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8 UNITED STATES DISTRICT COURT
9 CENTRAL DISTRICT OF CALIFORNIA
10

11 ULTRA INTERNATIONAL MUSIC
PUBLISHING, LLC and ULTRA
12 RECORDS, LLC,

13 Plaintiffs,

14 v.

15 MICHELLE PHAN,

16 Defendant.

17 _____
MICHELLE PHAN,

18 Counterclaimant,
19

20 v.

21 ULTRA INTERNATIONAL MUSIC
PUBLISHING, LLC and ULTRA
22 RECORDS, LLC,

23 Counterdefendants
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) Case No. 2:14-cv-05533-MMM-AGR

) **DEFENDANT AND
COUNTERCLAIMANT
MICHELLE PHAN'S
COUNTERCLAIM**

) **DEMAND FOR JURY TRIAL**

1 Counterclaimant Michelle Phan (“Phan”), as and for her counterclaims against
2 Ultra International Music Publishing, LLC and Ultra Records, LLC (collectively
3 “Ultra”), alleges as follows:
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5 **JURISDICTION AND VENUE**

- 6 1. The Court has jurisdiction over this Counterclaim pursuant to 28 U.S.C.
7 § 1367(a).
8 2. Venue is proper in this judicial district pursuant to principles of ancillary
9 venue.
10

11 **THE PARTIES**

- 12 3. Phan is an individual residing in Los Angeles, California.
13 4. Phan is informed and believes, and thereon alleges, that
14 Counterdefendant Ultra International Music Publishing, LLC is a New York limited
15 liability company with its principal place of business in New York, New York.
16 5. Phan is informed and believes, and thereon alleges, that
17 Counterdefendant Ultra Records, LLC is a Delaware limited liability company with its
18 principal place of business in New York, New York.
19 6. Phan is informed and believes, and thereon alleges, that at all times
20 relevant hereto and in doing all that is alleged herein, each Counterdefendant was an
21 agent or employee of the other Counterdefendants, acting within the scope of such
22 agency or employment, directing, ratifying, or condoning the acts or omissions of
23 these Counterdefendants alleged herein, and with the knowledge of each
24 Counterdefendant attributable to the other Counterdefendant.
25

26 **GENERAL ALLEGATIONS**

- 27 7. Phan is a beauty and lifestyle celebrity and entrepreneur with a global
28 audience. She has approximately seven million subscribers to her YouTube channel,

1 placing her in the top 1% globally on this social media platform. Phan receives
2 income from YouTube derived from, among other things, advertisements that appear
3 in association with her videos.

4 8. Phan's YouTube videos feature demonstrations of make-up techniques
5 and other beauty and lifestyle tips. Her videos typically incorporate a broad range of
6 music in the background for texture only; the music is never the focus of the video.

7 9. Phan's videos are so popular, and her fan base is so dedicated, that she
8 has been able to build a significant business through advertisements that appear in and
9 around her videos, and through large-scale partnerships with major media companies
10 and brand advertisers.

11 10. For example, Phan has a contract with Endemol Beyond, a wholly-owned
12 division of Endemol North America, part of the second largest independent television
13 company in the world. Phan also has a contract with L'Oreal Cosmetics, one of the
14 world's largest cosmetics manufacturers. These partnerships and others represent
15 significant monetary commitments from Phan's partners and significant revenue to
16 Phan. They rely on Phan's ability to reach millions of potential consumers through
17 her active YouTube channel, and depend upon Phan's YouTube channel remaining
18 active and unencumbered.

19 11. Due to the popularity of Phan's videos, record labels have paid Phan to
20 use their artists' music as background in her YouTube videos and to include in the
21 video a link to the iTunes store (which allows consumers to purchase the artist's music
22 immediately). Incorporating this iTunes link drives significant awareness of the
23 artist's music, and significant traffic to the iTunes store. Additionally, because
24 rankings on the influential Billboard charts are based, in part, on data from YouTube
25 (in addition to other sources), the significant viewership of Phan's videos helps record
26 labels in their efforts to see their music rise up in the charts.

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1 12. Phan is informed and believes, and thereon alleges, that, like other record
2 labels, Ultra too wanted Phan to use the music of artists on its label as background
3 music in her YouTube videos along with an iTunes link.

4 13. Beginning in July of 2009, Phan contacted Jason Kilgore, Ultra's Senior
5 New Media Manager, and asked him for permission to use the music of Kaskade, one
6 of Ultra's artists, in her YouTube videos. In her electronic communication to Kilgore,
7 Phan pointed out that she has several videos with more than 1,000,000 views (and
8 some with over 2,000,000 views) and offered, in consideration for the right to use
9 Kaskade's music in her videos, to credit the musician and include an iTunes purchase
10 link in the video to make it easier for her subscribers to purchase Ultra's music.

11 14. Kilgore wrote in response that he was aware of Phan, that Ultra was
12 "really happy to see you supporting Kaskade," and that Ultra was "more than happy to
13 let [Phan] use this content."

14 15. Phan and Kilgore then began to discuss in writing how this agreement
15 would work in connection with YouTube's "Content ID System." The way
16 YouTube's Content ID System worked was as follows: Owners of copyrighted
17 content (including record companies) would enter into an agreement with YouTube to
18 use its Content ID System. Phan is informed and believes, and thereon alleges, that
19 Ultra entered into such a contract. The owner of the content would then input all of its
20 copyrighted material (in Ultra's case, songs) into YouTube's Content ID System,
21 which would then search YouTube for matching content. Every time the Content ID
22 System identified a video containing content that matched the copyrighted material
23 uploaded by a content owner, YouTube would put a "claim" on the YouTube video
24 that contained matching content.

25 16. In 2009, content owners had varying arrangements with YouTube
26 regarding their recourse when the Content ID System triggered a claim based on a
27 video containing copyrighted material uploaded by the owner. For some owners,
28 whenever the Content ID System triggered a claim, they would automatically receive a

1 specified share of any advertising revenue generated by the “claimed” video. Phan is
2 informed and believes, and thereon alleges, that Ultra had such an arrangement with
3 YouTube.

4 17. As further confirmation that Ultra agreed to allow Phan to use its music
5 (in consideration for her crediting the musician and including an iTunes purchase
6 link), Kilgore promised Phan in writing that whenever YouTube made a claim on one
7 of Phan’s videos using a Kaskade song controlled by Ultra, he would release that
8 claim.

9 18. Kilgore then offered to send, and did send, to Phan a promotional
10 package of Ultra CDs featuring Kaskade and other artists. He said he was sending the
11 CDs “to show [Ultra’s] thanks” for Phan using Kaskade’s music in her YouTube
12 videos. Kilgore went on to say in an electronic communication sent a few days later
13 that if there was *any other* music by Ultra artists that Phan liked, she should just let
14 him know and he would send it to her.

15 19. Only a few days later, Kilgore again thanked Phan for using another of
16 Kaskade’s songs in one of her YouTube videos and further stated:

17 especially thanks for including the iTunes buy link in the
18 description and a title bar at the beginning. *This is the*
19 *perfect way to incorporate any of our videos.*

20 (Emphasis added.)

21 20. In August 2009, Phan and Kilgore further communicated regarding
22 Phan’s use of music by Ultra artists (including but not limited to Kaskade) in her
23 YouTube videos. Part of this came in the context of Phan asking Kilgore to release
24 “claims” made by YouTube on behalf of Ultra in connection with Phan’s use of music

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