

22,630 ★★★★★

▶ **Make It Last Forever**

Artist: KEITH SWEAT
Album: MAKE IT LAST FOREVER
Weekly Rank: > 100000
Posted By: Monte, 4 months ago
Listen, Comment (2), Rate (2), Tag (3)

1,430 ★★★★★



How Deep Is Your Love

Artist: Keith Sweat

Album: Make It Last Forever

Weekly Rank: > 100000

Posted By: Kemper, 4 months ago

Listen, Comment (1), Rate (3), Tag (5)

1,197



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