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Attorneys for Google Inc.

**IN THE UNITED STATES JUDICIAL DISTRICT COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

DAZZLESMILE, LLC, a Utah limited liability company, and OPTIMAL HEALTH SCIENCE, LLC, a Utah limited liability company,

Plaintiffs,

vs.

EPIC ADVERTISING, INC., a purported Delaware corporation AKA AZOOGLE.COM, INC. AKA AZOOGLEADS US INC., and AKA EPIC/AZOOGLE; AZOOGLE.COM, INC., a Delaware corporation; AZOOGLEADS US, INC., a non-public Delaware corporation; FAREND SERVICES LIMITED, a Cyprus registered company;

Case No.: 2:09-CV-1043

**ANSWER TO FIRST AMENDED
VERIFIED COMPLAINT**

DEMAND FOR JURY TRIAL

Magistrate Judge Paul M. Warner

JESSE DAVID WILLMS, an individual;
1021018 ALBERTA LTD, a Numbered
Alberta Canadian Corporation AKA JUST
THINK MEDIA; ATLAST HOLDINGS,
INC., a Colorado corporation, d/b/a ATLAST
FULFILLMENT; NEVERBLUE MEDIA,
INC., a Canadian corporation; GOOGLE,
INC., a Delaware corporation, YAHOO! INC.,
a Delaware corporation; MICROSOFT
CORPORATION, a Washington corporation;
and DOES 1-10,

Defendants.

Defendant Google Inc. (“Google”), through its counsel, answers the First Amended Verified Complaint of dazzlesmile, llc and Optimal Health Science, LLC (collectively “Plaintiffs”) as set forth below. Unless specifically admitted, Google denies each of the allegations of the First Amended Verified Complaint.

JURISDICTION AND VENUE

1. Google admits that Plaintiffs attempt to assert claims arising, in part, under the Lanham Act, 15 U.S.C. § 1051, *et seq.*, 18 U.S.C. § 1964 (“RICO”), 35 U.S.C. § 292, 28 U.S.C. § 1338 and 28 U.S.C. § 1331, and admits that this Court has federal question jurisdiction over those claims. Google denies the substance of all alleged claims.

2. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 2, and therefore denies them.

3. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 3, and therefore denies them.

4. For purposes of this action, Google does not contest venue in the United States District Court for the District of Utah.

5. For purposes of this action, Google does not contest that it is subject to personal jurisdiction in the state of Utah. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the remaining allegations in Paragraph 5, and therefore denies them.

PARTIES AND INTRODUCTION

6. Google admits that Plaintiffs purport to state claims related to marketplace and consumer confusion and deception relating to the advertising and sale of teeth whitening products. Google denies all the remaining allegations of Paragraph 6 directed at Google. To the extent the allegations in Paragraph 6 are directed at parties other than Google, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

7. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 7, and therefore denies them.

8. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 8, and therefore denies them.

9. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 9, and therefore denies them.

10. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 10, and therefore denies them.

11. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 11, and therefore denies them.

12. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 12, and therefore denies them.

13. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 13, and therefore denies them.

14. The averments in Paragraph 14 are not factual and thus, no response is required. To the extent a response is required, Google denies the allegations in Paragraph 14.

15. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 15, and therefore denies them.

16. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 16, and therefore denies them.

17. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 17, and therefore denies them.

18. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 18, and therefore denies them.

19. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 19, and therefore denies them.

20. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 20, and therefore denies them.

21. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 21, and therefore denies them.

22. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in the first sentence of Paragraph 22, and therefore denies them. The last sentence in Paragraph 22 is not factual and thus, no response is required. To the extent a response is required, Google denies the last sentence of Paragraph 22.

23. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 23, and therefore denies them. In addition, Paragraph 23 appears to be incomplete, and on that basis, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the missing allegations, and therefore denies them.

24. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 24, and therefore denies them.

25. Google admits that it is a publicly held corporation that was incorporated in California in September 1998 and denies that it was reincorporated in Delaware in August 2003. Google admits its headquarters are located at 1600 Amphitheatre Parkway, Mountain View, California 94943. Google admits that it owns or controls the website www.google.com.

26. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 26, and therefore denies them.

27. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 27, and therefore denies them.

28. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 28, and therefore denies them. In addition, Paragraph 28 appears to be incomplete, and on that basis, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the missing allegations, and therefore denies them.

29. Google admits that Plaintiffs seek damages and injunctive relief for the purported violation of their rights. Google denies the remaining allegations of Paragraph 29.

GENERAL ALLEGATIONS

30. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 30, and therefore denies them.

31. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 31, and therefore denies them.

32. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 32, and therefore denies them.

33. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 33, and therefore denies them.

34. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 34, and therefore denies them.

35. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 35, and therefore denies them.

36. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 36, and therefore denies them.

37. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 37, and therefore denies them.

38. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 38, and therefore denies them.

39. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 39, and therefore denies them.

40. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 40, and therefore denies them.

41. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 41, and therefore denies them.

42. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in the first sentence of Paragraph 42, and therefore denies them. In response to the second sentence, Google admits that dazzlesmile (through Target Interact US, LLC) has bid on certain keywords from Google that may trigger the display of its advertisement for dazzlesmile's website as a Sponsored Link. Google denies the remaining allegations in the second sentence of Paragraph 42 directed at Google. To the extent the allegations in the second sentence of Paragraph 42 are directed at parties other than Google, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

43. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 43, and therefore denies them.

44. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 44, and therefore denies them.

45. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 45, and therefore denies them.

46. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 46, and therefore denies them.

47. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47, and therefore denies them.

a. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47, subparagraph a, and therefore denies them.

b. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47, subparagraph b, and therefore denies them.

c. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47, subparagraph c, and therefore denies them.

d. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47, subparagraph d, and therefore denies them.

e. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47, subparagraph e, and therefore denies them.

f. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47, subparagraph f, and therefore denies them.

g. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47, subparagraph g, and therefore denies them.

h. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47, subparagraph h, and therefore denies them.

i. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47, subparagraph i, and therefore denies them.

j. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47, subparagraph j, and therefore denies them.

k. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47, subparagraph k, and therefore denies them.

l. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 47, subparagraph l, and therefore denies them.

48. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 48, and therefore denies them.

49. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 49, and therefore denies them.

50. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 50, and therefore denies them.

51. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 51, and therefore denies them.

52. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 52, and therefore denies them.

53. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 53, and therefore denies them.

54. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 54, and therefore denies them.

55. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 55, and therefore denies them.

56. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 56, and therefore denies them.

57. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 57, and therefore denies them.

58. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 58, and therefore denies them.

59. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 59, and therefore denies them.

60. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 60, and therefore denies them.

61. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 61, and therefore denies them.

62. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 62, and therefore denies them.

63. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 63, and therefore denies them.

64. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 64, and therefore denies them.

65. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 65, and therefore denies them.

66. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 66, and therefore denies them.

67. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 67, and therefore denies them.

68. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 68, and therefore denies them.

69. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 69, and therefore denies them.

70. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 70, and therefore denies them.

71. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 71, and therefore denies them.

72. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 72, and therefore denies them.

73. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 73, and therefore denies them.

74. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 74, and therefore denies them.

75. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 75, and therefore denies them.

76. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 76, and therefore denies them.

77. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 77, and therefore denies them.

78. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 78, and therefore denies them.

79. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 79, and therefore denies them.

80. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 80, and therefore denies them.

81. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 81, and therefore denies them.

82. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 82, and therefore denies them.

83. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 83, and therefore denies them.

84. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 84, and therefore denies them.

85. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 85, and therefore denies them.

86. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 86, and therefore denies them.

87. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 87, and therefore denies them.

88. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 88, and therefore denies them.

89. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 89, and therefore denies them.

90. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 90, and therefore denies them.

91. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 91, and therefore denies them.

92. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 92, and therefore denies them.

93. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 93, and therefore denies them.

94. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 94, and therefore denies them.

95. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 95, and therefore denies them.

96. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 96, and therefore denies them.

97. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 97, and therefore denies them.

98. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 98, and therefore denies them.

99. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 99, and therefore denies them.

100. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 100, and therefore denies them.

101. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 101, and therefore denies them.

102. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 102, and therefore denies them.

103. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 103, and therefore denies them.

104. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 104, and therefore denies them.

105. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 105, and therefore denies them.

106. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 106, and therefore denies them.

107. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 107, and therefore denies them.

108. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 108, and therefore denies them.

109. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 109, and therefore denies them.

110. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 110, and therefore denies them.

111. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 111, and therefore denies them.

112. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 112, and therefore denies them.

113. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 113, and therefore denies them.

a. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 113, subparagraph a, and therefore denies them.

b. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 113, subparagraph b, and therefore denies them.

c. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 113, subparagraph c, and therefore denies them.

d. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 113, subparagraph d, and therefore denies them.

e. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 113, subparagraph e, and therefore denies them.

f. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 113, subparagraph f, and therefore denies them.

114. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 114, and therefore denies them. In addition, Paragraph 114 appears to be incomplete, and on that basis, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the missing allegations, and therefore denies them.

115. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 115, and therefore denies them.

116. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 116, and therefore denies them.

117. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 117, and therefore denies them.

118. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 118, and therefore denies them.

119. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 119, and therefore denies them.

120. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 120, and therefore denies them.

121. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 121, and therefore denies them.

122. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 122, and therefore denies them.

123. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 123, and therefore denies them.

124. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 124, and therefore denies them.

125. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 125, and therefore denies them.

126. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 126, and therefore denies them.

127. Google admits that searches for “dazzlesmile” on google.com may have returned paid advertisements as Sponsored Links. Google denies all of the remaining allegations of Paragraph 127 that are directed at Google, in part because Paragraph 127 is incomplete and unintelligible as written. To the extent the allegations in Paragraph 127 are directed at parties other than Google, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

128. Google admits that a user can click on one of Google’s Sponsored Links and be redirected to another website. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the remaining allegations in Paragraph 128, and therefore denies them.

129. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 129, and therefore denies them.

130. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 130, and therefore denies them.

a. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 130, subparagraph a, and therefore denies them. Google denies the implication that it is contributory or vicariously liable for any unlawful use of Plaintiffs’ trademarks.

b. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 130, subparagraph b, and therefore denies them.

c. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 130, subparagraph c, and therefore denies them.

d. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 130, subparagraph d, and therefore denies them.

e. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 130, subparagraph e, and therefore denies them.

f. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 130, subparagraph f, and therefore denies them.

131. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 131, and therefore denies them.

132. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 132, and therefore denies them.

133. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 133, and therefore denies them.

134. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 134, and therefore denies them.

135. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 135, and therefore denies them.

136. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 136, and therefore denies them.

137. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 137, and therefore denies them.

138. To the extent the allegations of Paragraph 138 are directed at actions relating to Google, Google denies them. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the remaining allegations, including those in the last sentence of Paragraph 138, and therefore denies them.

139. Google denies all of the allegations in Paragraph 139 that are directed at Google. To the extent the allegations in Paragraph 139 are directed at parties other than Google, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

140. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 140, and therefore denies them.

141. Google admits that it received a copy of a cease and desist dated October 19, 2009 from Plaintiffs and addressed to the following:

Azoogle.com, Inc.
DBA Epic Advertising
512 Seventh Avenue, 12th Floor
New York, NY 10018

Farend Services Limited
PO Box 10276
Des Moines, IA 50381

Azoogle.com, Inc.
DBA Epic Advertising
C/O CT Corporation System
111 Eighth Avenue
New York, NY 10011

Google denies all of the remaining allegations in Paragraph 141 that are directed at Google. To the extent the allegations in Paragraph 141 are directed at parties other than Google, Google

lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

142. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 142, and therefore denies them.

143. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 143, and therefore denies them.

144. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations of Paragraph 144, and therefore denies them.

145. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations of Paragraph 145, and therefore denies them.

146. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 146, and therefore denies them.

147. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 147, and therefore denies them.

148. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 148, and therefore denies them.

149. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 149, and therefore denies them.

150. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 150, and therefore denies them.

151. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 151, and therefore denies them.

152. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 152, and therefore denies them.

153. Google denies all of the allegations in Paragraph 153.

154. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 154, and therefore denies them. In addition, Paragraph 154 appears to be incomplete, and on that basis, Google lacks knowledge or information sufficient to form a belief as the truth or falsity of the missing allegations, and therefore denies them.

155. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 155, and therefore denies them.

156. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 156, and therefore denies them.

157. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 157, and therefore denies them.

158. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 158, and therefore denies them.

159. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 159, and therefore denies them.

160. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 160, and therefore denies them.

161. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 161, and therefore denies them.

162. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 162, and therefore denies them.

163. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 163, and therefore denies them.

164. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 164, and therefore denies them. Google denies the implication that it is contributory or vicariously liable for any unlawful use of Plaintiffs' trademarks or that it engages in unfair competition.

165. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 165, and therefore denies them.

166. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations of Paragraph 166, and therefore denies them.

167. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations of Paragraph 167, and therefore denies them.

168. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 168, and therefore denies them.

169. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 169, and therefore denies them.

170. Google denies the last sentence in Paragraph 170 to the extent that it refers to any actions of Google. Google denies the remaining allegations in the second sentence of Paragraph 170.

171. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 171, and therefore denies them.

172. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 172, and therefore denies them.

173. Google admits that Plaintiffs attempt to seek damages and injunctive relief preventing Epic, Neverblue, the Willms Defendants, AtLast and their affiliates from engaging in any further violation of Plaintiffs' rights as well as an order of impoundment and seizure.

Google denies any remaining allegations in Paragraph 173.

FIRST COUNT

Federal Unfair Competition (15 U.S.C. §1125(a))
(Against Epic, Neverblue, the Willms Defendants, AtLast and Does)

174-187. Each of these paragraphs sets forth allegations directed to a party other than Google and therefore no response is required.

SECOND COUNT

Federal Trade Name Infringement (15 U.S.C. §1125(a))
(Against Epic, Neverblue, the Willms Defendants, AtLast and Does)

188-198. Each of these paragraphs sets forth allegations directed to a party other than Google and therefore no response is required.

THIRD COUNT

Federal Trademark and Trade Name Dilution (15 U.S.C. §1125(c))
(Against Epic, Neverblue, the Willms Defendants, AtLast and Does)

199-208. Each of these paragraphs sets forth allegations directed to a party other than Google and therefore no response is required.

FOURTH COUNT
Federal Cyber Piracy (15 U.S.C. §1125(d))
(Against the Willms Defendants and Does)

209-218. Each of these paragraphs sets forth allegations directed to a party other than Google and therefore no response is required.

FIFTH COUNT
False Patent Marking (35 U.S.C. §292)
(Against Epic, Neverblue, the Willms Defendants, AtLast and Does)

219-227. Each of these paragraphs sets forth allegations directed to a party other than Google and therefore no response is required.

SIXTH COUNT
Common Law Infringement
(Against Epic, Neverblue, the Willms Defendants, AtLast and Does)

228-232. Each of these paragraphs sets forth allegations directed to a party other than Google and therefore no response is required.

SEVENTH COUNT
Contributory Infringement
(Against All Defendants)

233. Google incorporates its responses to each and every allegation contained above with the same force and effect as if fully set forth herein.

234. Google denies all of the allegations in Paragraph 234.

235. Google denies all of the allegations in Paragraph 235 that are directed at Google. To the extent the allegations in Paragraph 235 are directed at parties other than Google, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

236. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 236, and therefore denies them—especially in view of the fact that Paragraph 236 is confusing and unintelligible as written.

237. Google denies all of the allegations in Paragraph 237 that are directed at Google. To the extent the allegations in Paragraph 237 are directed at parties other than Google, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

238. Google denies all of the allegations in Paragraph 238 that are directed at Google. To the extent the allegations in Paragraph 238 are directed at parties other than Google, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

239. Google denies all of the allegations in Paragraph 239 that are directed at Google. To the extent the allegations in Paragraph 239 are directed at parties other than Google, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

240. Google denies all of the allegations in Paragraph 240.

241. Google denies all of the allegations in Paragraph 241.

EIGHTH COUNT
Vicarious Infringement
(Against All Defendants)

242. Google incorporates its responses to each and every allegation contained above with the same force and effect as if fully set forth herein.

243. Google denies all of the allegations in Paragraph 243 that are directed at Google. To the extent the allegations in Paragraph 243 are directed at parties other than Google, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

244. Google denies all of the allegations in Paragraph 244 that are directed at Google. To the extent the allegations in Paragraph 244 are directed at parties other than Google, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

245. Google denies all of the allegations in Paragraph 245 that are directed at Google. To the extent the allegations in Paragraph 245 are directed at parties other than Google, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

246. Google admits that it has the technical ability to prevent identified advertisers from bidding on certain keywords. Google denies all of the remaining allegations in Paragraph 246 that are directed at Google. To the extent the allegations in Paragraph 246 are directed at parties other than Google, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

247. Google denies all of the allegations in Paragraph 247 that are directed at Google. To the extent the allegations in Paragraph 247 are directed at parties other than Google, Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of those allegations, and therefore denies them.

248. Google lacks knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 248, and therefore denies them.

249. Google denies all of the allegations in Paragraph 249.

250. Google denies all of the allegations in Paragraph 250.

NINTH COUNT

State Unfair Competition and Unfair or Deceptive Business Practices

(Against Epic, Neverblue, the Willms Defendants, AtLast and Does)

251-263. Each of these paragraphs sets forth allegations directed to a party other than Google and therefore no response is required.

TENTH COUNT

State Consumer Protection

(Against Epic, Neverblue, the Willms Defendants, AtLast and Does)

264-274. Each of these paragraphs sets forth allegations directed to a party other than Google and therefore no response is required.

ELEVENTH COUNT

Misappropriation

(Against Epic, Neverblue, the Willms Defendants, AtLast and Does)

275-280. Each of these paragraphs sets forth allegations directed to a party other than Google and therefore no response is required.

TWELFTH COUNT

Civil Conspiracy

(Against Epic, Neverblue, the Willms Defendants, AtLast and Does)

281-284. Each of these paragraphs sets forth allegations directed to a party other than Google and therefore no response is required.

THIRTEENTH COUNT

Fraud
(Against Epic)

285-301. Each of these paragraphs sets forth allegations directed to a party other than Google and therefore no response is required.

FOURTEENTH COUNT

Racketeering Influenced and Corrupt Practices (18 U.S.C. §1964)
(Against Epic, Neverblue, the Willms Defendants, AtLast and Does)

302-320. Each of these paragraphs sets forth allegations directed to a party other than Google and therefore no response is required.

RESPONSE TO PLAINTIFFS' PRAYER FOR RELIEF

Google denies that Plaintiffs are entitled to any judgment or relief and denies the allegations contained in paragraphs 1-10 of Plaintiffs' Prayer for Relief, with respect to Google.

FURTHER ANSWER AND AFFIRMATIVE DEFENSES

321. By way of further Answer and as affirmative defenses, Google denies that it is liable to Plaintiffs on any of the claims alleged and denies that Plaintiffs are entitled to damages, treble or punitive damages, equitable relief, attorneys' fees, costs, pre-judgment interest or to any relief whatsoever, and states as follows:

FIRST AFFIRMATIVE DEFENSE

(Failure to State a Claim)

322. The First Amended Verified Complaint, on one or more counts set forth therein, fails to state a claim upon which relief can be granted.

SECOND AFFIRMATIVE DEFENSE

(Fair Use)

323. The claims made in the First Amended Verified Complaint are barred, in whole or in part, by the doctrines of fair use, nominative fair use and/or descriptive use.

THIRD AFFIRMATIVE DEFENSE

(First Sale Doctrine)

324. The claims made in the First Amended Verified Complaint are barred, in whole or in part, by the first sale doctrine.

FOURTH AFFIRMATIVE DEFENSE

(Functionality)

325. The claims made in the First Amended Verified Complaint are barred, in whole or in part, on the basis that any marks at issue are functional.

FIFTH AFFIRMATIVE DEFENSE

(Innocent Infringement)

326. The claims made in the First Amended Verified Complaint are barred, in whole or in part, because any infringement, if any, was innocent.

SIXTH AFFIRMATIVE DEFENSE

(Statutes of Limitations)

327. The claims made in the First Amended Verified Complaint are barred, in whole or in part, by applicable statutes of limitations.

SEVENTH AFFIRMATIVE DEFENSE

(Standing)

The claims made in the First Amended Verified Complaint are barred, in whole or in part, because one or both Plaintiffs lack standing.

EIGHTH AFFIRMATIVE DEFENSE

(Laches)

328. Plaintiffs' claims are barred by laches, in that Plaintiffs have unreasonably delayed efforts to enforce its rights, if any, despite its full awareness of Google's actions.

NINTH AFFIRMATIVE DEFENSE

(Generic Terms)

329. The claims made in the First Amended Verified Complaint are barred, in whole or in part, on the basis that some or all marks at issue are generic.

TENTH AFFIRMATIVE DEFENSE

(Lack of Secondary Meaning)

330. The claims made in the First Amended Verified Complaint are barred, in whole or in part, on the basis that some or all marks at issue lack secondary meaning.

ELEVENTH AFFIRMATIVE DEFENSE

(Waiver, Acquiescence, and Estoppel)

331. Each of the purported claims set forth in this First Amended Verified Complaint is barred by the doctrines of waiver, acquiescence, and estoppel.

TWLEFTH AFFIRMATIVE DEFENSE

(Non-Infringement)

332. Google has not infringed any applicable trademarks under federal or state law.

THIRTEENTH AFFIRMATIVE DEFENSE

(No Causation)

333. Plaintiffs' claims against Google are barred because Plaintiffs' damages, if any, were not caused by Google.

FOURTEENTH AFFIRMATIVE DEFENSE

(No Damage)

334. Without admitting that the First Amended Verified Complaint states a claim, there has been no damage in any amount, manner or at all by reason of any act alleged against Google in the First Amended Verified Complaint, and the relief prayed for in the First Amended Verified Complaint against Google therefore cannot be granted.

FIFTEENTH AFFIRMATIVE DEFENSE

(Unclean Hands)

335. Plaintiffs' claims are barred by the doctrine of unclean hands.

SIXTEENTH AFFIRMATIVE DEFENSE

(Lack of Irreparable Harm)

336. Plaintiffs' claims for injunctive relief are barred because Plaintiffs cannot show that they will suffer any irreparable harm from Google's actions.

SEVENTEENTH AFFIRMATIVE DEFENSE

(Adequacy of Remedy at Law)

337. The alleged injury or damage suffered by Plaintiffs, if any, would be adequately compensated by damages. Accordingly, Plaintiffs have a complete and adequate remedy at law and is not entitled to seek equitable relief.

EIGHTEENTH AFFIRMATIVE DEFENSE

(Failure to Mitigate)

338. The claims made in the First Amended Verified Complaint are barred, in whole or in part, because of a failure to mitigate damages, if such damages exist.

NINETEENTH AFFIRMATIVE DEFENSE

(First Amendment)

339. The claims made in the First Amended Verified Complaint are barred, in whole or in part, by the First Amendment to the Constitution of the United States.

TWENTIETH AFFIRMATIVE DEFENSE

(Duplicative Claims)

340. Without admitting that the First Amended Verified Complaint states a claim, any remedies are limited to the extent that there is sought an overlapping or duplicative recovery pursuant to the various claims for any alleged single wrong.

TWENTY-FIRST AFFIRMATIVE DEFENSE

(Fraud)

341. The claims made in the First Amended Verified Complaint are barred, in whole or in part, by fraud on the United States Patent & Trademark Office.

TWENTY-SECOND AFFIRMATIVE DEFENSE

(Abandonment)

342. The claims made in the First Amended Verified Complaint are barred, in whole or in part, by abandonment of any marks at issue.

TWENTY-THIRD AFFIRMATIVE DEFENSE

(Third-Party Use)

343. The claims made in the First Amended Verified Complaint are barred, in whole or in part, by reason of other parties' use of any marks at issue.

TWENTY-FOURTH AFFIRMATIVE DEFENSE

(Actions of Others)

344. The claims made in the First Amended Verified Complaint are barred, in whole or in part, because Google is not liable for the acts of others over whom it has no control.

TWENTY-FIFTH AFFIRMATIVE DEFENSE

(No Punitive Damages)

345. Google alleges that no punitive or exemplary damages should be awarded arising out of the claims made in the First Amended Verified Complaint under the law of the United States and Utah because: (i) an award of punitive or exemplary damages would be unconstitutional under the United States and Utah Constitutions; specifically, the First Amendment to the United States Constitution and Article 1, Section 15 of the Utah Constitution; (ii) any recovery of punitive or exemplary damages arising out of the claims made in the First Amended Verified Complaint would constitute the imposition without substantive or procedural safeguards guaranteed by the Fifth and Fourteenth Amendments to the United States Constitution

and by Article I, Section 7 of the Utah Constitution; (iii) the imposition of any punitive or exemplary damages in this lawsuit would constitute an excessive fine or penalty under Article I, Section 9 of the Utah Constitution; (iv) any award is precluded or limited pursuant to Utah Code Annotated § 78B-8-201; and (v) punitive damages would violate the United States and Virginia Constitutions and common law because such an award is based on procedures that are vague, open-ended and unbounded in discretion, arbitrary, and without sufficient constraints or protection against arbitrary and excessive awards.

ADDITIONAL DEFENSES

346. Google reserves the right to assert additional defense based on information learned or obtained during discovery.

WHEREFORE, Google prays for judgment as follows:

1. That Plaintiffs take nothing by way of their First Amended Verified Complaint;
2. That Plaintiffs, and each and every purported claim for relief therein, be dismissed with prejudice;
3. That Google be awarded its costs of suit incurred herein, including attorneys' fees and expenses; and
4. For such other and further relief as the Court deems just and proper.

JURY DEMAND

Google demands a trial by jury on all causes of action so triable.

DATED this 13th day of April, 2010.

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