

COPY
IN THE CHANCERY COURT
FOR DAVIDSON COUNTY, TENNESSEE

2019 MAY -7 AM 8:50
FILED
CLERK OF CHANCERY
DAVIDSON COUNTY, TENNESSEE

EAST HALLOWS LIMITED LIABILITY)
COMPANY,)
)
Plaintiff,)
)
v.)
)
LIVE NATION ENTERTAINMENT,)
INC.,)
)
Defendant.)

Case No. 19-586-111
Jury Demand

COMPLAINT

Plaintiff, East Hallows Limited Liability Company, (“East Hallows”) by and through the undersigned counsel, files this Complaint against Defendant, Live Nation Entertainment, Inc. (“Live Nation”), alleging fraudulent, intentional, or negligent misrepresentation.

Parties

1. East Hallows is a Tennessee limited liability company that was formed on March 14, 2018, principally headquartered in Davidson County, Tennessee, and owned by Rae Solomon (“Solomon”) and Jacob Green (“Green”). Solomon is the majority owner of East Hallows.
2. With respect to the factual allegations and legal claims made in this Complaint, at all times following the formation of East Hallows, all actions and omissions made by Solomon and Green have been in their official capacities as the owners of East Hallows.
3. Live Nation is a Delaware corporation, principally headquartered in Beverly Hills, California, doing business in Nashville, Davidson County, Tennessee.
4. Live Nation and its related entities are an international entertainment conglomerate that specialize in live entertainment. Upon information and belief, Live Nation is the creator,

operator, and promoter of the Women Nation Fund (“WNF”), and is the creator, operator, and promoter of the Country LakeShake music festival.

Jurisdiction and Venue

5. This Court has jurisdiction pursuant to TCA 16-11-101 et seq. East Hallows is a Tennessee limited liability company principally headquartered in Davidson County, Tennessee, while Live Nation regularly transacts business in Davidson County, resides in Davidson County by maintaining a business office at 1200 Villa Place, Suite 200 in Nashville and has hired agents and employees in Davidson County. This case arises out of the parties’ business transactions and Live Nation’s tortious and fraudulent misconduct in Davidson County.
6. Venue is proper in this Court pursuant to TCA 16-11-114 and/or TCA 20-4-101 et seq. because this case arises out of the parties’ business transactions and Live Nation’s tortious and fraudulent misconduct in this county, and evidence and witnesses related to East Hallows’ factual allegations and legal claims in this Complaint are in Davidson County.

Facts

7. In 2017, Solomon began to develop and organize the Zenitheve Music Festival (“Zenitheve”), a music festival dedicated to celebrating female music artists, promoting gender equality in the music industry, and ending sex discrimination and sexual harassment in the music industry.
8. Beginning in March 2018, Zenitheve was announced through multiple media outlets, including, without limitation, CMT, Next Women of Country, Whiskey Riff, Morning Hangover, and numerous radio stations.

9. Also in March 2018, Solomon and Green formed East Hallows as the company that would create, operate, and promote Zenitheve.
10. Zenitheve was intended to be a recurring, traveling music festival, with an initial launch in Chicago, Illinois on May 18, 2019 and followed by stops in five other cities later in 2019. Thereafter, in 2020 and beyond, Zenitheve would continue to expand to more stops in more cities.
11. By April 2018, East Hallows had developed detailed business plans and financial projections for Zenitheve and signed agreements for a documentary to be made about the music festival.
12. On or about April 4, 2018, Solomon, on behalf of East Hallows, met with representatives of the Country Music Association (CMA) to begin discussions regarding CMA's involvement in Zenitheve.
13. On or about May 15, 2018, Live Nation announced that it had created the WNF to "provide capital to underrepresented female entrepreneurs in the concert promotions, events and festivals space. As Live Nation continues to strive for gender equity and diversity across our concert business we have found that there simply aren't enough female founded festivals or female promoters to draw on. The Women Nation Fund will help address this issue by identifying, funding and growing the available pool of female led festivals, events and promotion companies."
14. Live Nation invited female-founded businesses, in the live event space, to apply for funding through the WNF. Live Nation promised that, in addition to funding, businesses selected by the WNF would receive "access to Live Nation resources such as industry and company contacts and mentorship across [its] lines of business and functional areas."

15. To apply for WNF funding, Live Nation directed female-founded businesses to complete an online application.
16. Recognizing the alignment between the missions of Zenitheve and the WNF as described by Live Nation, on or about May 17, 2018, Solomon submitted an online application for funding through the WNF on behalf of East Hallows. The application submitted by Solomon did not contain any of the details of the Zenitheve plan.
17. While awaiting a response from Live Nation, East Hallows continued to move forward with planning for Zenitheve. On May 29, for example, East Hallows received completed stage renderings, a contract, and the budget proposal for the opening festival in Chicago.
18. On or about June 18, 2018, Solomon received an e-mail from WNF declining East Hallows' application.
19. Undaunted, on or about June 27, 2018, East Hallows placed a hold on the Jay Pritzker Pavilion, a Chicago music venue, for Zenitheve's launch on May 18, 2019.
20. By July 2, 2018, East Hallows had entered into negotiations with potential corporate sponsors for Zenitheve.
21. On or about July 17, 2018, Carrie Davis and Michael Wichser of Live Nation reached out to Solomon to schedule a call about her plans for Zenitheve. Davis was the Chief Communications Officer for LiveNation, while Wichser was Senior Vice President for Mergers, Acquisitions, and Strategic Investments for Defendant.
22. On or about July 24, 2018, Solomon spoke with Davis and Wichser. Both expressed interest in Zenitheve and discussed ways in which LiveNation could invest in and provide support for the concept.

23. During that call, Davis and Wichser asked Solomon for names of artists she had approached or was likely to approach, regarding the first festival. Reasonably believing that Live Nation's expressed interest was in good faith, Solomon revealed that she had such artists as Miranda Lambert, Maren Morris, Lauren Aliana and Lindsey Ell in mind.
24. Between the call on July 24, 2018 and on or about September 6, 2018, Live Nation requested additional information from Solomon regarding East Hallows' plans for Zenitheve, including, without limitation, business plans, financial projects, sponsorship decks, festival locations, and artist lineups. East Hallows had only previously shared this information with third parties subject to non-disclosure agreements, but submitted all the possible requested information to Live Nation in the good faith belief that Live Nation would not misappropriate such information for its own use and to East Hallows' detriment because Live Nation had expressed repeatedly its interest in Zenitheve and ways in which it could support and invest in Zenitheve. All such requests for and receipt of such information was through email and phone calls.
25. While awaiting a decision from Live Nation regarding funding, East Hallows continued to move forward with Zenitheve, albeit at a slower pace. On or about August 1, 2018, East Hallows entered into a sponsorship agreement with CMS Nashville for the music festival. East Hallows also reached out to representatives for the female music artists that it wanted to book. However, on or about August 13, 2018, representatives for some of those artists advised East Hallows against submitting formal booking requests until Live Nation made its decision, and East Hallows complied because of Live Nation's expressions of support.

26. Having revealed all of East Hallow's plans for Zenitheve including possible dates, locations, and lineups, Solomon reached out again on or about September 6, 2018 to see what other information Live Nation needed before it reached any decision
27. In sharp contrast to everything Live Nation had indicated in their previous discussions with Solomon, Davis, and Wichser now told her that if Live Nation was interested in an all female music festival, they would probably just put it on themselves.
28. Over a month later, on or about October 10, 2018, Live Nation informed Solomon that the defendant was no longer interested in Zenitheve, citing too much risk in putting on an all-female music festival.
29. However, on or about November 8, 2018, Live Nation announced the Country LakeShake, a three-day music festival to be held from June 21-23, 2019, in Chicago.
30. The Country LakeShake was to be held near the venue that East Hallows had tentatively secured for Zenitheve.
31. The Country LakeShake would also feature an all-female lineup on its opening day. Of the six female music artists booked for the Country LakeShake, five had been tentatively booked by East Hallows for Zenitheve, and whose names had been given to Live Nation by Solomon in the course of their discussions: Miranda Lambert, Maren Morris, Lauren Alaina, Lindsay Ell, and Danielle Bradbery
32. The opening day of the Country LakeShake is, essentially, a mirror image of Zenitheve.
33. After Live Nation declined to support Zenitheve, East Hallows moved forward with its original plan to put on Zenitheve itself. However, after Live Nation announced the all-female lineup for the first day of the Country LakeShake, East Hallows' investors were

no longer willing to invest in Zenitheve, citing the direct competition from Live Nation, and potential corporate sponsors of the music festival were no longer interested.

34. East Hallows has not been able to secure new investors for Zenitheve because of the Country LakeShake. Without investors, East Hallows cannot move forward with Zenitheve.
35. Furthermore, due to time and distance constraints on artists when they enter into appearance contracts, called “radius clauses”, Zenitheve’s proposed opening in Chicago in May of 2019 was eviscerated.
36. Paragraphs 1 through 34 of this Complaint are incorporated herein.
37. This is a claim for fraud and intentional and/or negligent misrepresentation under Tennessee law.
38. Live Nation invited companies like East Hallows to provide business ideas.
39. Live Nation expressed interest in providing funding and other support to Zenitheve through phone conversations and emails, inducing East Hallows to rely on these misrepresentations and to forebear in proceeding with plans on its own.
40. Under the guise of continuing to consider East Hallows’ plan for an all-female music festival, Live Nation requested detailed information about Zenitheve, including, without limitation, business plans, financial projects, sponsorship decks, possible festival locations and artist lineups.
41. In reliance upon Live Nation’s fraudulent misrepresentations about the nature of their interest in supporting Zenitheve, East Hallows provided the information requested by Live Nation, which were essentially the blueprints for creating, organizing, and promoting an all-female music festival.

42. In further reliance upon Live Nation's fraudulent misrepresentations, East Hallows delayed making critical decisions regarding Zenitheve.
43. Less than one month after Live Nation rejected East Hallow's plans for Zenitheve, citing lack of interest in an all-female music festival, Live Nation announced an all-female lineup for the opening day of the Country LakeShake to be held in June 2019 in Chicago, the same city which was slated as the initial Zenitheve festival and featuring many of the same artists.
44. Live Nation fraudulently and intentionally misrepresented its continued interest in supporting Zenitheve to induce East Hallows to provide information about the music festival and delay East Hallows from moving forward with it, all so that Live Nation could create, organize, and promote the all-female lineup on the opening day of its own music festival, to be held around the same time as Zenitheve, near the same venue in Chicago as Zenitheve, and featuring nearly all of the same artists as Zenitheve.
45. Given Live Nation's repeated expressions of support for Zenitheve, East Hallows reasonably relied upon Live Nation's representations in continuing to provide information and delaying moving forward with Zenitheve.
46. Because of East Hallows' reliance and forbearance, Live Nation was able to create, organize, and promote a competing concept, before East Hallows could finalize Zenitheve, effectively displacing Zenitheve from the marketplace and preventing East Hallows from putting on the music festival.
47. East Hallows has and will continue to be damaged by Live Nation's fraudulent and intentional and/or negligent misrepresentation, including but not limited to the first two years of anticipated revenue in an amount to be proven at trial.

Wherefore, premises considered Plaintiff prays:

- 1) For a jury to try this cause;
- 2) For compensatory damages in an amount sufficient to make Plaintiff whole, estimated to be approximately \$25 million;
- 3) For punitive damages in an amount sufficient to punish the wrongdoer and act as a deterrent to other potential wrongdoers;
- 4) To the extent allowed by law, for an award of the costs of litigation, including but not limited to discretionary costs pursuant to TN R. Civ Proc 54.04, and reasonable attorney's fees;
- 5) For such other and general relief as the court determines.

Date: May 3, 2019

Respectfully submitted,



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