

Justin P. Karczag, SBN 223764  
Muhammed T. Hussain, SBN 259234  
**ENCORE LAW GROUP LLP**  
1100 Wilshire Boulevard, Suite 3305  
Los Angeles, CA 90017-1955  
Tel: (213) 559-7395  
Fax: (213) 559-7396  
Email: justin@encorelaw.com  
muhammed@encorelaw.com

[Additional Counsel Listed on Next Page]

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
EASTERN DIVISION (RIVERSIDE)**

BRIAN NEIL HOFF, a California individual; and FURRYWOOD STUDIOS, LLC, a California limited liability company,

Plaintiffs,

vs.

WALT DISNEY PICTURES, a California corporation; ABC, INC., a New York corporation; BUENA VISTA HOME ENTERTAINMENT, INC., a California corporation; DISNEY CONSUMER PRODUCTS, INC., a California corporation; DISNEY CONSUMER PRODUCTS AND INTERACTIVE MEDIA, INC., a California corporation; BUENA VISTA BOOKS, INC., a California corporation; DISNEY INTERACTIVE STUDIOS, INC., a California corporation; and DOES 1 through 10, inclusive,

Defendants.

Case No.: 5:19-cv-00665 AG (KKx)

District Judge:  
Hon. Andrew J. Guilford  
Courtroom 10D

**FIRST AMENDED COMPLAINT FOR:**

- 1. COPYRIGHT INFRINGEMENT (17 U.S.C. § 101 et seq.);**
- 2. BREACH OF IMPLIED-IN-FACT CONTRACT;**
- 3. UNFAIR COMPETITION;**
- 4. CONVERSION; and**
- 5. BREACH OF CONFIDENCE**

**DEMAND FOR JURY TRIAL**

1 Roger N. Behle, Jr., SBN 174755  
2 **FOLEY BEZEK BEHLE & CURTIS, LLP**  
3 575 Anton Boulevard, Suite 710  
4 Costa Mesa, CA 92626  
5 Tel: (714) 556-1700  
6 Fax: (714) 546-5005  
7 Email: rbehle@foleybezek.com

8 *Attorneys for Plaintiffs*  
9 BRIAN NEIL HOFF and FURRYWOOD STUDIOS, LLC  
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**INTRODUCTION**

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1. Plaintiff, Brian Hoff (“Hoff”), is an author and screenwriter. Beginning in the early 2000s, Hoff began developing an original story featuring anthropomorphic characters who follow clues to solve a crime. These development efforts culminated in 2007, when Hoff completed an original screenplay entitled, *Secret Agent 00K9*.

2. Broadly construed, *Secret Agent 00K9* is an original story about various animal characters who follow clues to solve a crime. More specifically, however, Hoff’s story includes highly developed characters, both graphically and literally, as well as specific and articulable themes, dialogue, setting, mood, pace, sequence of events, and plot, described in detail below, which, taken together constitute protectable expression under copyright. Hoff subsequently filed a copyright application for the original screenplay, and thereafter created and filed applications to register various other copyrights, including derivative graphic novels, as well as the anthropomorphic characters themselves.

3. After creating the screenplay and the characters, Hoff contacted Defendants to pitch the project. Hoff had numerous contacts with Defendants regarding the screenplay and characters. In fact, Hoff gave executives of Defendants access to his secure website so they could review the screenplay, as well as descriptions and renderings of the various characters featured in the screenplay.

4. Defendants thereafter had numerous communications with Hoff, but informed him that Defendants had decided not to proceed with *Secret Agent 00K9*. Defendants never divulged that they intended to use and claim the work which was derived from Plaintiff’s screenplay and characters to be their own work. But, this is exactly what Defendants did.

5. Subsequently, from 2007 to 2015, Hoff developed graphic novels and other screenplays which included the same characters and storyline.

6. In 2016, Defendants released a film entitled *Zootopia* (the “Film”).

1 Defendants referred to the Film as a “Multi-Species Mammal Metropolis.” A review  
2 of the multi-species mammals in the Film reveals them to be strikingly similar to the  
3 anthropomorphic animal characters in Hoff’s works.

4 7. The plot and themes central to the Film revolve around the investigation  
5 by anthropomorphic animals (a rabbit and a fox) of a missing animal predator. The  
6 Film’s plot leads to a poisonous neurotoxin that is used by the villain to make  
7 predators appear to go “savage”, with the intended result of causing the prey animals  
8 to revolt and gain control over the predator animals, threatening the livelihoods of  
9 many animals. Similarly, the plot and themes of *Secret Agent 00K9* also revolve  
10 around the investigation by anthropomorphic animals (a dog) of a missing jewel.  
11 The *Secret Agent 00K9* story leads to a deadly gas that could wipe out all animals,  
12 threatening the lives of many.

13 8. Subsequent to the release of the Film, Defendants have published and  
14 distributed books purporting to be in the “Zootopia world” (“Zootopia Books”),  
15 which contain many of Hoff’s copyrighted characters and protectable elements.



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25 **JURISDICTION**

26 9. This Action was originally filed in California State Court, in the County  
27 of Riverside, and Defendants removed the action to United States District Court for  
28 the Central District of California under federal question jurisdiction.



1 Delaware and qualified to do business in the state of California, with its principal  
2 place of business in Burbank, California. Plaintiff is informed and believes, and on  
3 that basis alleges, that Walt Disney Pictures is a subsidiary of Disney Enterprises,  
4 Inc., with its primary business activity as the development and production of motion  
5 pictures.

6 16. Plaintiff is informed and believes, and on that basis alleges, that  
7 Defendant ABC, INC. is, and at all times mentioned herein was, a corporation duly  
8 organized and existing under the laws of the State of New York, with its principal  
9 place of business in Burbank, California. Plaintiff is further informed and believes,  
10 and on that basis alleges, that ABC, Inc. is a direct or indirect subsidiary of The Walt  
11 Disney Company, which operates a division known as Walt Disney Studios Motion  
12 Pictures that distributes motion pictures produced by affiliated entities.

13 17. Plaintiff is informed and believes, and on that basis alleges, that  
14 Defendant BUENA VISTA HOME ENTERTAINMENT, INC. (“Buena Vista”), is,  
15 and at all times mentioned herein was, a corporation duly organized existing under  
16 the laws of the State of Delaware and qualified to do business in the state of  
17 California, with its principal place of business in Burbank, California. Plaintiff is  
18 further informed and believes, and on that basis alleges, that Buena Vista Home  
19 Entertainment, Inc. is a subsidiary of Disney Enterprises, Inc., with its primary  
20 business activity consisting of distributing Blu-Ray Discs and DVDs of motion  
21 pictures produced by affiliated entities.

22 18. Plaintiff is informed and believes, and on that basis alleges, that  
23 Defendant DISNEY CONSUMER PRODUCTS, INC. is, and at all times mentioned  
24 herein was, a corporation duly organized existing under the laws of the State of  
25 Delaware and qualified to do business in the state of California, with its principal  
26 place of business in Burbank, California. Plaintiff is further informed and believes,  
27 and on that basis alleges, that that Disney Consumer Products, Inc. is a subsidiary of  
28 Disney Enterprises, Inc., with its primary business activity as the licensing of

1 intellectual property rights for exploitation by third parties.

2 19. Plaintiff is informed and believes, and on that basis alleges, that  
3 Defendant DISNEY CONSUMER PRODUCTS AND INTERACTIVE MEDIA,  
4 INC. is, and at all times mentioned herein was, a corporation duly organized existing  
5 under the laws of the State of Delaware and qualified to do business in the state of  
6 California, with its principal place of business in Burbank, California. Plaintiff is  
7 further informed and believes, and on that basis alleges, and on that basis allege, that  
8 that Disney Consumer Products and Interactive Media, Inc. is a subsidiary of Disney  
9 Enterprises, Inc., with its primary business activity as the licensing of intellectual  
10 property rights for exploitation by third parties.

11 20. Defendant BUENA VISTA BOOKS, INC. is, and at all times  
12 mentioned herein was, a corporation duly organized existing under the laws of the  
13 State of California, with its principal place of business in Burbank, California.  
14 Plaintiff is further informed and believes, and on that basis alleges, that that Buena  
15 Vista Books, Inc. is a subsidiary of Disney Enterprises, Inc., with its primary  
16 business activity as the distribution, marketing and selling of publications related to  
17 motion pictures produced by its affiliated entities.

18 21. Defendant DISNEY INTERACTIVE STUDIOS, INC., is, and at all  
19 times mentioned herein was, a corporation duly organized existing under the laws of  
20 the State of California, with its principal place of business in Burbank, California.  
21 Plaintiff is further informed and believes, and on that basis alleges, that that Disney  
22 Interactive Studios, Inc. is a subsidiary of Disney Enterprises, Inc., with its primary  
23 business activity as the publication and distribution of video games related to motion  
24 pictures produced by its affiliated entities.

25 22. Each Defendant acted as the actual or ostensible agent, employee,  
26 and/or co-conspirator of each other Defendant and, in performing the actions alleged  
27 herein, acted in the course and scope of such agency, employment, and/or  
28 conspiracy. Furthermore, each Defendant succeeded to, assumed the liabilities of,

1 and/or ratified the actions of each other Defendant with respect to all the matters  
2 alleged herein.

3 **FACTS COMMON TO ALL CAUSES OF ACTION**

4 23. Hoff has been developing *Secret Agent 00K9* since 2001. In 2007, Hoff  
5 completed an original screenplay called *Secret Agent 00K9*, which featured  
6 numerous well-developed, anthropomorphic characters, as well as specific and  
7 articulable themes, dialogue, setting, mood, pace, sequence of events, and plot,  
8 described in detail below. A true and correct copy of the screenplay is attached as  
9 **Exhibit A.**

10 24. Hoff registered the first *Secret Agent 00K9* screenplay (as a literary  
11 work), a revised *Secret Agent 00K9* screenplay (as a literary work), as well as all the  
12 characters referenced in the screenplays (as graphic works), with the U.S. Copyright  
13 Office. Copyrights related to Plaintiff's *Secret Agent 00K9* works are PA 1-988-391  
14 ("The Fact & The Furriest" graphic work), PA 1-988-404 ("The Bone Ultimatum"  
15 graphic work), PA 1-988-407 ("Canine Royale" graphic work), TXu 1-944-482  
16 (Script/Screenplay), PA 1-996-982 (Production/Artwork), TXu 2-002-276  
17 (Script/Screenplay), and PA 2-002-378 ("Canine Royale" script/screenplay). True  
18 and correct copies of these copyright registrations from the Copyright Office's  
19 Public Catalog are attached hereto as **Exhibit B.**

20 **Communications with Defendants**

21 25. Between 2007 and the release of the Film in 2016, Hoff had numerous  
22 communications with Defendants, wherein Defendants expressed interest in  
23 Plaintiff's copyrighted works, including the screenplay and characters for *Secret*  
24 *Agent 00K9*. On numerous occasions, Hoff shared information concerning the  
25 characters, plot, dialogue, mood, sequence of events, and settings in *Secret Agent*  
26 *00K9* with Defendants. This information was shared with Defendants via a secure  
27 website.

28 26. In or about June 2007, Hoff pitched a project to Defendants which



1 involved an animal metropolis, an anthropomorphic dog as the lead animal character,  
2 all set in an anthropomorphic fantasy world where the lead animal character teams  
3 up with other animal characters to investigate and solve crimes. At that time, Hoff  
4 had already created a screenplay for the *Secret Agent 00K9* project.

5 27. From June to September of 2007, Hoff met with multiple talent agents  
6 and other animation studios, all expressing strong interest in the *Secret Agent 00K9*  
7 project.

8 28. During their interactions and communications with Hoff, Defendants  
9 had access to Hoff's copyrighted works. In 2007, Adam Hancock from Walt Disney  
10 (operating under the Buena Vista International brand name), sent emails to Plaintiff  
11 requesting a copy of the *Secret Agent 00K9* script, attached hereto as **Exhibit C**.

12 29. In response, Hoff's attorney, Ray Coulter, emailed a copy of the script  
13 to Adam Hancock. A true and correct copy of the email is attached hereto as **Exhibit**  
14 **D**.

15 30. Very soon after receiving the screenplay for *Secret Agent 00K9*, Mr.  
16 Hancock followed up with Hoff via telephone. During the telephone conversation,  
17 Mr. Hancock expressed interest in Hoff's *Secret Agent 00K9* project.

18 31. Hoff informed Adam Hancock that a *Secret Agent 00K9* movie was  
19 already in production and, upon hearing that, Mr. Hancock expressed interest in  
20 distributing the movie.

21 32. In or about 2007, Hoff communicated with William Morris Talent  
22 Agency, specifically with Tim Curtis (who would eventually become the head of  
23 casting for the Film), via email correspondence regarding the *Secret Agent 00K9*  
24 movie. A true and correct copy of this correspondence is attached hereto as  
25 **Exhibit E**.

26 33. In or about 2007, Hoff also communicated with Jared Bush (who would  
27 become the lead Screenwriter of the Film) at an industry "pitch party" where Hoff  
28 discussed and shared details of the *Secret Agent 00K9* movie, its plot, theme, setting

1 and characters.

2 34. In or about 2010, Hoff communicated with Andrew Chesworth (who  
3 would become one of the animators on the Film) at the Palm Springs Film Festival,  
4 where Hoff shared his copyrighted works and illustrations for *Secret Agent 00K9*  
5 with Chesworth. Hoff also communicated with Jason Bateman (who was the voice  
6 of one of the lead characters, Nick Wilde, in the Film) at the same Palm Springs Film  
7 Festival, where he shared his copyrighted works regarding *Secret Agent 00K9*.

8 35. Additionally, Plaintiff developed a website (www.00K9.com) which,  
9 based on information and belief, Plaintiff allege was accessed by Defendants who  
10 took information directly from the site.

11 36. Plaintiff also published *Secret Agent 00K9* books—carried by Amazon  
12 and Barnes and Noble—which were available and accessible to Defendants. A copy  
13 of one of the books, *Secret Agent 00K9 The Fast and Furriest*, is attached hereto as  
14 **Exhibit F**.

15 **Facts in Support of Character Similarities**

16 **Main Characters: 00K9 v. Nick Wilde**

17 37. The main character from *Secret Agent 00K9*<sup>2</sup> (“00K9”) and a main  
18 character from the Film (“Nick Wilde”) are both male anthropomorphic animals who  
19 live in an animal-only society with no humans. Both characters are/become  
20 detectives.

21 38. In *Secret Agent 00K9*, the lead character 00K9 investigates a jewel theft  
22 that leads to a potential poisonous gas release, which is used as a central plot device,  
23 that threatens the lives of the animals. In the Film, one of the lead characters, Nick  
24 Wilde, is coerced into assisting in an investigation as to why predator animals in the  
25 city are going missing, which leads to the discovery of a poisonous neurotoxin being  
26 used by the villain to give the appearance of the predator animals going “savage” in  
27

28 <sup>2</sup> “*Secret Agent 00K9* refers to the copyrighted works, including the screenplays, the characters, and the books.

1 order to cause the prey animals to revolt, threatening the lives of many in the city.

2 39. There are striking visual and literal similarities in appearance, stance,  
 3 attitude, and mannerisms between Nick Wilde and 00K9. Most notably, both  
 4 characters wear strikingly similar Hawaiian shirts and both characters also wear  
 5 black suits at various times.



14 00K9: A canine detective in an  
 15 animal-only metropolis

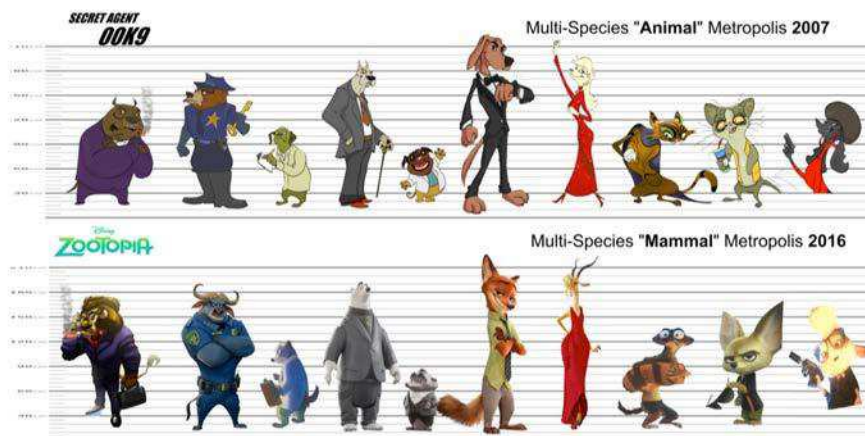
14 Nick Wilde: A canine detective in an  
 15 animal-only metropolis

16 Development of the 00K9 character  
 17 began in 2007 and was featured in the  
 18 2007 screenplay.

16 It is believed that the “development”  
 17 of Nick Wilde began in 2013.

18 **Character Line Up**

19 40. Below is a chart with two rows, with the top row showing key  
 20 characters in *Secret Agent 00K9*, and the bottom row showing the comparable key  
 21 characters in *Zootopia*.



1 characters in the Film. The following characters are identified, and their  
2 commonalities are described in more detail herein further below:

- 3 a. Column 1 shows the substantial and/or striking similarities between,  
4 LEGS DIAMOND, the Crime Boss from *Secret Agent 00K9* and  
5 LIONHEART, the mayor in Zootopia, who was arrested for locking up  
6 predators that went “savage” in an island facility.
- 7 b. Column 2 shows the substantial and/or striking similarities between  
8 OFFICER OZ (the Police Officer Bear) from *Secret Agent 00K9* and  
9 OFFICER BOGO (the Police Officer Bull) from the Film.
- 10 c. Column 3 shows the substantial and/or striking similarities between  
11 CAMPER, a lab technician in *Secret Agent 00K9* and DOCTOR, a  
12 chemical specialist in the Film.
- 13 d. Column 4 shows the substantial and/or striking similarities between the  
14 MERLIN/PIERRE POOPENHEIMER, large white dog in a suit from  
15 *Secret Agent 00K9* and a large white polar bear in a suit in the Film.
- 16 e. Column 5 shows the substantial and/or striking similarities between  
17 PRINCESS, a small, plump character in *Secret Agent 00K9* and Mr.  
18 Big, a small plump character in the Film.
- 19 f. Column 6 shows the substantial and/or striking similarities between  
20 00K9, a canine detective in *Secret Agent 00K9*, and NICK WILDE, a  
21 canine detective in the Film.
- 22 g. Column 7 shows the substantial and/or striking similarities between  
23 TINKY BIGMOORE, an animal actress in *Secret Agent 00K9* and  
24 GAZELLE, an animal singer and pop star in the Film.
- 25 h. Column 8 shows the substantial and/or striking similarities between  
26 MIDNIGHT, a thief in *Secret Agent 00K9* and DUKE WEASELTON,  
27 a petty thief in the Film.
- 28 i. Column 9 shows the substantial and/or striking similarities between

1 FLEABAG, 00K9's sidekick and friend in *Secret Agent 00K9* and  
2 FINNICK, Nick Wilde's sidekick and friend in the Film.

- 3 j. Column 10 shows the substantial and/or striking similarities between  
4 MITZY FLASHER, a villain, who is crime boss Legs Diamond's  
5 second in command in *Secret Agent 00K9* and MRS. BELWETHER,  
6 the assistant to the jailed mayor and the main villain in the Film.

### 7 **Facts in Support of Plot Similarities**

8 41. The storyline and plot in *Secret Agent 00K9* revolve around the  
9 investigation by anthropomorphic animals (a canine dog) of a missing jewel (*Secret*  
10 *Agent 00K9* screenplay 2007, p. 10), and the story leads to a central plot point of a  
11 deadly gas that could wipe out all animals (*Id.* at pp. 51, 62). The storyline and plot  
12 in the Film begins in earnest with the pursuit by anthropomorphic animals with  
13 strikingly similar physical characteristics (a bunny who would become partners with  
14 a canine fox) of a missing animal. As the bunny in the film becomes partners with  
15 the canine fox, the story leads to a poisonous neurotoxin that is used by the villain  
16 to make predators appear to go "savage", with the intended result of causing the prey  
17 animals to revolt and gain control over the predator animals. The Film was modified  
18 to make the main character a female rabbit (Judy Hopps), and the canine to be her  
19 partner (Nick Wilde), who is introduced fifteen minutes into the Film. As a  
20 consequence, Judy's story was appropriated from *Secret Agent 00K9's* story in  
21 several material places. In the "extras" portion of the DVD, Defendants admit that  
22 their "original" story had the canine fox as the lead character, which they changed  
23 at the last minute to be a partner to the rabbit to make the movie less "dark" and  
24 more children-friendly.

25 42. In both films, dangerous chemicals are utilized as central plot devices  
26 which threaten the lives/livelihoods of the animal citizens of the story. In *Secret*  
27 *Agent 00K9*, it is a dangerous chemical that, if released, could kill all animals living  
28 in the animal metropolis. In the Film, a dangerous chemical is used by the villain to

1 make predators appear to go “savage”, with the intended result of causing the prey  
2 animals to revolt and gain control over the predator animals.

3 43. Both *Secret Agent 00K9* and the Film feature thieves known for  
4 committing robberies in the animal-only society, Midnight (cat burglar) in *Secret*  
5 *Agent 00K9* and Duke Weaselton (weasel burglar) in the Film.

6 44. Both *Secret Agent 00K9* and the Film utilize traffic conditions and/or  
7 cameras to aid in the investigation. Also, in *Secret Agent 00K9*, there is a traffic news  
8 reporter reporting on traffic conditions, while in the Film, the protagonists use traffic  
9 system to see the traffic conditions in Zootopia.

10 45. In *Secret Agent 00K9* animal news anchors interview animals on the  
11 street about the chemical threat and the animals are glad to hear the chemical is not  
12 dangerous, and that all the animals would be okay. In the Film, ZNN Animal News  
13 anchors interview entertainer Gazelle who talks about saving the animals in the city  
14 from the veiled chemical threat and she wants all of the animals to be okay.

15 46. Both *Secret Agent 00K9* and the Film feature buildings on mysterious  
16 islands, which buildings contain animals being held against their will. Specifically,  
17 in *Secret Agent 00K9*, Abimbola Island is described as a large building on a rocky  
18 island with animals enslaved to work the mines. The island contains an abandoned  
19 warehouse where the dangerous gas is discovered. In the Film, Cliffside Asylum is  
20 located on a rocky island with a large building where infected animals (predators)  
21 are secretly imprisoned.

22 47. Both *Secret Agent 00K9* and the Film feature celebrity animal  
23 entertainers, an actress (Tinky Bigmoore) in *Secret Agent 00K9* and a singer and pop  
24 star (Gazelle) in the Film. In *Secret Agent 00K9*, 00K9 and Tinky attend the premier  
25 of her new movie at the theater along with most of the cast of *Secret Agent 00K9*  
26 who are in the audience at the end, while in the Film, Nick and Judy, including most  
27 of the cast, attend a gazelle music concert and are in the audience at the end.

28 48. Tinky convinces 00K9 to take the case of the missing diamond collar,

1 while in the Film, Judy convinces Nick to assist her in the case of the missing otter.

2 49. Both *Secret Agent 00K9* and the Film feature large and imposing animal  
3 police officers, a bear in *Secret Agent 00K9* (Officer Oz) and a bull (Officer Bogo)  
4 in the Film, with substantial and/or strikingly similar physical characteristics.

5 50. Both *Secret Agent 00K9* and the Film feature the protagonist travelling  
6 in cars with tinted windows.

7 51. Both *Secret Agent 00K9* and the Film feature fake products being sold.  
8 In *Secret Agent 00K9*, a fake diamond collar was sold, while in the Film, it is  
9 revealed that Nick previously sold a “fake” rug to crime boss Mr. Big.

10 52. Both *Secret Agent 00K9* and the Film feature female animal villains  
11 with similar characteristics, such as similar hairdos, and who also happen to tote  
12 handguns.

13 53. Both *Secret Agent 00K9* and the Film feature small, working rodents in  
14 suits. In *Secret Agent 00K9* there are a group of small rodents (rats) in suits working  
15 in an office and in the Film, there is a group of small rodents (hamsters) in suits  
16 exiting their office building (and buying popsicles from Nick Wilde).

17 54. The main characters in both are betrayed by people they trust. In *Secret*  
18 *Agent 00K9*, the main character, 00K9, was betrayed by his friend (Waxie), and in  
19 the Film, one of the main characters, Judy, is betrayed by her friend and supporter,  
20 Assistant Mayor Bellwether.

21 55. Both *Secret Agent 00K9* and the Film have chase scenes, where the  
22 main character is chased by the villains or the villains’ agents. In *Secret Agent 00K9*,  
23 00K9 reports the chase with the villains to his boss at TerrierDyne (spy agency),  
24 Merlin, while in the Film, Judy calls and reports the crime to ZPD (police agency).

25 56. In *Secret Agent 00K9*, part of the adventure takes the protagonist to an  
26 abandoned warehouse, while in the Film, the protagonists discover an abandoned  
27 subway line and subway car.

28 57. Both *Secret Agent 00K9* and the Film feature scientist characters with

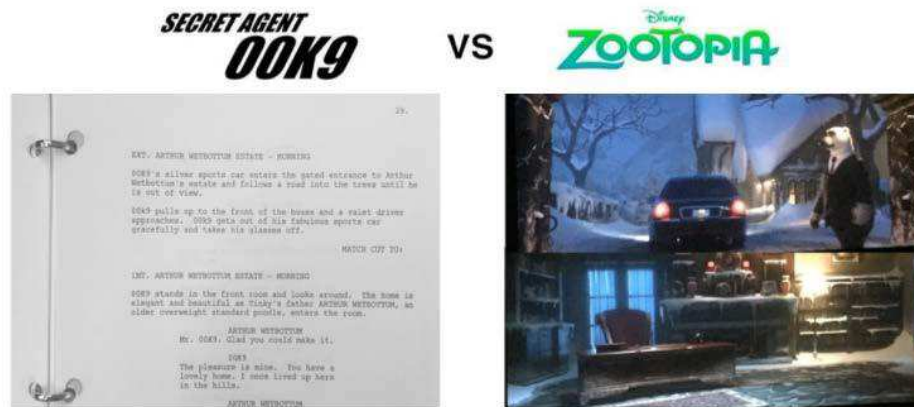
1 specialized jobs wearing lab coats and carrying clipboards.

2 58. Both *Secret Agent 00K9* and the Film involve the highly-unique choice  
 3 of combining cell phones and toilets in the same scenes. In *Secret Agent 00K9*, there  
 4 is a hybrid cellphone/toilet (pp. 14, 72), while in the Film, Judy puts her cell phone  
 5 into a plastic bag so they can escape down a toilet.

6 59. Both *Secret Agent 00K9* and the Film feature plotlines revolving around  
 7 the main animal characters traveling around meeting with other (strange) animal  
 8 characters to investigate and gather facts, all for the purpose of solving a crime or  
 9 mystery. In *Secret Agent 00K9*, the adventure plot takes the protagonists to different  
 10 countries in the animal world with different climates (from cold, snow covered  
 11 mountains to the ocean, with warm sunny beaches), while in the Film, the adventure  
 12 plot takes the protagonists to different parts of the animal metropolis with differing  
 13 climates, both cold, snowy areas and warm, tropical zones).

14 **Visual Comparisons of Characters, Scenes, and Plot.**

15 60. **Gated Estate Comparison**

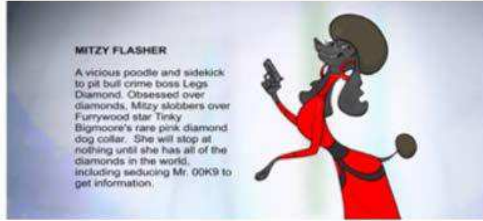


<p>17 The lead character arrives at a large gated mansion that is owned by a very wealthy individual with an actress for a daughter.</p>	<p>18 The lead characters arrive at a large gated mansion of a wealthy crime boss whose daughter was getting married.</p>
<p>19 This was featured in the 2007 screenplay, p. 29.</p>	<p>20 Zootopia was released in 2016.</p>



61. Animal Female Villain Comparison

*SECRET AGENT OOK9* VS *Disney ZOOTOPIA*



<p>There is a petite female villain with a puffy (afro) hairdo and is carrying a hand gun.</p>	<p>There is a petite female villain has a puffy (afro) hairdo and is carrying a hand gun.</p>
<p>This graphic was on the website in 2007.</p>	<p>Zootopia was released in 2016.</p>

62. Mysterious Island Building Comparison

*SECRET AGENT OOK9* VS *Disney ZOOTOPIA*



<p>The graphic of an island and bridge, with a mysterious looking building with tall windows that has the chemical trapped below it.</p>	<p>The image of an island and bridge with a mysterious looking building with tall windows that has the predators exposed to the toxin trapped in it.</p>
<p>This was featured in the 2007 screenplay.</p>	<p>Zootopia was released in 2016.</p>

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63. **Laboratory Tech with Clipboard Comparison**

**SECRET AGENT  
00K9** VS **Disney  
ZOOTOPIA**



A science tech in a white lab coat and a clipboard is featured.	A doctor in a white lab coat and a clipboard is featured.
This was in the comic book that was released on Amazon on October 26, 2014.	This was in the Zootopia book that was released in 2016.

64. **Thief Character Comparison**

**SECRET AGENT  
00K9** VS **Disney  
ZOOTOPIA**



An experienced thief (“Midnight”) is featured having a very thing and agile body.	An experienced thief (“Duke Weaselton”) is featured having a very thin and agile body.
This was featured in the 2007 screenplay and the graphic was on the website in 2013.	Zootopia was released in 2016.

65. Location Comparison



<p>Different countries in the land with very different climates are featured, including polar, tropical, sunny, etc.</p>	<p>Different parts of the land with very different climates are featured, including tropical, polar, sunny, etc.</p>
<p>This was featured in the 2007 screenplay and the graphic was on the website in 2015.</p>	<p>Zootopia was released in 2016 and the characters visited the climate-specific portions of the city.</p>

66. Sidekick Character Comparison



<p>Fleabag, one of 00K9's sidekicks, is small furry mammal with large ears.</p>	<p>Finnick, one of Nick Wilde's sidekicks, is a small furry mammal with large ears.</p>
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<p>This was featured in the 2007 screenplay and the graphic in the books.</p>	<p>Zootopia was released in 2016.</p>
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**67. Canine Lead Character Comparison**



<p>00K9: A canine detective who is smart and cunning.</p>	<p>Nick Wilde: A canine detective that is smart and cunning</p>
<p>Development of the 00K9 character began in 2007 and this graphic was posted on the website in 2007.</p>	<p>It is believed that Defendants claim that the “development” of Nick Wilde began in 2013.</p>

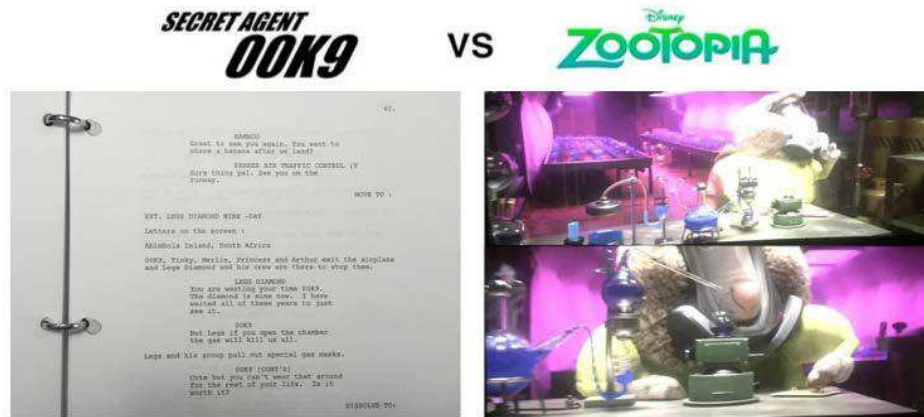
**68. Chemical Threat Comparison**



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<p>Danger of a toxic gas being released that can kill all of the animals.</p>	<p>Danger of a toxic chemical being released that drives some animals crazy to the point of killing the other animals before they, too, die.</p>
<p>The chemical release was in the 2007 screenplay, pp. 64-65.</p>	<p>Zootopia was released in 2016.</p>

69. Gas Mask Comparison



<p>A villain and his gang puts on gas masks when the toxic gas is about to be released. Animals in gas masks are a novel idea.</p>	<p>A villain uses a gas mask while working on the toxic chemical. Animals in gas masks are a novel idea.</p>
<p>This was featured in the 2007 screenplay p. 62.</p>	<p>Zootopia was released in 2016.</p>

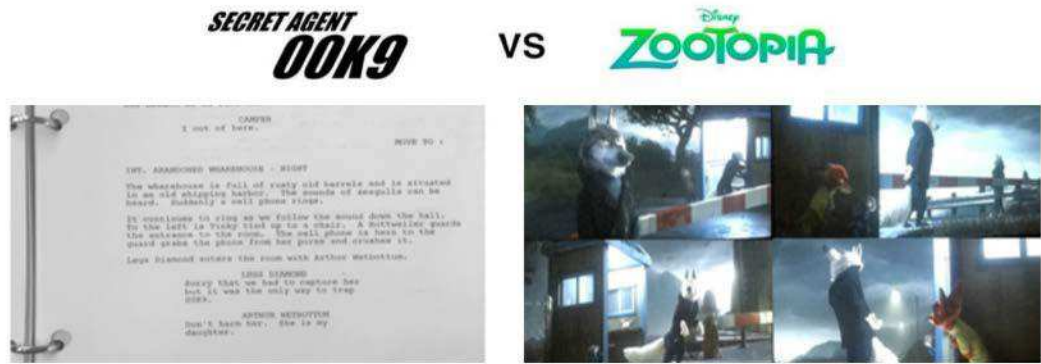
70. Crime Boss Comparison



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<p>The crime boss was inspired by a real 1930s crime boss – Legs Diamond.</p>	<p>The crime boss, Mr. Big, was roughly based on Vito Corleone from <i>The Godfather</i>.</p>
<p>This was featured in the 2007 screenplay.</p>	<p>Zootopia was released in 2016.</p>

**71. Guard Dog Comparison**



<p>The ominous building is guarded by Rottweilers.</p>	<p>The ominous building is guarded by German Shepherds.</p>
<p>This was featured in the 2007 screenplay, p. 52.</p>	<p>Zootopia was released in 2016.</p>

**72. Animal Celebrity Entertainer Comparison**



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<p>A thin tall curvaceous animal is featured as a celebrity actress.</p>	<p>A thin tall curvaceous animal is featured as a celebrity singer and pop star. This graphic was used in an advertisement for Zootopia and the character was used in the Film.</p>
<p>This was featured in the 2007 screenplay and the graphic was on the website in 2015.</p>	<p>Zootopia was released in 2016 and contained this character.</p>

**73. Revealing a Bad Business Deal with the Crime Boss**



<p>Two characters are tied up when one reveals a bad business deal between the character and the crime boss.</p>	<p>When Nick Wilde and Judy are being taken to Mr. Big (crime boss), Nick reveals a bad business deal between him and Mr. Big.</p>
<p>This was featured in 2007 screenplay, pp. 56-57 and the book released on October 26, 2014.</p>	<p>Zootopia was released in 2016.</p>

74. **Sunglasses and Lounge Chair Comparison**

**SECRET AGENT OOK9** VS **Disney ZOOTOPIA**



The graphic where the lead character is sitting on a beach chair in a Hawaiian shirt.

The graphic where one of the lead characters, Nick Wilde, is sitting on a beach chair in a Hawaiian shirt.

This was featured in the book released on October 26, 2014.

Zootopia was released in 2016.

75. **Hawaiian Shirt Comparison**

**SECRET AGENT OOK9** VS **Disney ZOOTOPIA**



OOK9: Wears a Hawaiian shirt.

Nick Wilde: Wears a Hawaiian shirt.



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Scene in the 2007 screenplay, p. 49.	It is believed that the development of Nick Wilde began in 2013.
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76. **Animal News Anchor/Reporter Comparison**



Animal news reporters report the news in Secret Agent 00K9.	Animal news reporters report the news in Zootopia.
The visual was posted on the website in 2014. Animals reporting the news was on the 2007 screenplay	Zootopia was released in 2016.

77. **Pelican Brief Case Comparison**

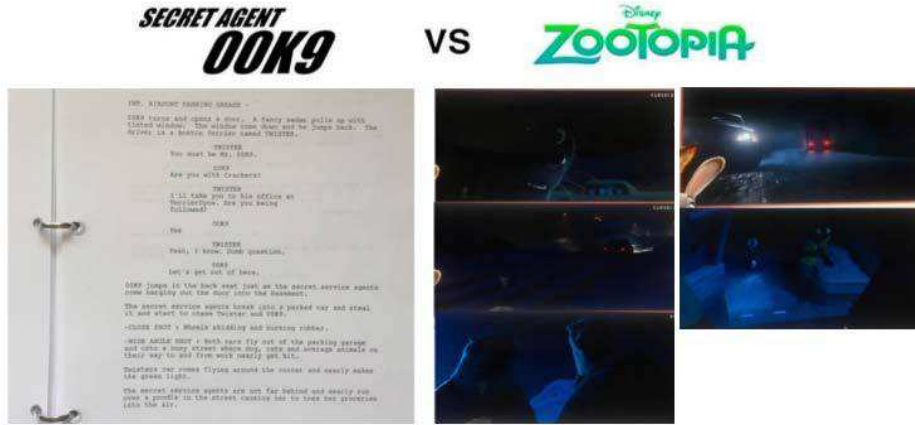


The lead character uses a Pelican style briefcase.	The lead characters use a Pelican style briefcase.
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This graphic was on the website in 2014.	Zootopia was released in 2016.
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**78. Tinted Sedan Comparison**



The lead character takes a ride in a sedan with tinted windows that is driven by an animal character.	The lead characters take a ride in a sedan with tinted windows that is driven by an animal character.
This was featured in the 2007 screenplay.	Zootopia was released in 2016.

**79. Cell Phone Comparison**



The lead character uses video phone wristwatch to communicate.	A cellphone is used to record a conversation.
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<p>This was in the comic book that was released on Amazon on October 26, 2014.</p>	<p>This was in the Zootopia book that was released in 2016.</p>
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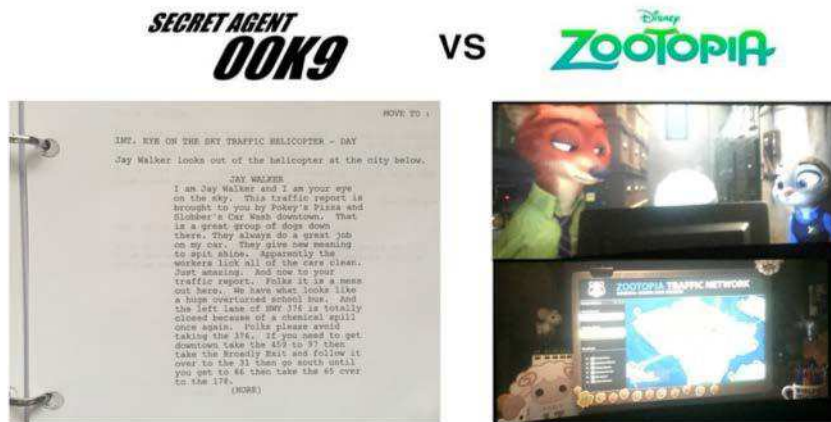
80. Villain Arrest Comparison



<p>The graphic of the villains being arrested where the villains are escorted by the large police officer.</p>	<p>One of the villains, the mayor, is escorted by the large police officer.</p>
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<p>This was featured in the book released on October 26, 2014.</p>	<p>Zootopia was released in 2016.</p>
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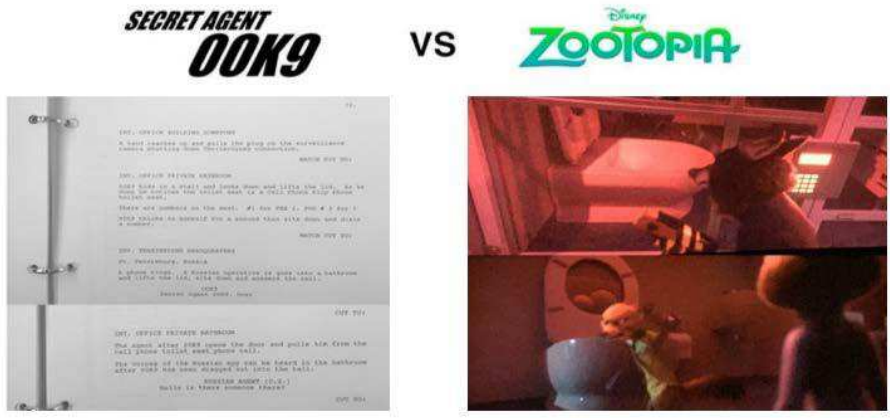
81. Animal Traffic Comparison



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Traffic being reported by the Eye on the Sky Traffic Reporter.	Nick and Judy check the traffic network.
Scene in the 2007 screenplay, pp. 12, 41.	Zootopia released in 2016.

82. Toilet Humor Comparison



Comedic toilet vs cell phone relationship with a toilet/cell phone hybrid for what goes down the toilet	Comedic toilet vs cell phone relationship with Judy putting her cell phone into a ziplock bag so they can escape by going down the toilet
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Scene in the 2007 screenplay, p. 14.	Zootopia released in 2016.
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Comparison of Character Traits

83. Numerous characters in *Secret Agent 00K9* and the Film share substantial and/or strikingly similar character traits.

84. 00K9 (*Secret Agent 00K9*) and Nick (the Film/Zootopia Books) both care about money. *See Exhibit G.*

85. Tinky Bigmoore (*Secret Agent 00K9*) and Judy (the Film/Zootopia Books) have perseverance and are tenacious, shrewd, and wily. *See Exhibit H.*

86. Flea Bag (*Secret Agent 00K9*) and Finnick (the Film/Zootopia Books) both care about the lead character, in the case of Flea Bag, 00K9, and in the case of Finick, Nick as well as both are smart, competent and can think outside the box. *See Exhibit I.*

1           87. Midnight Cat Burglar (*Secret Agent 00K9*) and Duke Weaselton (the  
2 Film/Zootopia Books) both are both are very flexible thieves with inside information  
3 needed by the protagonists. See **Exhibit J**.

4           88. Arthur Wetbottom (*Secret Agent 00K9*) and M. Big (the Film/Zootopia  
5 Books) both care about their respective families, specifically their respective  
6 daughters. See **Exhibit K**.

7           89. It is true that the entire storyline and all of the characters in the Film are  
8 not identical to those in *Secret Agent 00K9* (e.g., (a) slight changes in the species of  
9 animal from one to another, but the change was from one animal to a very similar  
10 animal with similar physical characteristics as the original and nearly identical roles,  
11 or (b) adding a new character (a bunny), and using her to introduce watchers to the  
12 land of Zootopia, but the number and nature of similarities in plot, themes, dialogue,  
13 mood, setting, pace and characters, coupled with proof of Defendants’ access and  
14 receipt of the copyrighted works, are too numerous to be considered mere  
15 coincidence. The extent and nature of copying (and modifying) are too substantial  
16 to be more likely independently created—and, this is without any discovery yet.

17           90. Plaintiff is not claiming that each of the protectable elements in their  
18 works, standing alone, extend copyright protection to such things as “an entirely  
19 animal world,” nor “an anthropomorphized animal world,” nor “ world in which  
20 animals all wear clothing,” nor “a world in which the animals have modern jobs that  
21 correspond to human jobs,” nor “a world in which a protagonist is a canine,” nor a  
22 storyline that involves “a society-ending mystery,” nor one containing the common  
23 themes of love and friendship. Rather, in this case, Plaintiff provided his original  
24 and highly-developed plot, themes, dialogue, mood, setting, pace sequence of  
25 events, storyline, and characters to Defendants, and Defendants, some nine (9) years  
26 later, released a film a work that includes the *combination* of these same substantial  
27 and/or striking similarities, including:

28           a. An all animal world (both).

- 1 b. Anthropomorphic animals (both).
- 2 c. Wearing clothes (both).
- 3 d. Having modern human jobs (both).
- 4 e. A storyline involving a canine protagonist (both fox vs dog).
- 5 f. That protagonist is known for wearing black suits and Hawaiian shirts
- 6 (both).
- 7 g. Where the protagonists are police detectives (or would-be detectives)
- 8 in one and a spy detective in another.
- 9 h. Where the protagonists are in charge of fighting crime.
- 10 i. Where the protagonists are engaged in solving a mystery, in one on
- 11 behalf of the police (ZPD), and in the other on behalf of a spy agency
- 12 (TerrierDyne).
- 13 j. Where the mystery unwinds to involve a toxic gas in one and a toxic
- 14 chemical in the other.
- 15 k. Where release of the toxic gas/chemical will destroy the lives and/or
- 16 livelihoods of the animal worlds (both).
- 17 l. Where the toxic gas/chemical is ultimately neutralized into
- 18 harmlessness.
- 19 m. Where all of the characters celebrate at the end at a big show (movie
- 20 premier in one and concert in the other).
- 21 n. Where both feature villains as skinny animals with bushy fur, who are
- 22 female, and are trimmed to have an afro hairstyle (a sheep on one and
- 23 a poodle in the other), who also tote hand guns as their weapons, and
- 24 both are assistants to more powerful males.
- 25 o. Where both feature animals wearing gas masks.
- 26 p. Where both feature head cops as large imposing animals (bear in one,
- 27 bull in the other).
- 28 q. Where both feature animals as scientist characters with specialized jobs

1 wearing lab coats and carrying clipboards.

- 2 r. Where both feature svelte and curvaceous celebrity stars, a singer in  
3 one, and an actress in the other.
- 4 s. Where both feature various vignettes, with the protagonists in one  
5 trying to catch a slinky, sneaky thief (weasel), and the other a slinky,  
6 sneaky thief (cat burglar), and where small rodents work en masse like  
7 businessmen in suits, rats in one, hamsters in the other.
- 8 t. Where both protagonists are tied up while a protagonist discusses a bad  
9 business deal that he had with another character.
- 10 u. Where both have interruptions in the story to cover news reports, which  
11 reports are then used as an aid to solve the crime.
- 12 v. Where in both the protagonist's friend is a small rodent.
- 13 w. Where a key theme in one, the land, Zootopia, is divided into different  
14 climatological zones that the protagonists must travel through to solve  
15 the mystery, and a key theme in the other is that the land, the animal  
16 world, is divided into different countries typified by differing climates  
17 that the protagonist must travel through to solve the mystery.
- 18 x. Where in both the villains have secret island compounds surrounded by  
19 water and with mountains, where they have stored their secret chemical  
20 or stored the animals exposed to the toxin, and where the protagonists  
21 have to travel.
- 22 y. Where in both the protagonists suffer betrayal by someone close to  
23 them.
- 24 z. Where the protagonists are involved in multiple chase scenes by the  
25 villains.
- 26 aa. Where in both the protagonists have to go to a large mansion.
- 27 bb. Where in both the protagonists go to an ominous building guarded by  
28 Rottweilers in one and German Shepherds in the other (in an

1 anthropomorphic world, there is no requirement that dogs still guard  
2 buildings).

3 cc. And, when expanding out on Defendants further uses of Plaintiff’s  
4 work, Defendants’ books, the protagonists go through a secret entrance  
5 to meet with a rodent who has a fine taste in cheese.

6 91. In sum and substance, the nature of the infringement in this case goes  
7 beyond one or two or three, or a dozen similarities, or just the natural consequences  
8 of what physical characteristics every anthropomorphic work has. This was theft of  
9 the combination of protectable elements, all without credit or remuneration. The  
10 facts presently known show that Defendants accessed and used Plaintiff’s works for  
11 their creation of the Film, and they should be held accountable.

12 **CONCLUSION**

13 92. Once all the remarkable similarities between Zootopia and Plaintiff’s  
14 *Secret Agent 00K9* are demonstrated, there should be no question that Defendants  
15 wrongfully appropriated Plaintiff’s protected ideas, artwork, plot and storyline when  
16 they produced Zootopia.

17 **FIRST COUNT**

18 **(Copyright Infringement (17 U.S.C. 101, et seq.))**

19 **Against All Defendants**

20 93. Plaintiff repeats and realleges the allegations in Paragraphs 1 through  
21 92 as fully set for herein.

22 94. Plaintiff is the sole owner of the copyright in an original work that is  
23 fixed in a tangible media of expression. *Secret Agent 00K9* was completed in 2007  
24 and was issued a certificate of registration for copyright, Copyrights related to  
25 Plaintiff’s *Secret Agent 00K9* works are PA 1-988-391 (“The Fact & The Furriest”  
26 graphic work), PA 1-988-404 (“The Bone Ultimatum” graphic work), PA 1-988-407  
27 (“Canine Royale” graphic work), TXu 1-944-482 (Script/Screenplay), PA 1-996-  
28 982 (Production/Artwork), TXu 2-002-276 (Script/Screenplay), and PA 2-002-378



1 (“Canine Royale” script/screenplay). Copies of these copyright registrations from  
2 the Copyright Office’s Public Catalog are attached hereto as **Exhibit B**.

3 95. Upon information and belief, Defendants have produced, reproduced,  
4 and prepared a derivative work (Zootopia) based upon, distributed, and publicly  
5 displayed Plaintiff’s protected work or derivatives of Plaintiff’s protected work  
6 (*Secret Agent 00K9*) without Plaintiff’s consent. The derivative work includes the  
7 Film and the Zootopia Books.

8 96. Defendants’ infringement has been undertaken knowingly, and with  
9 intent to financially gain from Plaintiff’s protected copyrighted work. Defendants  
10 have failed to exercise their right and ability to supervise persons within their control  
11 to prevent infringement, and they did so with intent to further their financial interest  
12 in the infringement of *Secret Agent 00K9*. Accordingly, Defendants have directly,  
13 contributorily, and vicariously infringed Plaintiff’s copyrighted work.

14 97. Because of Defendants’ infringing acts Plaintiff is entitled to actual  
15 damages and Defendants’ profits attributable in an amount to be proven at trial and  
16 all other relief allowed under the Copyright Act.

17 **SECOND COUNT**

18 **(Breach of Implied-in-Fact Contract)**

19 **Against All Defendants**

20 98. Plaintiff repeats and realleges the allegations in Paragraphs 1 through  
21 97 as fully set for herein.

22 99. In deciding whether a contract was created, the Court will consider the  
23 conduct and relationship of the parties as well as all of the circumstances of the case.  
24 “An implied-in-fact contract is based on the conduct of the parties.” *Unilab*  
25 *Corporation v. Angeles-IPA* (2016) 244 Cal.App.4th 622, 636 [198 Cal.Rptr.3d  
26 211].

27 100. In the entertainment industry, it is standard to receive compensation for  
28 the use of a party’s pitched ideas. *Hutchinson v. Deutsche Bank Securities Inc.* (2d

1 Cir. 2011) 647 F.3d 479, 481. California has long held implied-in-fact contracts  
2 enforceable when a writer pitches an idea and a studio uses it without compensating  
3 the writer. *Desny v. Wilder* (1956) 46 Cal.2d 715.

4 101. The circumstances of Plaintiff’s meeting with Defendants,  
5 correspondence with Adam Hancock, and various other agents employed by  
6 Defendants shows that Plaintiff intended to pitch his idea to Defendants.

7 102. Defendants then used Plaintiff’s pitch in the Film and the Zootopia  
8 Books.

9 103. Plaintiff understood at the time that fair compensation for the use of  
10 their pitch would be equivalent to the industry standard amount for compensation.  
11 This amount will be proven at time of trial.

12 **THIRD COUNT**

13 **(Unfair Competition (Cal. Bus. & Prof. Code Section 17200, et seq.))**

14 **Against All Defendants**

15 104. Plaintiff repeats and realleges the allegations in Paragraphs 1 through  
16 103 as fully set for herein.

17 105. Section 17200 of the California Business and Professions Code  
18 prohibits unfair competition, including “any unlawful, unfair, or fraudulent business  
19 act or practice...”

20 106. By engaging in the alleged conduct, Defendants have engaged in  
21 unlawful, unfair, or fraudulent business acts of unfair competition in violation of  
22 Cal. Bus. & Prof. Code Section 17200, et seq. This conduct includes Defendants’  
23 unauthorized use of Plaintiff’s copyrighted work and when Defendants stole  
24 Plaintiff’s ideas, characters and movie plot through correspondence and by leading  
25 Plaintiff to believe that Defendants were interested in a collaborative effort in  
26 producing or distributing Plaintiff’s film.

27 107. As an actual and proximate result of Defendants’ unfair competition,  
28 Defendants have unjustly enriched themselves by, among other things, obtaining

1 profits, depriving Plaintiff of the compensation to which he is rightly entitled, and  
2 taking credit for Plaintiff's original work. Plaintiff is thus entitled to restitution of  
3 such sums in an amount to be proven at trial.

4 **FOURTH COUNT**

5 **(Conversion)**

6 **Against All Defendants**

7 108. Plaintiff repeats and realleges the allegations in Paragraphs 1 through  
8 107 as fully set for herein.

9 109. Plaintiff owns the copyrights copyrighted works identified  
10 hereinabove, including the plot, characters, and ideas.

11 110. Defendants substantially interfered with Plaintiff's property by  
12 knowingly and/or intentionally stealing Plaintiff's plot, characters, and ideas and  
13 releasing their movie Zootopia, claiming it to be their own creation.

14 111. Plaintiff did not consent to Defendants theft and use of his copyrighted  
15 works.

16 112. Plaintiff was harmed by Defendants theft and use of his copyrighted  
17 works.

18 113. By performing the foregoing acts, Defendants acted with the intent to  
19 injure Plaintiff and acted with malice, oppression, and/or fraud. Alternatively, the  
20 acts of Defendants were despicable and in conscious disregard of the probability of  
21 damage to Plaintiff and, thus, the conduct alleged herein support an award of  
22 punitive damages. To the extent that such acts by entity Defendants were  
23 conducted through their employees, those employees were either the entity's  
24 officers, directors or managing agents of, or such officers, directors or managing  
25 agents of the entity defendant were aware in advance that such conduct would occur,  
26 exhibited conscious disregard for the rights of others in employing the employee, or  
27 directed or ratified such conduct by its employee(s).

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**FIFTH COUNT**

**(Breach of Confidence)**

**Against all Defendants**

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4 114. Plaintiff repeats and realleges the allegations in Paragraphs 1 through  
5 113 as fully set for herein.

6 115. Plaintiff and Defendants entered into a confidential relationship, based  
7 on their conduct whereby Plaintiff provided Defendants with access to Plaintiff's  
8 confidential and novel ideas and materials for Secret Agent 00K9 in consideration  
9 for Defendants' obligation not to use, disclose, or divulge those ideas or materials  
10 without Plaintiff's permission and without payment and credit to Plaintiff for any  
11 use or disclosure of those ideas and materials.

12 116. Defendants requested and were provided Plaintiff's confidential  
13 disclosures, knowing that the ideas and materials were novel and were being  
14 disclosed in confidence, and that the use or disclosure of any of Plaintiff's novel  
15 ideas or materials in any motion picture, television program, literary work,  
16 merchandise, or otherwise, whether by Defendants or any of their affiliates, carried  
17 with an obligation to, *inter alia*, compensate and credit Plaintiff for such use.

18 117. Plaintiff provided (at Defendants' request) and Defendants accepted  
19 Plaintiff's confidential and novel ideas and materials pursuant to custom and practice  
20 in the entertainment industry of disclosing creative ideas and materials to producers  
21 and studios in consideration for maintaining their confidentiality and no using,  
22 disclosing, or divulging those ideas or materials without the other party's permission  
23 and crediting the other party if any of the ideas or materials are used or disclosed.

24 118. Defendants' conduct implied and led Plaintiff to reasonably believe that  
25 Defendants would not sue, disclose, or divulge those ideas or materials without  
26 Plaintiff's permission and would compensate and credit Plaintiff if Defendants or  
27 any of their affiliates used or disclosed any of Plaintiff's ideas or materials in any  
28 motion picture, television program, literary work, merchandise, marketing, or

1 otherwise.

2 119. Plaintiff performed all conditions, covenants, and promises required to  
3 be performed on his part in accordance with their agreement with Defendants

4 120. Defendants breached, and continue to breach, their confidence with  
5 Plaintiff by using, disclosing, and divulging those ideas and materials in the Film  
6 and elsewhere, including but not limited to, in books, in merchandise, in marketing,  
7 and otherwise, without Plaintiff's permission and without compensating or crediting  
8 Plaintiff.

9 121. As an actual and proximate result of Defendants' material breaches of  
10 confidence, Plaintiff has suffered, and will continue to suffer, damages in an amount  
11 to be proved at trial, but which exceeds the jurisdictional minimum of this Court.

12 122. By performing the foregoing acts, Defendants acted with the intent to  
13 injure Plaintiff and acted with malice, oppression, and/or fraud. Alternatively, the  
14 acts of Defendants were despicable and in conscious disregard of the probability of  
15 damage to Plaintiff and, thus, the conduct alleged herein support an award of  
16 punitive damages. To the extent that such acts by entity Defendants were  
17 conducted through their employees, those employees were either the entity's  
18 officers, directors or managing agents of, or such officers, directors or managing  
19 agents of the entity defendant were aware in advance that such conduct would occur,  
20 exhibited conscious disregard for the rights of others in employing the employee, or  
21 directed or ratified such conduct by its employee(s).

22 **PRAYER**

23 WHEREFORE, Plaintiff prays for relief as follows:

- 24 1. Plaintiff be awarded damages and profits of Defendants resulting  
25 from Defendants' unlawful acts;
- 26 2. Plaintiff be awarded punitive damage based on Defendants willful,  
27 malicious and unlawful conduct;
- 28 3. An accounting be made for all profits, income, receipts or other

- 1 benefits derived by Defendants' infringement on Plaintiff's
- 2 copyrighted work;
- 3 4. Attorneys' fees according to proof;
- 4 5. Costs of suit incurred herein; and
- 5 6. Such other relief as the Court deems just and proper.
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9 DATED: June 18, 2019

**ENCORE LAW GROUP LLP  
FOLEY BEZEK BEHLE & CURTIS, LLP**

10  
11  
12 By: s/ Justin P. Karczag  
13 Justin P. Karczag  
14 Muhammed T. Hussain  
15 Roger N. Behle, Jr.  
16 *Attorneys for Plaintiff*  
17 BRIAN NEIL HOFF  
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**DEMAND FOR JURY TRIAL**

Plaintiff hereby demands a Jury Trial for all claims that can be tried by a jury.

DATED: June 18, 2019

**ENCORE LAW GROUP LLP  
FOLEY BEZEK BEHLE & CURTIS, LLP**

By: s/ Justin P. Karczag

Justin P. Karczag  
Muhammed T. Hussain  
Roger N. Behle, Jr.  
*Attorneys for Plaintiff*