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7 **UNITED STATES DISTRICT COURT**
8 **CENTRAL DISTRICT OF CALIFORNIA**

9 MAIN SEQUENCE, LTD.,
10 *a corporation*

11 Plaintiff,

12 vs.

13 PANDORA MEDIA, LLC,
14 *a limited liability company*

15 Defendant.
16
17

Case Number: 22-cv-00810

**COMPLAINT FOR
COPYRIGHT INFRINGEMENT**

DEMAND FOR JURY TRIAL

18 Plaintiff MAIN SEQUENCE, LTD., by and through its attorneys of record,
19 alleges as follows:

20 **JURISDICTION**

21 1. This Court has subject matter jurisdiction pursuant to 28 U.S.C. §
22 1331 as the action arises under the original and exclusive jurisdiction of the federal
23 court and 28 U.S.C. § 1338(a) as the controversy arises under the Copyright Act of
24 1976 (17 U.S.C. § 101 *et seq.*).

25 2. This Court has personal jurisdiction over Defendant as discussed fully
26 below.
27

1 3. This Court has general personal jurisdiction over Pandora Media, LLC
2 (“Pandora”) because Pandora’s principal place of business is in Oakland, California,
3 while also having a substantial office in Santa Monica, California, meaning that
4 Pandora is at home in the State of California. Furthermore:

5 a. Upon information and belief, through January 28, 2022, Pandora was
6 qualified to do business in California and was registered as a foreign
7 corporation with the California Secretary of State.

8 b. Pandora is also registered as a foreign limited liability company with
9 the California Secretary of State.

10 c. Pandora’s designated DMCA Copyright Agent identified in its
11 “Intellectual Property Policy” on its website is located in California at
12 2100 Franklin Street, 7th Floor, Oakland, California 94612.

13 d. Pandora has previously admitted in other federal court filings that
14 California has jurisdiction over it. *See, Wixen Music Publishing, Inc.*
15 *v. Pandora Media, Inc.*, Case No. 2:19-cv-5278-SVW (C.D. Cal.), Dkt.
16 15 (Pandora Media, Inc.’s Answer) at ¶¶ 16-17 (“Pandora admits that
17 [it] has availed itself of California law . . . and venue is proper in the
18 [Central District of California]”).

19 4. This Court has specific personal jurisdiction over Pandora because its
20 suit-related conduct creates a substantial connection with the State of California
21 and this Judicial District. Carlin is a copyright owner of properly registered literary
22 works (the “Works” or “Carlin’s Works”) (*see* Exhibit A). Upon information and
23 belief, Pandora has generated substantial revenue from exploitation of the Works
24 in California, as further discussed below:

25 a. Pandora actively and purposely does business in California, as
26 evidenced by its (i) subscribers and users in California, which Pandora
27 actively reaches out to through, at a minimum, its website

1 (www.pandora.com) and mobile app; (ii) contracts and other
2 transactions that it has entered into in California; (iii) revenue
3 generated from California residents and businesses in connection with
4 its service; and (iv) advertisements that target California residents.

5 b. Pandora has purposefully availed itself of California law and could
6 and did reasonably anticipate being brought into this Court because,
7 among other reasons, Pandora (i) has been engaged and is engaged in
8 infringing conduct within the State of California and this District,
9 including by knowingly, intentionally, and repeatedly streaming
10 sound recordings and the Works over the Internet to California
11 residents via its services; (ii) knew or should have known that the harm
12 caused by its repeated unlicensed public performance of the Works
13 over the Internet was aimed at comedy writers and comedy publishers,
14 including Plaintiff, who control the Works and are managed and
15 administered in or near Los Angeles County, California, a global hub
16 of the entertainment industry; and (iii) knew or should have known
17 that Plaintiff, an industry leading comedian, actor and comedy writer
18 for nearly 40 years, would suffer, and in fact did suffer, the brunt of
19 the harm caused by Pandora's unauthorized acts in California and
20 around the world.

21 **VENUE**

22 5. Venue in this judicial district is proper pursuant to 28 U.S.C. § 1391(b),
23 and § 1400(a), as a substantial part of the events or omissions giving rise to the
24 claim occurred in this district, including for example, by the maintenance of
25 Pandora LLC's corporate office in Santa Monica, California. Plaintiff has its
26 principal place of business in this District and has been injured in this District as a
27 result of Pandora's infringing conduct.

1 **PARTIES**

2 6. Plaintiff, MAIN SEQUENCE, LTD. (“Carlin”) owns and represents
3 the intellectual property rights of the late George Carlin, who was an actor and
4 comedian who resided in California. MAIN SEQUENCE, LTD. is a corporation
5 with its principal place of business located at 11911 SAN VICENTE #348
6 LOS ANGELES CA 90049, and is in the care of Jerold Hamza, who is also the
7 executor of the Estate of George Carlin.

8 7. Defendant, Pandora, is a Delaware limited liability company with a
9 principal place of business at 2100 Franklin Street, Suite 700, Oakland, California
10 94612. According to its website, Pandora maintains another corporate office in
11 California, located at 3000 Ocean Park Boulevard, Suite 3050, Santa Monica,
12 California 90405.

13 **PRELIMINARY STATEMENT**

14 8. Just as there is with music, there are two copyrights involved in the
15 recorded performance of a copyrighted literary work: a copyright in the sound
16 recording (17 U.S.C. §102(a)(7)) and a separate copyright in the underlying spoken
17 word composition, or “literary work” (17 U.S.C. §102(a)(1)). Pursuant to 17 U.S.C.
18 §§ 106 and 204 of the Copyright Act of 1976, copyright owners have the exclusive
19 right to, among other things, reproduce, distribute, license, and publicly perform
20 their works. Anyone wishing to obtain the right to do so, must get a license from
21 the respective copyright owner in both of these copyrights, and pay agreed upon
22 royalties. The failure to do so constitutes copyright infringement. As discussed
23 below, Pandora not only did not obtain any copyright in Carlin’s Works, but
24 admitted that it did not do so in its filings with the Securities and Exchange
25 Commission (“SEC), and admitted that it would very likely face copyright
26 infringement liability as a result. But Pandora did what most goliaths do: it decided
27

1 it would infringe now to ensure it had this very valuable intellectual property on its
2 platform to remain competitive, and deal with the consequences later. Later is now.

3
4 **STATEMENT OF FACTS**

5 9. Dubbed the Dean of Counterculture Comedians, the late George
6 Carlin was known for his politically charged and dark comedy, as well as taboo
7 subjects. There really wasn't a topic or area of culture that Mr. Carlin wasn't willing
8 to tackle.

9 10. For fifty-two (52) years, George Carlin was an active and integral part
10 of the entertainment world, and his works even graced the hallowed halls of the
11 United States Supreme Court. Mr. Carlin's ever famous "seven dirty words"
12 comedy routine was at the center of the 1978 Supreme Court case *F.C.C. v. Pacifica*
13 *Foundation*, which set a precedent concerning government power to censor
14 indecent material on public airwaves. George Carlin was able to express unique
15 meaningful insights, observations and ideas through spoken word comedy
16 impacting culture, society and millions of fans around the globe.

17 11. In many ways George Carlin was a trailblazer in the comedy industry,
18 filming fourteen (14) stand-up comedy specials for HBO. Today these types of
19 stand-up routines are common on streaming services like Netflix, but had it not
20 been for Carlin, these types of comedy specials may never have been popular.

21 12. After George Carlin's death in 2008, he was posthumously awarded
22 the Mark Twain Prize for American Humor in 2008 and ranked by *Rolling Stone*
23 magazine as the second-best stand-up comedian of all time out of fifty (50)
24 comedians, and he continues to remain a relevant figure in the entertainment
25 industry and has helped chart the way for countless comedians after him.

26 13. Since then, Main Sequence, Ltd., has been and continues to be the
27 legal and beneficial owner of the exclusive rights to the literary works of George
28

1 Carlin, including the Works Pandora has exploited without a license. Subsequently,
2 Main Sequence, Ltd., has the sole right to protect those copyrights and pursue any
3 and all remedies.¹

4 14. According to www.pandora.com, Pandora is the largest digital
5 broadcast and streaming music provider in the U.S. “providing a highly-
6 personalized listening experience to approximately 70 million listeners and users
7 each month” through “its mobile app, the web, and integrations with more than
8 2,000 connected products.”

9 15. One would think that entertainment giants like Pandora would honor
10 the legacy of such an amazing talent, but instead it has chosen to illegally profit
11 from the creative mind and literary/comedic works of George Carlin.

12 16. In fact, Defendant has made fifty-six (56) of the Works available for
13 dissemination to the public via their digital broadcast radio service knowing full
14 well that it did not possess a valid license to publicly perform the Works. (*see*
15 Exhibit A). In addition to no license, it also made no royalty payments for the
16 Works. The Works are contained on the albums “An Evening with Wally Londo”,
17 “Class Clown”, “Classic Gold”, “George Carlin on Comedy”, “On the Road”,
18 “SOFA - Comedy Clips”, “The George Carlin Collection”, “Toledo Window Box”,
19 and “You Are All Diseased”. Plaintiff has duly complied with all required
20 provisions of the copyright laws of the United States applicable to the Works,
21 including but not limited to, registering copyrights in and to said Works with the
22 United States Copyright Office (*see* Exhibit A for applicable copyright registration

23
24
25 ¹ A non-exclusive license has been granted to Laugh.com, Inc. which
26 digitally distributes sound recordings, embodying George Carlin’s literary works,
27 on an exclusive basis, and which serves as an advisor and the collection agent for
28 any revenues arising from that exploitation.

1 numbers) on or about October 4, 1972, January 8, 1973, September 19, 1974,
2 September 11, 1975, and February 28, 1977, respectively.

3 17. Further, it is required by law, and fully understood, that digital service
4 providers, like Pandora, must also get a mechanical digital reproduction license
5 from the owner of the underlying composition in order to make the underlying
6 composition of a recording available for reproduction and distribution through
7 interactive streaming. This is true even where the digital service provider has a
8 license to interactively stream a sound recording. Pandora made eleven (11) of
9 these Works available via its Pandora Premium interactive streaming service, also
10 knowing full well that it did not possess a valid license to not only publicly perform
11 his works but also no license to distribute and reproduce the Works. Pandora made
12 no royalty payments for the public performance and no royalty payments for the
13 reproduction of the Works. The end result is Pandora took Carlin's Works, gained
14 listeners, subscribers and market share with full knowledge it did not have licenses
15 and making no royalty payments, to increase their stock price helping them to enter
16 into a merger with Sirius XM (although the two companies remain to this day
17 completely separate corporations) for billions all while depriving the George Carlin
18 Estate and his child the legacy her father left her.

19 18. As of January 28, 2022, www.pandora.com advertised that George
20 Carlin had 81,000 monthly listeners. If each listener listened to only one (1)
21 available work per month, that's 972,000 broadcasts or/interactive streams per year
22 at a minimum. Unfortunately, Carlin has not received a fraction of a penny for any
23 of these broadcasts or streams of the Works from Pandora.

24 19. For years therefore Pandora has illegally made reproductions and
25 digital broadcasts on its servers and provided streaming access to its users without
26 a proper public performance license and, when applicable, a reproduction right
27

1 license. This infringement is continuing as the Works all remain available for
2 streaming on Pandora, and stream on a daily basis.

3 20. While it is commonplace in the music industry for companies like
4 Pandora to enter into public performance licensing agreements with performance
5 rights organizations like BMI and ASCAP for musical compositions, these entities
6 do not license literary works. Therefore, it was the responsibility of Pandora to seek
7 out the copyright owners and obtain valid licenses.

8 21. Pandora only needed to contact one entity, Carlin, to obtain the
9 required licenses. Or Pandora could have chosen not to use Carlin's Works,
10 particularly since it knew it did not have a license. Instead, Pandora chose to
11 infringe.

12 22. Carlin, over the course of his career entered into numerous recording
13 and record distribution contracts with Atlantic Recording Corporation ("Atlantic"),
14 and its affiliates from August 21, 1981, to October 15, 2005. Carlin retained the
15 rights to digitally distribute his sound recordings which it exploits on an exclusive
16 basis through an alternative distribution channel.

17 23. Carlin retained all of his exclusive rights in the Works.

18 24. Pandora's failure to obtain the necessary licenses for the Works, or
19 pay any royalties for the Works, but nonetheless fully exploit the Works, has been
20 willful. In Pandora's own SEC10K public filing with the Security and Exchange
21 Commission from 2011 to 2017, three quarters of a decade, Pandora admitted in its
22 Risk Factors every year that it performs spoken-word comedy content "absent a
23 specific license from any [] performing rights organization" and it has never
24 obtained a license for the underlying literary works for the sound recordings of
25 spoken-word comedy content that it streams. Pandora further admitted that it
26 "could be subject to significant liability for copyright infringement and may no
27 longer be able to operate under [their] existing licensing regime." This admission

1 was only removed, not so coincidentally, after Pandora’s transaction with Sirius
2 XM Radio.

3 25. Pandora nonetheless did not even take the simplest of steps to ask
4 Carlin or his representatives for a license for the Works. To the contrary, beginning
5 in or about August of 2020, Word Collections (“WC”), a Spoken Word/Literary
6 Works Collection Agency contacted Pandora in an effort to negotiate a licensing
7 agreement for various copyright owners. From that initial contact and on an
8 ongoing basis over the course of the following year, WC made numerous efforts
9 on behalf of WC’s other spoken word/literary works clients, including on behalf of
10 Carlin beginning in April 2021, to engage Pandora in good faith negotiations, to no
11 avail.

12 26. While Pandora’s counsel, on September 14, 2021, more than a year
13 after Carlin’s representatives contacted them, wrote to advise that counsel would
14 respond with Pandora’s position, no response from Pandora or its counsel has been
15 sent or received.

16 27. While Carlin would have been thrilled for his Works to live on through
17 valid licenses and payments, he would have seven dirty words to say about
18 Pandora’s actions and willful copyright infringement no doubt.

19 **CAUSE OF ACTION**

20 **(Copyright Infringement – 17 U.S.C. § 501)**

21 28. Plaintiff repeats and re-alleges the foregoing paragraphs as if fully set
22 forth herein.

23 29. Plaintiff is the legal and beneficial owner of the United States
24 copyrights in the Works, duly registered with the United States Copyright Office,
25 (See Exhibit A), as discussed above.

26 30. Defendant has directly, vicariously, and/or contributorily infringed
27 and/or induced infringement of Plaintiff’s copyright in violation of 17 U.S.C. § 501.

1 40. As a direct and proximate result of Defendant's infringement,
2 pursuant to 17 U.S.C. § 504(a)(1) and (b), Plaintiff is entitled to actual damages in
3 addition to Defendant's profits both domestically and relating to foreign sales of
4 other exploitation of the Works that were distributed, performed, broadcast, or
5 otherwise infringed domestically. Further, Plaintiff is entitled to a running royalty
6 on all future exploitations of the Works following judgement in an amount to be
7 determined.

8 41. In the alternative to profits and actual damages, pursuant to 17 U.S.C.
9 § 504(c), Plaintiff is entitled to the maximum amount of statutory damages,
10 \$150,000 per copyrighted work for each act of copyright infringement, for a total
11 of \$8,400,000 (\$150,000 times 56 registered Works).

12 42. As a direct and proximate result of Defendant's infringement, Plaintiff
13 has incurred attorneys' fees and costs which are recoverable pursuant to 17 U.S.C.
14 § 505.

15 43. Defendant's conduct has caused, is continuing to cause, and will
16 further cause great damage to Plaintiff, which damages cannot be accurately
17 measured in monetary terms, and therefore, unless enjoined by the Court, Plaintiff
18 will suffer irreparable injury, for which Plaintiff is without adequate remedy at all.
19 Accordingly, Plaintiff is entitled to a permanent injunction pursuant to 17 U.S.C. §
20 502 following judgment, prohibiting further infringement, reproduction,
21 distribution, sale public performance, other use, or exploitation of Plaintiff's
22 copyright without a proper license.

23 **PRAYER FOR RELIEF**

24 WHEREFORE, Plaintiff prays for judgment and relief, as follows:

25 44. For Judgment in favor of Plaintiff and against Defendant.

26 45. For a declaration and finding that Defendant has willfully infringed
27 Plaintiff's copyrighted work in violation of the Copyright Act;

1 46. For declaration and finding that Defendant is directly, vicariously,
2 and/or contributorily liable for copyright infringement pursuant to 17 U.S.C. §
3 504(a)(1) and (b), including a finding that Defendant is liable for actual damages,
4 as well as for Defendant's profits;

5 47. For an accounting of all profits, income, receipts, or other benefits
6 derived by Defendant from the production, copying, display, promotion,
7 distribution, broadcast, public performance, or sale of products and services or
8 other media, either now known or hereafter devised, that improperly or unlawfully
9 infringe Plaintiff's copyright pursuant to 17 U.S.C. § 504(a)(1) and (b);

10 48. For statutory damages, upon election prior to final judgment in the
11 alternative to actual damages and profits, for willful copyright infringement
12 pursuant to 17 U.S.C. § 504(c);

13 49. For costs of suit herein, including an award of attorneys' fees pursuant
14 to 17 U.S.C. § 505;

15 50. For pre-judgment and post-judgment interest;

16 51. For a running royalty and/or ownership share in the Infringing Work
17 following judgment in an amount to be proven at trial, or in the alternative, for the
18 entry of an injunction requiring Defendants, their officers, agents, servants,
19 employees, representatives, successors, licensees, partners, attorneys, and assigns,
20 and all persons acting in concert or participation with each or any one of them to
21 be permanently enjoined from directly or indirectly infringing, reproducing,
22 displaying, promoting, advertising, distributing, or selling any work that infringes,
23 contributorily infringes, or vicariously infringes Plaintiff's rights in the work
24 protected by the Copyright Act;

25 52. For such other and further relief as the Court may deem just and
26 proper.

DEMAND FOR JURY TRIAL

Pursuant to Federal Rule of Civil Procedure 38(b), and otherwise, Plaintiff respectfully demands a jury trial on all issues raised in this complaint.

PURSUANT TO FEDERAL RULE OF CIVIL PROCEDURE 38(b), AND OTHERWISE, PLAINTIFF DEMANDS A JURY TRIAL ON ALL ISSUES RAISED IN THIS COMPLAINT.

Dated: February 7, 2022

Respectfully submitted,

By: /s/ Richard S. Busch

Richard S. Busch

Attorney for Plaintiff

EXHIBIT A

	Literary Work Name	Copyright Registration #	Copyright Registration Date	Release Name
1	Teenage Masturbation	C32956	09/11/1975	An Evening with Wally Londo
2	Baseball – Football	C32948	09/11/1975	An Evening with Wally Londo
3	Class Clown – Bi-Labial Fricative/Attracting Attention/Squeamish	C27789	10/04/1972	Class Clown
4	Wasted Time	C27787	10/04/1972	Class Clown
5	Values (How Much is That Dog Crap in the Window?) Shoot Is Shit ...	C27788	10/04/1972	Class Clown
6	I Used to Be Irish Catholic	C27786	10/04/1972	Class Clown
7	The Confessional	C27785	10/04/1972	Class Clown
8	Special Dispensation: Heaven, Hell, Purgatory and Limbo	C27784	10/04/1972	Class Clown
9	Heavy Mysteries	C27783	10/04/1972	Class Clown
10	Muhammad Ali – America the Beautiful	C27782	10/04/1972	Class Clown
11	Seven Words You Can Never Say on Television	C27790	10/04/1972	Class Clown
12	Shoot	C28163	01/08/1973	Classic Gold
13	The Hair Piece	C28164	01/08/1973	Classic Gold
14	Sex in Commercials	C28165	01/08/1973	Classic Gold
15	Drugs	C28166	01/08/1973	Classic Gold
16	Birth Control	C28167	01/08/1973	Classic Gold
17	Son of Wino	C28168	01/08/1973	Classic Gold
18	Divorce Game	C28169	01/08/1973	Classic Gold
19	Ed Sullivan Self Taught	C28170	01/08/1973	Classic Gold
20	Let's Make a Deal	C28171	01/08/1973	Classic Gold
21	The 11 O'clock News	C28172	01/08/1973	Classic Gold
22	Welcome To My Job	C29350	09/17/1973	Classic Gold
23	White Harlem	C29348	09/17/1973	Classic Gold
24	The Hallway Groups	C29347	09/17/1973	Classic Gold
25	Black Consciousness	C29346	09/17/1973	Classic Gold
26	New York Voices	C29345	09/17/1973	Classic Gold
27	Grass Swept The Neighborhood	C29344	09/17/1973	Classic Gold
28	Children's Cliches	C29341	09/17/1973	Classic Gold
29	Cute Little Farts	C29340	09/17/1973	Classic Gold

COMPLAINT FOR COPYRIGHT INFRINGEMENT
EXHIBIT A

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30	Raisin Rhetoric	C29342	09/17/1973	Classic Gold
31	Filthy Words	C29343	09/17/1973	Classic Gold
32	Words	C32952	09/11/1975	George Carlin on Comedy
33	On The Road	C35853	02/28/1977	On the Road
34	Death and Dying	C34852	02/28/1977	On the Road
35	Head Lines	C35847	02/28/1977	On the Road
36	Kids Are Too Small	C35846	02/28/1977	On the Road
37	Rules, Rules, Rules!	C35845	02/28/1977	On the Road
38	Parents' Cliches and Children's Secret Answers	C35844	02/28/1977	On the Road
39	Words We Leave Behind	C35842	02/28/1977	On the Road
40	How's Your Dog?	C35841	02/28/1977	On the Road
41	Supermarket	C35843	02/28/1977	On the Road
42	THE NEWS	C32947	09/11/1975	SOFA – Comedy Clips
43	Occupation: Foole	C29349	09/17/1973	The George Carlin Collection
44	Goofy Shit	C31061	09/19/1974	Toledo Window Box
45	Toledo Window Box	C31060	09/19/1974	Toledo Window Box
46	Nursery Rhymes	C31059	09/19/1974	Toledo Window Box
47	Some Werds	C31058	09/19/1974	Toledo Window Box
48	Water Sez	C31057	09/19/1974	Toledo Window Box
49	The Metric System	C31056	09/19/1974	Toledo Window Box
50	God	C31062	09/19/1974	Toledo Window Box
51	God	C32957	09/11/1975	Toledo Window Box
52	Gay Lib	C31052	09/19/1974	Toledo Window Box
53	Snot, The Original Rubber Cement	C31053	09/19/1974	Toledo Window Box
54	Urinals Are 50 Percent Universal	C31055	09/19/1974	Toledo Window Box
55	A Few More Farts	C31054	09/19/1974	Toledo Window Box
56	Names	C32958	09/11/1975	You Are All Diseased