

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF NEW YORK

ATLANTIC RECORDING CORPORATION,
a corporation; ARISTA RECORDS, INC., A
corporation; BMG MUSIC, a general partnership;
CAPITOL RECORDS, INC., a corporation;
ELEKTRA ENTERTAINMENT GROUP INC., a
corporation; INTERSCOPE RECORDS, a general
partnership; LAVA RECORDS LLC, a limited
liability corporation; LOUD RECORDS LLC, a
limited liability corporation; MAVERICK
RECORDING COMPANY, a joint venture;
MOTOWN RECORD COMPANY, L.P.,
a limited partnership; PRIORITY RECORDS,
LLC, a limited liability company; SONY MUSIC
ENTERTAINMENT INC., a corporation;
UMG RECORDINGS, INC., a corporation;
VIRGIN RECORDS AMERICA, INC., a
corporation; WARNER BROS. RECORDS, INC.,
a corporation; and ZOMBA RECORDING
CORPORATION, a corporation,

Plaintiffs,

-against-

AARON SHERMAN,

Defendant.

COMPLAINT FOR
DIRECT AND
CONTRIBUTORY
COPYRIGHT
INFRINGEMENT

Civil Action No.

U.S. DISTRICT COURT
N.D. OF N.Y.
ORIGINAL FILED

APR - 3 2003

LAWRENCE K. BAERMAN, CLERK
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The Plaintiffs, by their attorneys DeGraff, Foy, Holt-Harris, Kunz & Devine, LLP
and Jenner & Block, complaining of the Defendant, allege, upon information and belief,
as follows:

NATURE OF THE ACTION

1. This is an action for direct and contributory copyright infringement arising
out of the knowing and willful conduct of Defendant. Defendant has hijacked an
academic computer network and installed on it a marketplace for copyright piracy that is

used by others to copy and distribute music illegally. In addition to operating this piracy marketplace that facilitates direct copyright infringement by others, Defendant is committing direct copyright infringement himself by copying and distributing hundreds of sound recordings over his system without the authorization of the copyright owners.

2. Defendant has established, maintains, and controls a self-contained system that uses the resources of the Rensselaer Polytechnic Institute computer network and is accessible to all of the users of the University network. This system operates similarly to the Napster system, which was shut down by a federal court injunction due to its blatant facilitation of copyright infringement. Thus, Defendant has taken a network created for higher learning and academic pursuits and converted it into an emporium of music piracy where copyright infringement is simplified down to the click of a computer mouse. Like Napster, Defendant's system provides users of the University network with infrastructure and facilities for committing copyright infringement. Those facilities include access to a central computer server, a continuously updated index of infringing recordings available on Defendant's own system, and a method that facilitates the rapid and efficient copying and distribution of those recordings. Users connect to the computer server operated by Defendant at the Internet site, "www.flatlan.com," to search for, locate, and make copies of Plaintiffs' copyrighted sound recordings that are being made available by other users of the network; those copies are then distributed further for copying by other users, all without the authorization of the copyright owners.

3. All of the most popular sound recordings, as well as many up and coming artists, are being infringed through Defendant's system. Schedule A to this Complaint, which is incorporated herein, provides a list of some of the songs that are unlawfully being copied over the Defendant's system ("the Copyrighted Recordings"). Among the

well known artists are Dave Matthews Band, Christina Aguilera, Eminem, Norah Jones, Bruce Springsteen and Madonna.

4. Defendant is acutely aware of the infringing activity occurring through his system since he himself is copying and distributing hundreds of sound recordings over his system without the authorization of the copyright owners, including works by Billy Joel, Outkast, Moby, and Sting.

5. Defendant has compounded his infringing conduct by seeking to sell software that can be used by others to set up similar piracy systems on other networks. Defendant solicits others on his web site to buy this software by featuring its ability to enable and facilitate large-scale copying and distribution of music and other copyrighted materials. Thus, Defendant is building a business and seeks to profit from the widespread infringement that he enables and encourages.

6. Defendant's conduct has caused and continues to cause Plaintiffs grave and irreparable harm.

JURISDICTION AND VENUE

7. This is a civil action for damages and injunctive relief for copyright infringement under the Copyright Law of the United States, 17 U.S.C. sections 502, 504, and 505.

8. This Court has jurisdiction of this action under 17 U.S.C. section 501(b); 28 U.S.C. section 1331; and 28 U.S.C. section 1338(a).

9. This Court has personal jurisdiction over Defendant in that Defendant resides in this District. In addition, a substantial part of the acts of infringement complained of herein occurred in this District.

10. Venue is proper in this District under 28 U.S.C. section 1400(a) because Defendant resides and may be found in this District.

THE PARTIES

11. Plaintiff Atlantic Recording Corporation, is a corporation duly organized and existing under the laws of the State of Delaware, with its principal place of business in New York.

12. Plaintiff Arista Records, Inc. is a corporation duly organized and existing under the laws of the State of Delaware, with its principal place of business in New York.

13. Plaintiff BMG Music is a New York general partnership, with its principal place of business in New York.

14. Plaintiff Capitol Records, Inc. is a corporation duly organized and existing under the laws of the State of Delaware, with a place of business in New York.

15. Plaintiff Elektra Entertainment Group Inc. is a corporation duly organized and existing under the laws of the State of Delaware, with its principal place of business in New York.

16. Plaintiff Interscope Records is a California general partnership, with its principal place of business in the State of California.

17. Plaintiff Lava Records LLC is a limited liability corporation duly organized and existing under the laws of the State of Delaware, with its principal place of business in the State of New York.

18. Plaintiff Loud Records LLC is a limited liability corporation duly organized and existing under the laws of the State of Delaware, with its principal place of business in the State of New York.

19. Plaintiff Maverick Recording Company is a joint venture between Maverick Records and Warner Bros. Records Inc., organized and existing under the laws of the State of California, with its principal place of business in California.

20. Plaintiff Motown Record Company, L.P. is a California limited partnership, with its principal place of business in New York.

21. Plaintiff Priority Records, LLC is a limited liability company duly organized and existing under the laws of the State of Delaware with its principal place of business in California.

22. Plaintiff Sony Music Entertainment Inc. is a corporation duly organized and existing under the laws of the State of Delaware, with its principal place of business in New York.

23. Plaintiff UMG Recordings, Inc. is a corporation duly organized and existing under laws of the State of Delaware, with its principal place of business in California.
24. Plaintiff Virgin Records America, Inc. is a corporation duly organized and existing under the laws of the State of California, with a place of business in New York.
25. Plaintiff Warner Bros. Records Inc. is a corporation duly organized and existing under the laws of the State of Delaware, with its principal place of business in the State of California.
26. Plaintiff Zomba Recording Corporation is a corporation duly organized and existing under the laws of the State of New York, with a place of business in New York.
27. Defendant Aaron Sherman is an individual who is a student at Rensselaer Polytechnic Institute and resides and may be found in Troy, New York.

PLAINTIFFS' BUSINESS

28. Plaintiffs are engaged in the business of producing sound recordings, and manufacturing, distributing, selling, and/or licensing the distribution and sale of their sound recordings in phonorecords (as defined in 17 U.S.C. section 107, and including, without limitation, compact discs and other digital formats). Plaintiffs are among the leading manufacturers of such phonorecords in the United States.

29. Plaintiffs have invested and continue to invest substantial sums of money, as well as time, effort, and creative talent, to discover and develop recording artists, and to create, manufacture, advertise, promote, sell, and license phonorecords embodying the performances of their exclusive recording artists. Plaintiffs, their recording artists, and others are compensated for their creative efforts and monetary investments largely from the sale and distribution of phonorecords to the public and from other exploitation of such phonorecords.

30. Plaintiffs are the copyright owners or owners of exclusive rights under copyright with respect to certain copyrighted sound recordings embodied in their phonorecords, including but not limited to those listed on Schedule A attached hereto and incorporated by reference herein. Each Plaintiff has applied for and/or received Certificates of Copyright Registration from the Register of Copyrights for its Copyrighted Recordings. Each Plaintiff has the exclusive rights, among other things, to "reproduce the [Copyrighted Recordings] in copies or phonorecords," and to "distribute copies [of the Copyrighted Recordings] or phonorecords . . . to the public." 17 U.S.C. sections 106(1) and 106(3).

UNIVERSITY LOCAL AREA NETWORKS

31. Every university provides their faculty, students, and staff with access to computer services and resources. Such computer resources are provided to assist faculty and students in their academic endeavors, and to assist staff in the administration of university affairs. Two such computer resources are access to the Internet and provision of and access to a university Local Area Network, or "LAN."

32. Access to the Internet by university internet users is typically done through a T1 or T3 connection that provides for very high speed access, allowing use of the Internet in a very quick and efficient manner that is far superior to much slower "dial up" access over telephone lines. Many university Internet users use their high speed Internet access not for academic pursuits, but to connect to and use certain Internet "peer-to-peer" networks for the purpose of unlawfully copying and distributing copyrighted sound recordings and other copyrighted content to and from their personal computers. The most notorious of such systems was the Napster system, which was shut down by a federal court injunction. Other similar systems such as the Kazaa system are the subject of pending litigation in the U.S. District Court for the Central District of California brought by copyright holders including Plaintiffs here.

33. Copyright infringement over university networks has become a serious problem for Plaintiffs and other copyright owners, as well as for universities. Recent statistics have indicated that, at some universities, nearly 50% of the available Internet computer resources (known as "bandwidth") are being used for the unauthorized copying and distribution of copyrighted material. Such conduct has greatly taxed the capacity of university computer network resources and has greatly increased the cost of providing and maintaining those resources. Additionally, these systems raise liability and security concerns for universities. In response, many universities have restricted or banned entirely access to such infringing peer-to-peer systems from computers that are part of the universities' networks.

34. In part, at least, because such restrictions limit the ability of university network users to illegally copy music and other copyrighted materials from outside the university network (over Internet peer-to-peer systems), some individuals have sought to replicate such peer-to-peer systems (i.e., Napster equivalent systems) within the

university network. This is done by creating, maintaining, and operating the equivalent of such systems on LANs provided by universities to their faculty, students, and staff. A LAN is a computer network that is dispersed over a limited, defined geographic area, such as a university campus, through which a user computer can interact with all other user computers on the network. In many respects, a university LAN operates as a "mini-internet" for university users only.

35. Without a Napster equivalent system, LAN users cannot effectively search for and transfer song recordings over the network. On a typical LAN, there is no centralized index of all sound recordings that users have designated for copying and transfer over the network. As a result, there is no efficient way for a user to know which sound recordings are available on which computers, or for users to gain access to available sound recordings.

DEFENDANT'S INFRINGING CONDUCT

36. Defendant created a system that is designed to enable and facilitate the widespread unauthorized copying and distribution of sound recordings over Rensselaer Polytechnic Institute's LAN. Defendant has installed, operates, and maintains a computer server that provides indexing and search processing functions for users of that LAN. Defendant's server actively scours the network for files that others have designated for copying and distribution, and indexes the names of those files even without the knowledge or acquiescence of network users who have so designated those files, and without the consent of the copyright owners of the works embodied in those files. Defendant's server inventories the music files each user has designated for copying and distribution, maintains a centralized index of the names of those music files, and makes that index available to users of the LAN. In this manner, files that a user

maintains on his or her computer hard drive are made available for copying and distribution by all users of the LAN regardless of the intention of the users who initially designated those files, and often without their knowledge.

37. Defendant further has established and maintains an Internet site accessible over the World Wide Web at the URL <http://www.flatlan.com/>. By accessing that web site, users of the LAN search for and locate sound recordings that Defendant has indexed for copying and distribution by typing in search terms into a search window provided by Defendant. Results of the search are then returned to the user. These results include the file names of the sound recordings that match the search term and the location on the LAN of users' computers that are making those sound recordings available for copying and distribution over the LAN. A user need only click on a particular search result, and the file containing the sound recording is automatically downloaded - i.e., copied and saved - directly from the offering user's computer to the hard drive of the requesting user's computer.

38. Through the centralized indexing, searching, and file transfer functions provided and maintained by Defendant, Defendant has functionally replicated the unlawful systems that facilitate and enable the massive infringement of copyrighted sound recordings on the Internet, and that have been enjoined by courts in other cases, such as Napster, Aimster, and AudioGalaxy. The centralized index, search, transfer, and other functions provided by Defendant are equivalent to the functions that were provided by the notorious Napster system, which was enjoined and ultimately shut down as a consequence of the copyright infringement that it enabled and facilitated. In at least one way, however, Defendant's system is even a more efficient and effective infringement system than was Napster's. In Napster, a user affirmatively was required to log on to the system in order to make available MP3 files for copying and distribution. As averred

above, however, Defendant's system actively searches for, inventories, and indexes all filenames that are being made available on the network regardless of whether the user offering the files has intended them to be made available to all other users on the network or not.

39. Defendant is well aware of the widespread piracy of copyrighted recordings over his system. Defendant's web site maintains a list of the last one hundred searches on his system and that list has included MP3 files under the names of popular artists, including Eminem, Three Doors Down, Kid Rock, Metallica, and Sheryl Crow. Defendant has also described file trading systems like the one he created in several materials available on the Internet, "Efficient Solutions for Peer to Peer Resource Discovery on Local Area Networks" and "Discussing Communities Using File Shares," in which he states that "there are Copyrighted materials shared on the network," and refers to a MP3 file relating to the popular artist, Eminem, as an example of a file that can be distributed over the network. Most telling of Defendant's knowledge of the widespread piracy conducted over his system is that Defendant himself uses this system to distribute MP3 files, many of which contain songs owned by Plaintiffs. Defendant has made available for widespread distribution on his system hundreds of copyrighted recordings owned by Plaintiffs.

40. In addition, Defendant has started a commercial enterprise to further profit from these acts of infringement. On his web site, Defendant advertises and sells software to facilitate copyright infringement. That software is the very same software that he has installed on the RPI system to index and process searches for unlawfully copied sound recordings. Defendant even offers "10 free hours tech support." Plaintiffs, through their trade association, have themselves purchased from Defendant his software for \$500. Defendant attracts potential buyers to his site by offering unauthorized copies of

copyrighted recordings, and then advertises to them to purchase his software to do more of the same. Defendant even specifically advertises his system as one that enables and facilitates widespread unauthorized copying and distribution of sound recordings. Defendant provides on his website a "demo site" to run searches in which the files are designated as a default to be MP3 files. Defendant's web site also highlights the capability of his software "that can look up to MP3's."

41. The system that Defendant has created, controls, and maintains thus enables and facilitates the large-scale unauthorized copying and distribution of the copyrighted recordings over Rensselaer Polytechnic Institute's LAN. Such infringements would not occur on the scale or the manner in which they do without the conduct and participation of Defendant, who provides the infrastructure and technological means to accomplish these infringements. Schedule A provides only a subset of the recordings that are being unlawfully copied through Defendant's system. As detailed in Schedule A, the Copyrighted Recordings copied and distributed without authorization over Defendant's system include many of the most popular recordings by the most popular recording artists, including, but in no way limited to, Dave Matthews Band, Christina Aguilera, Eminem, Norah Jones, Bruce Springsteen, Madonna, Tina Turner, N Sync, and Mariah Carey.

42. Defendant himself is distributing hundreds of copyrighted sound recordings without authorization that he unlawfully downloaded and thus copied. From a web site he maintains, Defendant has distributed and continues to distribute, for unauthorized copying by others, hundreds of copyrighted sound recordings, including the works of Billy Joel, Outkast, Moby, and Sting. Through this conduct, Defendant makes available, without authorization, Plaintiffs' copyrighted recordings for copying by anyone on the LAN who accesses his web site.

43. Defendant's unlawful conduct does not end there, however. Defendant uses the system that he created, supervises, and controls for his own commercial enterprise. From the same web site that he and others have distributed hundreds of copyrighted materials, Defendant solicits others to buy his software so they can install similar piracy systems.

FIRST CLAIM FOR RELIEF

DIRECT INFRINGEMENT OF COPYRIGHTS

[By All Plaintiffs Against Defendant]

44. Plaintiffs incorporate herein by this reference each and every averment contained in paragraphs 1 through 43 inclusive.

45. Defendant, without the permission or consent of Plaintiffs who hold valid copyrights on the Copyrighted Recordings, has reproduced and distributed and/or has caused the reproduction and distribution of the Copyrighted Recordings.

46. The infringement of Plaintiffs' rights in and to each of the Copyrighted Recordings constitutes a separate and distinct act of infringement.

47. The foregoing acts of infringement have been willful, intentional, and purposeful, in disregard of and indifference to the rights of Plaintiffs.

48. The acts of Defendant complained of herein constitute infringement of Plaintiffs' registered copyrights and exclusive rights under copyright in violation of 17 U.S.C. sections 106 and 501.

49. As a direct and proximate result of Defendant's infringement of Plaintiffs' copyrights and exclusive rights under copyright, Plaintiffs are entitled to the maximum statutory damages, pursuant to 17 U.S.C. section 504(c), in the amount of \$150,000 with respect to each work infringed, or such other amounts as may be proper under 17 U.S.C. section 504(c).

50. Plaintiffs further are entitled to their attorneys' fees and full costs pursuant to 17 U.S.C. section 505.

51. Defendant's conduct, as hereinabove averred, is causing and, unless enjoined and restrained by this Court, will continue to cause Plaintiffs great and irreparable injury that cannot fully be compensated or measured in money. Plaintiffs have no adequate remedy at law. Pursuant to 17 U.S.C. section 502, Plaintiffs are entitled to preliminary and permanent injunctions prohibiting further infringements of Plaintiffs' copyrights and exclusive rights under copyright.

SECOND CLAIM FOR RELIEF

CONTRIBUTORY INFRINGEMENT OF COPYRIGHTS

[By All Plaintiffs Against Defendant]

52. Plaintiffs incorporate herein by this reference each and every averment contained in Paragraphs 1 through 43, inclusive.

53. Defendant has knowingly and systematically induced, caused, and materially contributed to the above-described unauthorized copying and distribution through his system of the Copyrighted Recordings and thus to the infringement of Plaintiffs' copyrights and exclusive rights under copyright in the Copyrighted Recordings.

54. In addition, by selling software that he advertises as enabling and facilitating widespread copying and distribution of music, Defendant has induced, caused, and materially contributed to further unauthorized copying and distribution of Plaintiffs' copyrights and exclusive rights under copyright.

55. The infringement of each of Plaintiffs' rights in and to the Copyrighted Recordings constitutes a separate and distinct act of infringement.

56. The foregoing acts of infringement by Defendant have been willful, intentional, and purposeful, in disregard of and indifference to the rights of Plaintiffs.

57. Defendant's conduct constitutes contributory infringement of Plaintiffs' copyrights and Plaintiffs' exclusive rights under copyright in violation of 17 U.S.C. sections 106 and 501.

58. As a direct and proximate result of Defendant's infringement of Plaintiffs' copyrights and exclusive rights under copyright, Plaintiffs are entitled to the maximum statutory damages, pursuant to 17 U.S.C. section 504(c), in the amount of \$150,000 with respect to each work infringed, or such other amounts as may be proper under 17 U.S.C. section 504(c).

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

60. Defendant's conduct, as hereinabove averred, is causing and, unless enjoined and restrained by this Court, will continue to cause Plaintiffs great and irreparable injury that cannot fully be compensated or measured in money. Plaintiffs

have no adequate remedy at law. Pursuant to 17 U.S.C. section 502, Plaintiffs are entitled to preliminary and permanent injunctions prohibiting further contributory infringements of Plaintiffs' copyrights and exclusive rights under copyright.

WHEREFORE, Plaintiffs pray for judgment against Defendant as follows:

1. For a preliminary and a permanent injunction enjoining Defendant, and all persons acting in concert or participation with him, from: (i) directly or indirectly infringing in any manner any of Plaintiffs' respective copyrights (whether now in existence or hereafter created), and exclusive rights under copyright, including without limitation, the Copyrighted Recordings listed on Schedule A, and (ii) from causing, contributing to, enabling, facilitating, or participating in the infringement of any of Plaintiffs' respective copyrights, and exclusive rights under copyright, including without limitation, the Copyrighted Recordings listed on Schedule A.

2. For maximum statutory damages in the amount of \$150,000 with respect to each copyrighted work infringed, or for such other amounts as may be proper pursuant to 17 U.S.C. section 504(c);

3. For Plaintiffs' attorneys' fees, full costs, and disbursements in this action; and

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

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Date: April 3, 2003

Schedule A

Plaintiff	Artist	Song	Album	SR
Arista Records, Inc.	Ace of Base	The Sign	The Sign	169-749
Arista Records, Inc.	Adema	Giving In	Adema	302-233
Arista Records, Inc.	Ar Supply	All Out of Love	Lost in Love	38-070
Arista Records, Inc.	Alan Jackson	Chattahoochee	A Lot About Livin' (And a Little 'bout Love)	147-716
Arista Records, Inc.	Babyface	Everytime I Close My Eyes	The Day	291-025
Arista Records, Inc.	Dido	Here With Me	No Angel	289-804
Arista Records, Inc.	LFO	Summer Girls	LFO	306-981
Arista Records, Inc.	Next	Wifey	Welcome II Nextasy	284-980
Arista Records, Inc.	OutKast	Rosa Parks	Aquemini	264-092
Arista Records, Inc.	OutKast	Wheelz Of Steel	ATLiens	233-296
Arista Records, Inc.	Pink	You Make Me Sick	Can't Take Me Home	279-958
Arista Records, Inc.	Robert Miles	One and One	Dreamland	225-337
Arista Records, Inc.	Santana	Smooth	Supernatural	289-833
Arista Records, Inc.	Sarah McLachlan	Adia	Surfacing	243-027
Arista Records, Inc.	Snap	Rhythm Is A Dancer	The Madman's Return	144-133
Arista Records, Inc.	Thompson Twins	Hold Me Now	Into the Gap	52-747
Arista Records, Inc.	TLC	Creep	Crazy Sexy Cool	198-743
Arista Records, Inc.	Usher	You Make Me Wanna	My Way	257-730
Arista Records, Inc.	Whitney Houston	My Love Is Your Love	My Love Is Your Love	298-453
Atlantic Recording Corporation	Alphaville	Forever Young	Forever Young	57-136
Atlantic Recording Corporation	Chic	Good Times	Risque	13-540
Atlantic Recording Corporation	Collective Soul	Shine	Hins, Allegations, and Things Left Unsaid	187-499
Atlantic Recording Corporation	Foreigner	Waiting for a Girl Like You	Foreigner 4	27-769
Atlantic Recording Corporation	Jewel	Who Will Save Your Soul	Pieces of You	198-481
Atlantic Recording Corporation	Phil Collins	Another Day In Paradise	But Seriously	110-770
Atlantic Recording Corporation	Phil Collins	In The Air Tonight	Face Value	24-682
Atlantic Recording Corporation	Phil Collins	One More Night	No Jacket Required	60-788
Atlantic Recording Corporation	Sugar Ray	Every Morning	14:59	262-149
Atlantic Recording Corporation	Sugar Ray	Fly	Floored	208-769
Atlantic Recording Corporation	Taproot	Mentobe	Gift	305-703
BMG Music	Christina Aguilera	Genie In A Bottle	Christina Aguilera	274-004
BMG Music	Dave Matthews Band	Tripping Billies	Crash	212-572
BMG Music	Dave Matthews Band	I Did It	Everyday	300-313
BMG Music	David Gray	Babylon	White Ladder	297-924

Schedule A

BMG Music	Eurythmics	Here Comes The Rain Again	Touch	52-363
BMG Music	Foo Fighters	Learn to Fly	There Is Nothing Left to Lose	285-034
BMG Music	Kenny Chesney	Fall in Love	All I Need to Know	208-984
BMG Music	Kenny Chesney	What I Need to Do	Everywhere We Go	263-302
BMG Music	Kenny Chesney	Young	No Shoes, No Shirt, No Problem	308-547
BMG Music	LFO	Every Other Time	Life Is Good	300-386
BMG Music	Lonestar	Not A Day Goes By	Im Already There	298-550
BMG Music	Lonestar	Amazed	Lonely Grill	187-003
BMG Music	Martina McBride	I Love You	Emotion	259-161
BMG Music	Martina McBride	Valentine	Evolution	248-332
BMG Music	Republica	Ready to Go	Republica	224-451
BMG Music	Sara Evans	I Keep Looking	Born to Fly	297-176
BMG Music	SR-71	Right Now	Now You See Inside	283-812
BMG Music	Vertical Horizon	Everything You Want	Everything You Want	277-968
BMG Music	Clint Black	Like The Rain	Greatest Hits	227-957
BMG Music	Dave Matthews Band	Lower Lay Down	Under The Table And Dreaming	285-688
BMG Music	Eve	Inside Out	Eve 6	257-983
BMG Music	Lou Bega	Mambo No. 5 (A Little Bit Of...)	A Little Bit Of Mambo	285-846
BMG Music	Martina McBride	O Holy Night	White Christmas	251-201
Capitol Records, Inc.	Beastie Boys	Intergalactic	Hello Nasty	277-731
Capitol Records, Inc.	Beastie Boys	Get It Together	J!l Communication	213-461
Capitol Records, Inc.	Billy Idol	White Wedding	Billy Idol	39-673
Capitol Records, Inc.	Billy Idol	Rebel Yell	Rebel Yell	52-131
Capitol Records, Inc.	Blondie	One Way or Another	Parallel Lines	4-090
Capitol Records, Inc.	Blur	Song 2	Blur	231-938
Capitol Records, Inc.	Bonnie Raitt	Thing Called Love	Nick of Time	102-443
Capitol Records, Inc.	Duran Duran	Wild Boys	Arena	58-461
Capitol Records, Inc.	Everclear	Father Of Mine	So Much for the Afterglow	181-328
Capitol Records, Inc.	Everclear	Wonderful	Songs from an American Movie, Vol. 1: Learning How to Smile	284-811
Capitol Records, Inc.	Everclear	Rockstar	Songs from an American Movie, Vol. 2: Good Time for a Bad Attitude	295-621
Capitol Records, Inc.	Everclear	Santa Monica	Sparkle and Fade	279-015
Capitol Records, Inc.	Keith Urban	Where The Backlog Ends	Keith Urban	273-265
Capitol Records, Inc.	Marcy Playground	Sex And Candy	Marcy Playground	240-954
Capitol Records, Inc.	Medeski Martin and Wood	Just Like I Pictured It	Combustion	261-173

Schedule A

Capitol Records, Inc.	Megadeth	Symphony Of Destruction	Countdown to Extinction	175-385
Capitol Records, Inc.	Norah Jones	Cold Cold Heart	Come Away With Me	320-120
Capitol Records, Inc.	Norah Jones	Come Away With Me	Come Away With Me	320-120
Capitol Records, Inc.	Norah Jones	Shoot the Moon	Come Away With Me	320-120
Capitol Records, Inc.	Poison	Something To Believe In	Flesh and Blood	119-355
Capitol Records, Inc.	Poison	Every Rose Has Its Thorn	Open Up and Say Aah!	93-741
Capitol Records, Inc.	Radiohead	Everything In its Right Place	Kid A	289-381
Capitol Records, Inc.	Radiohead	Fake Plastic Trees	The Bends	280-260
Capitol Records, Inc.	Red Hot Chili Peppers	Higher Ground	Mother's Milk	107-737
Capitol Records, Inc.	Richard Marx	Now and Forever	Paid Vacation	210-246
Capitol Records, Inc.	Richard Marx	Right Here Waiting	Repeat Offender	103-712
Capitol Records, Inc.	Robbie Williams	Angels	The Ego Has Landed	174-566
Capitol Records, Inc.	Thomas Dolby	She Blinded Me With Science	The Golden Age Of Wireless	46-842
Elektra Entertainment Group Inc.	Bjork	5 Years	Homogenic	245-199
Elektra Entertainment Group Inc.	Bjork	Overture	Setrasongs	267-232
Elektra Entertainment Group Inc.	Bjork	Cover Me	Telegram	235-219
Elektra Entertainment Group Inc.	Busta Rhymes	Fire It Up	When Disaster Strikes	258-724
Elektra Entertainment Group Inc.	Moby	James Bond Theme	I Like to Score	252-365
Elektra Entertainment Group Inc.	Moby	Go	moby songs	267-237
Elektra Entertainment Group Inc.	Tania	Stranger In My House	A Nt Day	293-084
Elektra Entertainment Group Inc.	The Cure	Just Like Heaven	Kiss Me, Kiss Me, Kiss Me	82-714
Elektra Entertainment Group Inc.	Third Eye Blind	Semi-Charmed Life	Third Eye Blind	188-673
Interscope Records	Eminem	Stan	The Marshall Mathers LP	287-944
Interscope Records	Eminem	Public Service Announcement	The Slim Shady EP	262-686
Interscope Records	Eminem	Bad Meets Evil	The Slim Shady LP	262-686
Interscope Records	Enrique Iglesias	Could I Have This Kiss Forever	Enrique	214-257
Interscope Records	Enrique Iglesias	Rhythm Divine	Enrique	214-257
Interscope Records	Eve	Love Is Blind	Let There Be Eve... Ruff Ryders	265-925
Interscope Records	Limp Bizkit	Counterfeit	First Lady	238-798
Interscope Records	No Doubt	Staring Problem	Three Dollar Bill, Y'all!	279-727
Interscope Records	No Doubt	Hey Baby	Rock Steady	305-872
Interscope Records	Ruff Ryders	Jigga my Nigga	Ryde or Die Compilation Volume 1	179-239
Interscope Records	Smash Mouth	All Star	Asiro Lounge	264-519
Interscope Records	Smash Mouth	Beer Goggles	Fush Yu Mang	238-756
Lava Records LLC	Trans-Siberian Orchestra	Requiem (The Fifth)	Beethoven's Last Night	284-967

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Lava Records LLC	Uncle Kracker	Follow Me	Double Wide	284-346
Loud Records LLC	Mobb Deep	Quiet Storm	Murda Muzik	293-229
Loud Records LLC	Xzibit	Pussy Pop	40 Dayz & 40 Nightz	246-589
Maverick Recording Company	Alanis Morissette	You Learn	Jagged Little Pill	213-545
Maverick Recording Company	Candlebox	You	Candlebox	171-393
Maverick Recording Company	Deftones	My Own Summer	Around the Fur	244-493
Molown Record Company, L.P.	Brian McKnight	Cherish	Back at One	279-471
Molown Record Company, L.P.	Rick James	Super Freak	Street Songs	25-800
Priority Records LLC	Ice Cube	Down For Whatever	Lethal Injection	198-283
Priority Records LLC	Ice Cube	You can do it	War & Peace: Vol. 2	287-151
Priority Records LLC	NWA	Fuck the Police	Straight Outta Compton	150-531
Sony Music Entertainment Inc.	Babyface	When Can I See You	For The Cool In You	184-540
Sony Music Entertainment Inc.	Babyface	Everytime I Close My Eyes	The Day	231-025
Sony Music Entertainment Inc.	Billy Joel	Uptown Girl	A Innocent Man	47-532
Sony Music Entertainment Inc.	Bruce Springsteen	Secret Garden	Greatest Hits	198-948
Sony Music Entertainment Inc.	Celine Dion	Because You Loved Me	Falling Into You	224-159
Sony Music Entertainment Inc.	Dixie Chicks	Without You	Fly	275-086
Sony Music Entertainment Inc.	Fiona Apple	Criminal	Tidal	227-923
Sony Music Entertainment Inc.	Indigo Girls	Closer to Fine	Indigo Girls	101-524
Sony Music Entertainment Inc.	Jennifer Lopez	Waiting For Tonight	On the 6	267-571
Sony Music Entertainment Inc.	Korn	Freak On a Leash	Follow the Leader	263-749
Sony Music Entertainment Inc.	Korn	Predictable	Korn	201-939
Sony Music Entertainment Inc.	Mariah Carey	Fantasy	Daydream	215-243
Sony Music Entertainment Inc.	Mariah Carey	Hero	Music Box	178-631
Sony Music Entertainment Inc.	Mary Chapin Carpenter	Passionate Kisses	Come On, Come On	145-470
Sony Music Entertainment Inc.	Nas	Hate Me Now	I Am...	175-149
Sony Music Entertainment Inc.	Nas	Nasiradamus	Nasiradamus	276-132
Sony Music Entertainment Inc.	Pearl Jam	Do The Evolution	Yield	255-869
Sony Music Entertainment Inc.	Rage Against the Machine	Killing in The Name	Rage Against the Machine	152-061
Sony Music Entertainment Inc.	REO Speedwagon	Keep On Loving You	Hi Infidelity	24-298
Sony Music Entertainment Inc.	Ricky Martin	Maria	Ricky Martin	278-159
Sony Music Entertainment Inc.	Savage Garden	The Animal Song	Affirmation	276-120
Sony Music Entertainment Inc.	Will Smith	Men In Black	Big Willie Style	249-123
UMG Recordings, Inc.	Aqua	Barbie Girl	Aquarium	243-903
UMG Recordings, Inc.	Beck	Loser	Mellow Gold	185-369
UMG Recordings, Inc.	Beck	The New Pollution	Odelay	222-917
UMG Recordings, Inc.	Blink 182	Dammit	Dude Ranch	243-969

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UMG Recordings, Inc.	Counting Crows	A Long December	Recovering the Satellites	226-415
UMG Recordings, Inc.	Counting Crows	Colorblind	The Desert Life	271-316
UMG Recordings, Inc.	Cranberries	Zombie	No Need to Argue	218-047
UMG Recordings, Inc.	D1x	Damien	It's Dark and Hell is Hot	252-613
UMG Recordings, Inc.	Dru Hill	How Deep Is Your Love	Enter the Dru	290-402
UMG Recordings, Inc.	Elton John	Someone Saved My Life Tonight	Captain Fantastic (Remastered)	12-937
UMG Recordings, Inc.	George Strait	I Cross My Heart	Pure Country	146-421
UMG Recordings, Inc.	Godsmack	Bad Religion	Godsmack	241-879
UMG Recordings, Inc.	Godsmack	Awake	Awake	293-376
UMG Recordings, Inc.	Guns and Roses	November Rain	Use Your Illusion I	134-647
UMG Recordings, Inc.	Jay Z	You Must Love Me	In My Lifetime, Vol. 1	243-485
UMG Recordings, Inc.	Jay-Z	(Always Be My) Sunshine	In My Lifetime, Vol. 1	243-495
UMG Recordings, Inc.	Lisa Loeb	Slay (I Missed You)	Tails	231-485
UMG Recordings, Inc.	Lost Boyz	Music Makes Me High	Legal Drug Money	222-734
UMG Recordings, Inc.	Nirvana	Rape Me	In Utero	172-276
UMG Recordings, Inc.	Nirvana	Smells Like Teen Spirit	Nevermind	135-335
UMG Recordings, Inc.	Rob Zombie	Dragula	Hellbilly Deluxe	257-901
UMG Recordings, Inc.	Shania Twain	Any Man of Mine	The Woman in Me	207-884
UMG Recordings, Inc.	Sheryl Crow	Every Day Is a Winding Road	Sheryl Crow	245-347
UMG Recordings, Inc.	Sling	Desert Rose	Brand New Day	271-015
UMG Recordings, Inc.	Sling	Fields of Gold	Ten Summoner's Tales	174-453
UMG Recordings, Inc.	Sublime	What I Got	Sublime	224-105
UMG Recordings, Inc.	The Roots	Push Up Ya Lighter	Illadelph Halflife	226-398
UMG Recordings, Inc.	Tonic	If You Could Only See	Lemon Parade	257-075
UMG Recordings, Inc.	Vanessa Williams	Save the Best For Last	The Comfort Zone	141-365
UMG Recordings, Inc.	Weezer	Undone (The Sweater Song)	Weezer	187-644
Virgin Records America, Inc.	A Perfect Circle	Magdalena	Mer de Normis	281-642
Virgin Records America, Inc.	Ben Harper	Alone	Bum to Shine	273-400
Virgin Records America, Inc.	Ben Harper	By My Side	Fight For Your Mind	210-135
Virgin Records America, Inc.	Cutting Crew	(I Just) Died in Your Arms	Broadcast	83-806
Virgin Records America, Inc.	Divinyls	I Touch Myself	Divinyls	127-625
Virgin Records America, Inc.	Ideal	Whatever	Ideal	273-905
Virgin Records America, Inc.	Lenny Kravitz	I Belong to You	5	261-538
Virgin Records America, Inc.	Lenny Kravitz	Are You Gonna Go My Way	Are You Gonna Go My Way	149-143
Virgin Records America, Inc.	Lenny Kravitz	Always On The Run	Mama Said	128-345
Virgin Records America, Inc.	Paula Abdul	Rush Rush	Spellbound	129-900
Virgin Records America, Inc.	Shaggy	Boombastic	Boombastic	222-048

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Virgin Records America, Inc.	The Smashing Pumpkins	Perfect	Adore	261-479
Virgin Records America, Inc.	The Smashing Pumpkins	Everlasting Gaze	MACHINA/The Machine of God	278-424
Virgin Records America, Inc.	Tina Turner	When The Heartache Is Over	Twenty Four Seven	277-227
Virgin Records America, Inc.	UB40	Red, Red Wine	Labour of Love	49-244
Warner Bros. Records Inc.	Barenaked Ladies	The Old Apartment	Born on a Pirate Ship	261-190
Warner Bros. Records Inc.	Barenaked Ladies	Pluch Me	Maroon	288-335
Warner Bros. Records Inc.	Barenaked Ladies	One Week	Stunt	257-724
Warner Bros. Records Inc.	Civil Isaqk	Wicked Game	Heart Shaped World	107-765
Warner Bros. Records Inc.	Devo	Whip It	Freedom of Choice	17-936
Warner Bros. Records Inc.	Dire Straits	Money for Nothing	Brothers In Arms	63-040
Warner Bros. Records Inc.	Faith Hill	Breathe	Breathe	276-629
Warner Bros. Records Inc.	Faith Hill	Just To Hear You Say That You Love Me	Faith	253-752
Warner Bros. Records Inc.	Filler	Take a Picture	Title of Record	270-763
Warner Bros. Records Inc.	Go Go Dolls	Naked	Boy Named Goo	193-623
Warner Bros. Records Inc.	Green Day	Basket Case	Dookie	185-457
Warner Bros. Records Inc.	Green Day	Good Riddance (Time Of Your Life)	Nimrod	244-558
Warner Bros. Records Inc.	Joni Mitchell	Comes Love	Both Sides Now	275-916
Warner Bros. Records Inc.	Linkin Park	One Step Closer	Hybrid Theory	288-402
Warner Bros. Records Inc.	Madonna	Like a Virgin	Like a Virgin	59-442
Warner Bros. Records Inc.	Madonna	Frozen	Ray of Light	252-818
Warner Bros. Records Inc.	Madonna	Ray Of Light	Ray of Light	252-818
Warner Bros. Records Inc.	Orgy	Eve	Vapor Transmission	288-413
Warner Bros. Records Inc.	Red Hot Chili Peppers	Under The Bridge	Blood Sugar Sex Magik	135-276
Warner Bros. Records Inc.	Red Hot Chili Peppers	Otherside	Californication	174-922
Warner Bros. Records Inc.	Red Hot Chili Peppers	Aeroplane	One Hot Minute	243-059
Warner Bros. Records Inc.	Van Halen	Panama	1984 (MCMLXXXIV)	52-319
Zomba Recording Corporation	Backstreet Boys	How Did I Fall In Love With You	Black & Blue	289-455
Zomba Recording Corporation	Britney Spears	From the Bottom of My Broken Heart	Baby One More Time	260-870
Zomba Recording Corporation	Britney Spears	Stronger	Cops!... I Did It Again	265-667
Zomba Recording Corporation	Joe	Stutter	My Name Is Joe	300-857
Zomba Recording Corporation	N Sync	Digital Get Down	No Strings Attached	284-595