

1 JEFFREY N. MAUSNER (State Bar No. 122385)  
 2 DAVID N. SCHULTZ (State Bar No. 123094)  
 3 Law Offices of Jeffrey N. Mausner  
 4 Warner Center Towers, Suite 910  
 5 21800 Oxnard Street  
 6 Woodland Hills, California 91367-3640  
 7 Telephone: (310) 617-8100, (818) 992-7500  
 8 Facsimile: (818) 716-2773

Attorneys for Plaintiff Perfect 10, Inc.

9 UNITED STATES DISTRICT COURT  
 10 CENTRAL DISTRICT OF CALIFORNIA

11 PERFECT 10, INC., a California  
12 corporation,

13 Plaintiff,

14 v.

15 GOOGLE INC., a corporation,

16 Defendant.  
17

Case No.: 04-9484 AHM (SHx)

**ANSWER OF PLAINTIFF PERFECT  
 10, INC. TO COUNTERCLAIMS OF  
 DEFENDANT GOOGLE INC.**

Discovery Cut-Off Date: None Set  
 Pretrial Conference Date: None Set  
 Trial Date: None Set

18 DEMAND FOR JURY TRIAL

19 \_\_\_\_\_  
 AND CONSOLIDATED CASE.  
 20 \_\_\_\_\_  
 21

1 Plaintiff Perfect 10, Inc. (Perfect 10) hereby answers the Counterclaims of  
2 Defendant Google Inc. (Google) as follows:

3 **INTRODUCTION**

4 1. Perfect 10 denies the allegations of Paragraph 1 of the Counterclaims.

5 2. Perfect 10 lacks information or belief to admit or deny the allegations  
6 of Paragraph 2 of the Counterclaims, and on that basis it denies the allegations.

7 3. Perfect 10 admits that the Internet offers a vast array of resources to  
8 users of the Internet. Perfect 10 lacks information or belief to admit or deny the  
9 remaining allegations of Paragraph 3 of the Counterclaims, and on that basis it  
10 denies the allegations.

11 4. Perfect 10 lacks information or belief to admit or deny the allegations  
12 of Paragraph 4 of the Counterclaims, and on that basis it denies the allegations.

13 5. Perfect 10 admits that Google operates and maintains Blogger and  
14 other services. Perfect 10 lacks information or belief to admit or deny the  
15 remaining allegations of Paragraph 5 of the Counterclaims, and on that basis it  
16 denies the allegations.

17 6. Perfect 10 admits that Google provides links to infringing content.  
18 Perfect 10 lacks information or belief to admit or deny the remaining allegations of  
19 Paragraph 6 of the Counterclaims, and on that basis it denies the allegations.

20 7. Perfect 10 states that Exhibit A to the Counterclaims speaks for itself.  
21 Perfect 10 denies the remaining allegations of Paragraph 7 of the Counterclaims.

22 8. Perfect 10 lacks information or belief to admit or deny the allegations  
23 of Paragraph 8 of the Counterclaims, and on that basis it denies the allegations.  
24 Perfect 10 also notes that this allegation is irrelevant to this matter because Perfect  
25 10 cannot place robot exclusion headers or other such standard technical  
26 means on third party infringing websites that Google links to.

27 9. Perfect 10 lacks information or belief to admit or deny the allegations  
28 of the first sentence of Paragraph 9 of the Counterclaims, and on that basis it

1 denies the allegations. Perfect 10 denies the remaining allegations of Paragraph 9  
2 of the Counterclaims.

3 10. Perfect 10 lacks information or belief to admit or deny the allegations  
4 of the second sentence of Paragraph 10 of the Counterclaims, and on that basis it  
5 denies the allegations. Perfect 10 denies the remaining allegations of Paragraph 10  
6 of the Counterclaims.

7 11. Perfect 10 lacks information or belief to admit or deny the allegations  
8 of Paragraph 11 of the Counterclaims, and on that basis it denies the allegations.

9 12. Perfect 10 lacks information or belief to admit or deny the allegations  
10 of the last sentence of Paragraph 12 of the Counterclaims, and on that basis it  
11 denies the allegations. Perfect 10 admits the remaining allegations of Paragraph 12  
12 of the Counterclaims, but notes that Google is the largest source of infringing  
13 material.

14 13. Perfect 10 lacks information or belief to admit or deny the allegations  
15 of Paragraph 13 of the Counterclaims, and on that basis it denies the allegations.

16 14. Perfect 10 lacks information or belief to admit or deny the allegations  
17 of Paragraph 14 of the Counterclaims, and on that basis it denies the allegations.

18 15. Perfect 10 lacks information or belief to admit or deny the allegations  
19 of Paragraph 15 of the Counterclaims, and on that basis it denies the allegations.

20 16. Perfect 10 admits that Google's image search engine allows users to  
21 search for images stored on the web. However, Perfect 10 lacks the information  
22 regarding Google's use of the terms "using keywords" in this context and on that  
23 basis it denies the remaining allegations of Paragraph 16 of the Counterclaims.

24 17. Perfect 10 lacks information or belief to admit or deny the allegations  
25 of Paragraph 17 of the Counterclaims, and on that basis it denies the allegations.

26 18. Perfect 10 admits that Google's image search engine delivers results  
27 to users by displaying images and providing links to the images and to the  
28 webpages containing the images. Perfect 10 lacks information or belief to admit or

1 deny the remaining allegations of Paragraph 18 of the Counterclaims, and on that  
2 basis it denies the allegations.

3 19. Perfect 10 admits that there is a maxim that says, "a picture is worth a  
4 thousand words." Perfect 10 lacks information or belief to admit or deny the  
5 remaining allegations of Paragraph 19 of the Counterclaims, and on that basis it  
6 denies the allegations.

7 20. Perfect 10 admits that when a Google user clicks on an image listed in  
8 image search results, Google responds by (1) displaying a "thumbnail" of the  
9 indexed image; (2) providing information (a web address) about the location of the  
10 image on the site of origin; and (3) providing a link to the site of origin. Perfect 10  
11 also admits that Google often provides an "in-line link" to or "frame" of the full-  
12 size image, which allows the users to view and download the full-size image  
13 without leaving Google's website. Perfect 10 denies that the reduced-size images  
14 that Google displays are the size of a person's thumbnail; they are actually much  
15 larger. Perfect 10 lacks information or belief to admit or deny the remaining  
16 allegations of Paragraph 20 of the Counterclaims, and on that basis it denies the  
17 allegations.

18 21. Perfect 10 lacks information or belief to admit or deny the allegations  
19 of Paragraph 21 of the Counterclaims, and on that basis it denies the allegations.

20 22. Perfect 10 lacks information or belief to admit or deny the allegations  
21 of Paragraph 22 of the Counterclaims, and on that basis it denies the allegations.

22 23. Perfect 10 lacks information or belief to admit or deny the allegations  
23 of Paragraph 23 of the Counterclaims, and on that basis it denies the allegations.

24 24. Perfect 10 denies the allegations of Paragraph 24 of the  
25 Counterclaims.

26 25. Perfect 10 denies the allegations of the first sentence of Paragraph 25  
27 of the Counterclaims. Perfect 10 lacks information or belief to admit or deny the  
28 remaining allegations of Paragraph 25 of the Counterclaims, and on that basis it

1 denies the allegations.

2           26. Perfect 10 denies the allegations of Paragraph 26 of the  
3 Counterclaims.

4           27. Perfect 10 denies the allegations of the first and last sentences of  
5 Paragraph 27 of the Counterclaims. Perfect 10 lacks information or belief to admit  
6 or deny the remaining allegations of Paragraph 27 of the Counterclaims, and on  
7 that basis it denies the allegations.

8           28. Perfect 10 denies the allegations of Paragraph 28 of the  
9 Counterclaims.

10           29. Perfect 10 denies the allegations of Paragraph 29 of the  
11 Counterclaims.

12           30. Perfect 10 lacks information or belief to admit or deny the allegations  
13 of Paragraph 30 of the Counterclaims, and on that basis it denies the allegations.

14           31. Perfect 10 admits that a user may find pornographic websites that  
15 advertise that they provide unauthorized content without using Google's search  
16 engine. However, Google is the most common method of finding such websites,  
17 and it may not be easy to find them without Google. Perfect 10 lacks information  
18 or belief to admit or deny the remaining allegations of Paragraph 31 of the  
19 Counterclaims, and on that basis it denies the allegations.

20           32. Perfect 10 admits that "internet newsgroups" may allow persons ready  
21 access to free pornography on the internet, but also alleges that Google helps its  
22 users find infringing material in such "newsgroups." Perfect 10 lacks the  
23 information or belief to admit or deny the remaining allegations of Paragraph 32 of  
24 the Counterclaims.

25           33. Perfect 10 lacks information or belief to admit or deny the allegations  
26 of Paragraph 33 of the Counterclaims, and on that basis it denies the allegations.

27           34. Perfect 10 admits that it publishes a website that contains images of  
28 nude or partially nude women. Perfect 10 also admits that it once published

1 PERFECT 10 MAGAZINE which also contains images of nude or partially nude  
2 women. Perfect 10 no longer publishes new issues of the magazine, because of  
3 losses caused by rampant infringement, but it continues to sell back issues of the  
4 magazine. Perfect 10 is known for featuring women who have not undergone  
5 cosmetic surgery to enhance their breasts. Perfect 10 denies the remaining  
6 allegations of Paragraph 34 of the Counterclaims

7 35. Perfect 10 denies the allegations of the second sentence of Paragraph  
8 35 of the Counterclaims; Perfect 10 has lost money because of rampant  
9 infringement of its images, not because they do not appeal to a wide audience. The  
10 referenced issue of Perfect 10 Magazine is one issue of many issues published by  
11 Perfect 10 and speaks for itself. Perfect 10 admits the remaining allegations of  
12 Paragraph 35 of the Counterclaims.

13 36. Perfect 10 lacks information or belief to admit or deny the allegations  
14 of Paragraph 36 of the Counterclaims, and on that basis it denies the allegations.

15 37. Perfect 10 denies the allegations of Paragraph 37 of the  
16 Counterclaims.

17 38. Perfect 10 admits that image searches of the words "Perfect 10" using  
18 Google yield links to photographs of Perfect 10 magazine covers. Perfect 10 lacks  
19 information or belief to admit or deny the remaining allegations of Paragraph 38 of  
20 the Counterclaims, and on that basis it denies the allegations.

21 39. Perfect 10 admits that in some cases, users can find Perfect 10's  
22 website using Google. Perfect 10 lacks information or belief to admit or deny the  
23 remaining allegations of Paragraph 39 of the Counterclaims, and on that basis it  
24 denies the allegations.

25 40. Perfect 10 denies the allegations of Paragraph 40 of the  
26 Counterclaims.

27 41. Perfect 10 admits that it is aware of the practice of using "robot  
28 exclusion headers." Perfect 10 denies the remaining allegations of Paragraph 41 of

1 the Counterclaims. In particular, Perfect 10 states that this allegation is irrelevant,  
2 since Perfect 10 cannot place robot exclusion headers on third party infringing  
3 websites that Google links to. Perfect 10 has repeatedly asked Google not to link  
4 to those infringing third-party websites.

5 42. Perfect 10 admits the allegations of Paragraph 42 of the  
6 Counterclaims.

7 43. Perfect 10 admits the allegations of Paragraph 43 of the  
8 Counterclaims.

9 44. Perfect 10 admits the allegations of Paragraph 44 of the  
10 Counterclaims.

11 45. Perfect 10 denies the allegations of Paragraph 45 of the  
12 Counterclaims.

13 46. Perfect 10 admits the allegations of Paragraph 46 of the  
14 Counterclaims.

15 47. Perfect 10 denies the allegations of Paragraph 47 of the  
16 Counterclaims.

17 48. Perfect 10 admits that it has used Google to search for infringement  
18 by Google and others of Perfect 10's copyrighted works. Perfect 10 denies the  
19 remaining allegations of Paragraph 48 of the Counterclaims, since Google itself is  
20 the largest infringer.

21 49. Perfect 10 admits that: (i) it sent notices of infringements of its  
22 copyrighted works and violations of other rights to Google in 2001; (ii) in response  
23 to these notices, Google asserted to Perfect 10 that it was unable to do anything  
24 about the infringements; (iii) Perfect 10 next sent notices of infringement to  
25 Google in 2004; and (iv) Perfect 10 published an article critical of Google in about  
26 2001. Perfect 10 alleges that the page attached to the Counterclaims as Exhibit B  
27 speaks for itself. Perfect 10 denies the remaining allegations of Paragraph 49 of  
28 the Counterclaims.

1           50. Perfect 10 admits that: (i) it has sent DMCA notices to Google during  
2 the period from 2004 through 2008; (ii) it sent large numbers of notices of  
3 infringement to Google because there were large numbers of infringements on  
4 Google's system; and (iii) Perfect 10 has accused Google of failing to handle its  
5 DMCA notices expeditiously. Perfect 10 admits that because of the large numbers  
6 of infringements involved, Perfect 10 sent DVDs and hard drives containing  
7 downloads/print-outs of the infringing images, which showed the location of the  
8 infringing images. Perfect 10 denies that its notices were deficient; its DMCA  
9 notices have been fully compliant. Perfect 10 admits that Google has been  
10 involved in over one million infringements. Perfect 10 admits that it has  
11 repeatedly tried to settle this case, including directly with Google's Board of  
12 Directors, but Google has shown little interest in settling. Perfect 10 denies the  
13 remaining allegations of Paragraph 50 of the Counterclaims.

14           51. Perfect 10 admits that: (i) it owns the publicity rights for some models  
15 that appear in its magazine or on its website; and (ii) that some Perfect 10 models  
16 have appeared in other publications. Perfect 10 denies the remaining allegations of  
17 Paragraph 51 of the Counterclaims.

18           52. Perfect 10 admits that: (i) it has sued others in an attempt to protect its  
19 rights; and (ii) the Amended Complaint in its action against Visa and Mastercard  
20 speaks for itself. Perfect 10 denies the remaining allegations of Paragraph 52 of  
21 the Counterclaims.

22           53. Perfect 10 admits that it has sued Google in this action. Perfect 10  
23 lacks information or belief to admit or deny the remaining allegations of Paragraph  
24 53 of the Counterclaims, and on that basis it denies the allegations.

25                                   **FIRST CAUSE OF ACTION**

26                                   **DECLARATION OF NONINFRINGEMENT OF COPYRIGHT**

27                                   **(FAIR USE)**

28           54. Perfect 10 hereby incorporates and re-alleges, as if set forth here in



1 full, its responses to Paragraphs 1 through 53 of the Counterclaims set forth above.

2 55. Perfect 10 denies the allegations of Paragraph 55 of the  
3 Counterclaims.

4 56. Perfect 10 denies the allegations of Paragraph 56 of the  
5 Counterclaims.

6 **SECOND CAUSE OF ACTION**

7 **DECLARATION OF NON-LIABILITY FOR COPYRIGHT**  
8 **INFRINGEMENT (OCILLA)**

9 57. Perfect 10 hereby incorporates and re-alleges, as if set forth here in  
10 full, its responses to Paragraphs 1 through 56 of the Counterclaims set forth above.

11 58. Paragraph 58 calls for a legal conclusion, and Perfect 10 denies it on  
12 that basis. Perfect 10 denies that Google is a service provider for all of its  
13 infringing activities or that it is entitled to safe harbor under Section 512 at all.  
14 Perfect 10 denies the remaining allegations of Paragraph 58 of the Counterclaims.

15 59. Perfect 10 denies the allegations of Paragraph 59 of the  
16 Counterclaims.

17 60. Perfect 10 denies the allegations of Paragraph 60 of the  
18 Counterclaims.

19 61. Perfect 10 lacks information or belief to admit or deny the allegations  
20 of Paragraph 61 of the Counterclaims, and on that basis it denies the allegations.

21 62. Perfect 10 lacks information or belief to admit or deny the allegations  
22 of Paragraph 62 of the Counterclaims, and on that basis it denies the allegations.

23 63. Perfect 10 denies the allegations of Paragraph 63 of the  
24 Counterclaims.

25 64. Perfect 10 denies the allegations of Paragraph 64 of the  
26 Counterclaims.

27 65. Perfect 10 denies the allegations of Paragraph 65 of the  
28 Counterclaims.

1           66. Perfect 10 lacks information or belief to admit or deny the allegations  
2 of Paragraph 66 of the Counterclaims, and on that basis it denies the allegations.

3           67. Perfect 10 denies the allegations of Paragraph 67 of the  
4 Counterclaims.

5           68. Perfect 10 denies the allegations of Paragraph 68 of the  
6 Counterclaims.

7           69. Perfect 10 denies the allegations of Paragraph 69 of the  
8 Counterclaims.

9           70. Perfect 10 admits that it sent DMCA notices to Google in 2001 and  
10 that this action was commenced in 2004. Perfect 10 denies the remaining  
11 allegations of Paragraph 70 of the Counterclaims.

12           71. Perfect 10 admits the allegations of Paragraph 71 of the  
13 Counterclaims.

14           72. Perfect 10 denies the allegations of Paragraph 72 of the  
15 Counterclaims.

16           73. Perfect 10 denies the allegations of Paragraph 73 of the  
17 Counterclaims.

18           74. Perfect 10 denies the allegations of Paragraph 74 of the  
19 Counterclaims.

20           75. Perfect 10 admits the allegations of Paragraph 75 of the  
21 Counterclaims, because in 2001, Google basically told Perfect 10 that it couldn't  
22 do anything about the infringements.

23           76. Perfect 10 admits that it sent DMCA notices to Google in 2004 and  
24 thereafter.

25           77. Perfect 10 admits that it sent DMCA notices to Google in 2004 and  
26 thereafter.

27           78. Perfect 10 admits the allegations of Paragraph 78 of the  
28 Counterclaims.



1 Counterclaims.

2 92. Perfect 10 denies the allegations of Paragraph 92 of the  
3 Counterclaims.

4 93. Perfect 10 denies the allegations of Paragraph 93 of the  
5 Counterclaims.

6 94. Perfect 10 denies the allegations of Paragraph 94 of the  
7 Counterclaims.

8 95. Perfect 10 denies the allegations of Paragraph 95 of the  
9 Counterclaims.

10 96. Perfect 10 denies the allegations of Paragraph 96 of the  
11 Counterclaims.

12 97. Perfect 10 denies the allegations of Paragraph 97 of the  
13 Counterclaims.

14 98. Perfect 10 denies the allegations of Paragraph 98 of the  
15 Counterclaims.

16 99. Perfect 10 denies the allegations of Paragraph 99 of the  
17 Counterclaims.

18 100. Perfect 10 denies the allegations of Paragraph 100 of the  
19 Counterclaims.

20 **FOURTH CAUSE OF ACTION**

21 **DECLARATION OF NONINFRINGEMENT OF**  
22 **TRADEMARK/NONVIOLATION OF LANHAM ACT**

23 101. Perfect 10 hereby incorporates and re-alleges, as if set forth here in  
24 full, its responses to Paragraphs 1 through 100 of the Counterclaims set forth  
25 above.

26 102. Perfect 10 generally admits the allegations of Paragraph 102 of the  
27 Counterclaims, but the Second Amended Complaint speaks for itself.

28 103. Perfect 10 lacks information or belief to admit or deny the allegations

1 of Paragraph 103 of the Counterclaims, and on that basis it denies the allegations.

2 104. Perfect 10 lacks information or belief to admit or deny the allegations  
3 of Paragraph 104 of the Counterclaims, and on that basis it denies the allegations.

4 105. Perfect 10 lacks information or belief to admit or deny the allegations  
5 of Paragraph 105 of the Counterclaims, and on that basis it denies the allegations.

6 106. Perfect 10 denies the allegations of Paragraph 106 of the  
7 Counterclaims.

8 107. Perfect 10 denies the allegations of Paragraph 107 of the  
9 Counterclaims.

10 108. Perfect 10 denies the allegations of Paragraph 108 of the  
11 Counterclaims.

12 109. Perfect 10 lacks information or belief to admit or deny the allegations  
13 of Paragraph 109 of the Counterclaims, and on that basis it denies the allegations.

14 110. Perfect 10 denies the allegations of Paragraph 110 of the  
15 Counterclaims.

16 111. Perfect 10 denies the allegations of Paragraph 111 of the  
17 Counterclaims.

18 112. Perfect 10 admits that it is not in the search engine or image  
19 recognition business. Perfect 10 is a copyright owner seeking to protect its  
20 copyrights. While Google competes unfairly with Perfect 10 in offering adult  
21 content, Perfect 10 does not compete with Google in offering search engine  
22 services or image recognition technology. Perfect 10 denies the remaining  
23 allegations of Paragraph 112 of the Counterclaims.

24 113. Perfect 10 denies the allegations of Paragraph 113 of the  
25 Counterclaims.

26 114. Perfect 10 denies the allegations of the last sentence of Paragraph 114.  
27 Perfect 10 lacks information or belief to admit or deny the remaining allegations of  
28 Paragraph 114 of the Counterclaims, and on that basis it denies the allegations.

1 115. Perfect 10 denies the allegations of Paragraph 115 of the  
2 Counterclaims.

3 116. Perfect 10 denies the allegations of Paragraph 116 of the  
4 Counterclaims.

5 **FIFTH CAUSE OF ACTION**

6 **DECLARATION OF NO CONTRIBUTORY OR VICARIOUS LIABILITY**  
7 **FOR TRADEMARK INFRINGEMENT BY OTHERS**

8 117. Perfect 10 hereby incorporates and re-alleges, as if set forth here in  
9 full, its responses to Paragraphs 1 through 116 of the Counterclaims set forth  
10 above.

11 118. Perfect 10 denies the allegations of Paragraph 118 of the  
12 Counterclaims.

13 119. Perfect 10 denies the allegations of Paragraph 119 of the  
14 Counterclaims.

15 120. Perfect 10 denies the allegations of Paragraph 120 of the  
16 Counterclaims.

17 121. Perfect 10 denies the allegations of Paragraph 121 of the  
18 Counterclaims.

19 122. Perfect 10 denies the allegations of Paragraph 122 of the  
20 Counterclaims.

21 123. Perfect 10 denies the allegations of Paragraph 123 of the  
22 Counterclaims.

23 124. Perfect 10 denies the allegations of Paragraph 124 of the  
24 Counterclaims.

25 **SIXTH CAUSE OF ACTION**

26 **DECLARATION OF NONVIOLATION OF THE TRADEMARK**  
27 **DILUTION PROVISIONS OF THE LANHAM ACT**

28 125. Perfect 10 hereby incorporates and re-alleges, as if set forth here in

1 full, its responses to Paragraphs 1 through 124 of the Counterclaims set forth  
2 above.

3 126. Perfect 10 admits the allegations of Paragraph 126 of the  
4 Counterclaims.

5 127. Perfect 10 denies the allegations of Paragraph 127 of the  
6 Counterclaims.

7 128. Perfect 10 denies the allegations of Paragraph 128 of the  
8 Counterclaims.

9 129. Perfect 10 denies the allegations of Paragraph 129 of the  
10 Counterclaims.

11 130. Perfect 10 denies the allegations of Paragraph 130 of the  
12 Counterclaims.

13 131. Perfect 10 denies the allegations of Paragraph 131 of the  
14 Counterclaims.

15 **SEVENTH CAUSE OF ACTION**

16 **DECLARATION OF NONVIOLATION OF THE UNFAIR COMPETITION**  
17 **PROVISIONS OF THE LANHAM ACT, CALIFORNIA BUSINESS AND**  
18 **PROFESSIONS CODE § 17200, AND THE COMMON LAW OF UNFAIR**  
19 **COMPETITION**

20 132. Perfect 10 hereby incorporates and re-alleges, as if set forth here in  
21 full, its responses to Paragraphs 1 through 131 of the Counterclaims set forth  
22 above.

23 133. Perfect 10 admits the allegations of Paragraph 133 of the  
24 Counterclaims.

25 134. Perfect 10 lacks information or belief to admit or deny the allegations  
26 of Paragraph 134 of the Counterclaims, and on that basis it denies the allegations.

27 135. Perfect 10 denies the allegations of Paragraph 135 of the  
28 Counterclaims.

1           136. Perfect 10 denies the allegations of Paragraph 136 of the  
2 Counterclaims.

3           137. Perfect 10 lacks information or belief to admit or deny the allegations  
4 of the first sentence of Paragraph 137 of the Counterclaims, and on that basis it  
5 denies the allegations. Perfect 10 denies the remaining allegations of Paragraph  
6 137 of the Counterclaims.

7           138. Perfect 10 denies the allegations of Paragraph 138 of the  
8 Counterclaims. While Google competes unfairly with Perfect 10 in offering adult  
9 content, Perfect 10 does not compete with Google in offering search engine  
10 services or image recognition technology.

11           139. Perfect 10 denies the allegations of Paragraph 139 of the  
12 Counterclaims.

13           140. Perfect 10 denies the allegations of Paragraph 140 of the  
14 Counterclaims.

15           141. Perfect 10 denies the allegations of Paragraph 141 of the  
16 Counterclaims.

17           142. Perfect 10 denies the allegations of Paragraph 142 of the  
18 Counterclaims.

19           143. Perfect 10 denies the allegations of Paragraph 143 of the  
20 Counterclaims.

21           144. Perfect 10 denies the allegations of Paragraph 144 of the  
22 Counterclaims.

23           145. Perfect 10 denies the allegations of Paragraph 145 of the  
24 Counterclaims.

25           146. Perfect 10 denies the allegations of Paragraph 146 of the  
26 Counterclaims.

27           147. Perfect 10 denies the allegations of Paragraph 147 of the  
28 Counterclaims.





1 contract with each model. Perfect 10 denies the remaining allegations of  
2 Paragraph 158 of the Counterclaims.

3 159. Perfect 10 denies the allegations of Paragraph 159 of the  
4 Counterclaims.

5 160. Perfect 10 denies the allegations of Paragraph 160 of the  
6 Counterclaims.

7 161. The wording of Paragraph 161 of the Counterclaims is convoluted and  
8 not understood and on this basis, Perfect 10 denies the allegations of Paragraph  
9 161 of the Counterclaims.

10 162. Perfect 10 denies the allegations of Paragraph 162 of the  
11 Counterclaims.

12 163. Perfect 10 denies the allegations of Paragraph 163 of the  
13 Counterclaims.

14 164. Perfect 10 denies the allegations of Paragraph 164 of the  
15 Counterclaims.

16 165. Perfect 10 denies the allegations of Paragraph 165 of the  
17 Counterclaims.

18 166. Perfect 10 denies the allegations of Paragraph 166 of the  
19 Counterclaims.

20 **NINTH CAUSE OF ACTION**

21 **DECLARATION OF NONVIOLATION OF THE LAW OF UNJUST**  
22 **ENRICHMENT**

23 167. Perfect 10 hereby incorporates and re-alleges, as if set forth here in  
24 full, its responses to Paragraphs 1 through 166 of the Counterclaims set forth  
25 above.

26 168. Perfect 10 denies the allegations of Paragraph 168 of the  
27 Counterclaims.

28 169. Perfect 10 lacks information or belief to admit or deny the allegations

1 of Paragraph 169 of the Counterclaims, and on that basis it denies the allegations.

2 170. Perfect 10 denies the allegations of Paragraph 170 of the  
3 Counterclaims.

4 171. Perfect 10 denies the allegations of Paragraph 171 of the  
5 Counterclaims.

6 172. Perfect 10 denies the allegations of Paragraph 172 of the  
7 Counterclaims.

8 173. Perfect 10 denies the allegations of Paragraph 173 of the  
9 Counterclaims.

10 **TENTH CAUSE OF ACTION**

11 **DECLARATION OF NONVIOLATION OF THE LAW OF**  
12 **MISAPPROPRIATION**

13 174. Perfect 10 hereby incorporates and re-alleges, as if set forth here in  
14 full, its responses to Paragraphs 1 through 173 of the Counterclaims set forth  
15 above.

16 175. Perfect 10 denies the allegations of Paragraph 175 of the  
17 Counterclaims.

18 176. Perfect 10 denies the allegations of Paragraph 176 of the  
19 Counterclaims.

20 177. Perfect 10 denies the allegations of Paragraph 177 of the  
21 Counterclaims.

22 178. Perfect 10 denies the allegations of Paragraph 178 of the  
23 Counterclaims.

24 179. Perfect 10 denies the allegations of Paragraph 179 of the  
25 Counterclaims.

26 180. Perfect 10 denies the allegations of Paragraph 180 of the  
27 Counterclaims.

28

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**PRAYER FOR RELIEF**

Perfect 10 denies that Google is entitled to the relief it seeks.

**GENERAL DENIAL**

Except as expressly admitted herein, Perfect 10 denies each and every allegation of Google's Counterclaims.

**FIRST AFFIRMATIVE DEFENSE**

Google's counterclaims fail to state a claim upon which relief can be granted.

Dated: August 19, 2008

LAW OFFICES OF JEFFREY N. MAUSNER

By: Jeffrey N. Mausner  
Jeffrey N. Mausner  
Attorneys for Plaintiff Perfect 10, Inc.

**DEMAND FOR JURY TRIAL**

Perfect 10 hereby demands a jury trial pursuant to Rule 38(b) of the Federal Rules of Civil Procedure.

Dated: August 19, 2008

LAW OFFICES OF JEFFREY N. MAUSNER

By: Jeffrey N. Mausner  
Jeffrey N. Mausner  
Attorneys for Plaintiff Perfect 10, Inc.