

ORIGINAL

1 QUINN EMANUEL URQUHART
 & SULLIVAN, LLP
 2 Gary E. Gans (Cal. Bar No. 89537)
 garygans@quinnemanuel.com
 3 Jeffery D. McFarland (Cal. Bar No. 157628)
 jeffmcfarland@quinnemanuel.com
 4 Shahin Rezvani (Cal. Bar No. 199614)
 shahinrezvani@quinnemanuel.com
 5 Aaron H. Perahia (Cal. Bar No. 304554)
 aaronperahia@quinnemanuel.com
 6 865 South Figueroa Street, 10th Floor
 Los Angeles, California 90017
 7 Telephone: (213) 443-3000
 Facsimile: (213) 443-3100
 8

FILED
 Superior Court of California
 County of Los Angeles

FEB 13 2018

Sherri R. Carter, Executive Officer/Clerk
 By M. Soto, Deputy
 Moses Soto

9 Attorneys for Plaintiff
 Esplanade Productions, Inc.
 10

11 SUPERIOR COURT OF THE STATE CALIFORNIA
 12 FOR THE COUNTY OF LOS ANGELES

13 ESPLANADE PRODUCTIONS, INC., a
 California corporation,
 14

CASE NO.: **BC 693809**

Plaintiff,

COMPLAINT FOR:

vs.

- (1) BREACH OF IMPLIED-IN-FACT CONTRACT;
- (2) BREACH OF CONFIDENCE;
- (3) UNFAIR COMPETITION

16 THE WALT DISNEY COMPANY, a
 Delaware corporation; DISNEY
 17 ENTERPRISES, INC., a Delaware
 corporation; WALT DISNEY PICTURES,
 18 a California corporation; ABC, INC., a
 New York corporation; BUENA VISTA
 19 HOME ENTERTAINMENT, Inc., a
 California corporation; DISNEY
 20 CONSUMER PRODUCTS, INC., a
 California corporation; DISNEY
 21 CONSUMER PRODUCTS AND
 INTERACTIVE MEDIA, INC., a
 22 California corporation; DISNEY BOOK
 GROUP, LLC, a Delaware limited liability
 23 company; BUENA VISTA BOOKS, INC.,
 a California corporation; DISNEY
 24 INTERACTIVE STUDIOS, INC., a
 California corporation; DISNEY STORE
 25 USA, LLC, a Delaware limited liability
 company; DISNEY SHOPPING, INC., a
 26 Delaware corporation; and DOES 1
 through 10, inclusive,
 27

JURY TRIAL DEMANDED

Defendants.

ORIGINAL

02743222018

CIT/CASE: BC693809
LEA/DEF#:

RECEIPT #: CCH524880060
DATE PAID: 02/13/18 10:35 AM
PAYMENT: \$435.00 310

RECEIVED:
CHECK: \$435.00
CASH: \$0.00
CHANGE: \$0.00
CARD: \$0.00

02/13/18
10:35 AM
CCH524880060
\$435.00
310

Deadline

th-0

1 Plaintiff Esplanade Productions, Inc. ("Esplanade") alleges:

2
3 **INTRODUCTION**

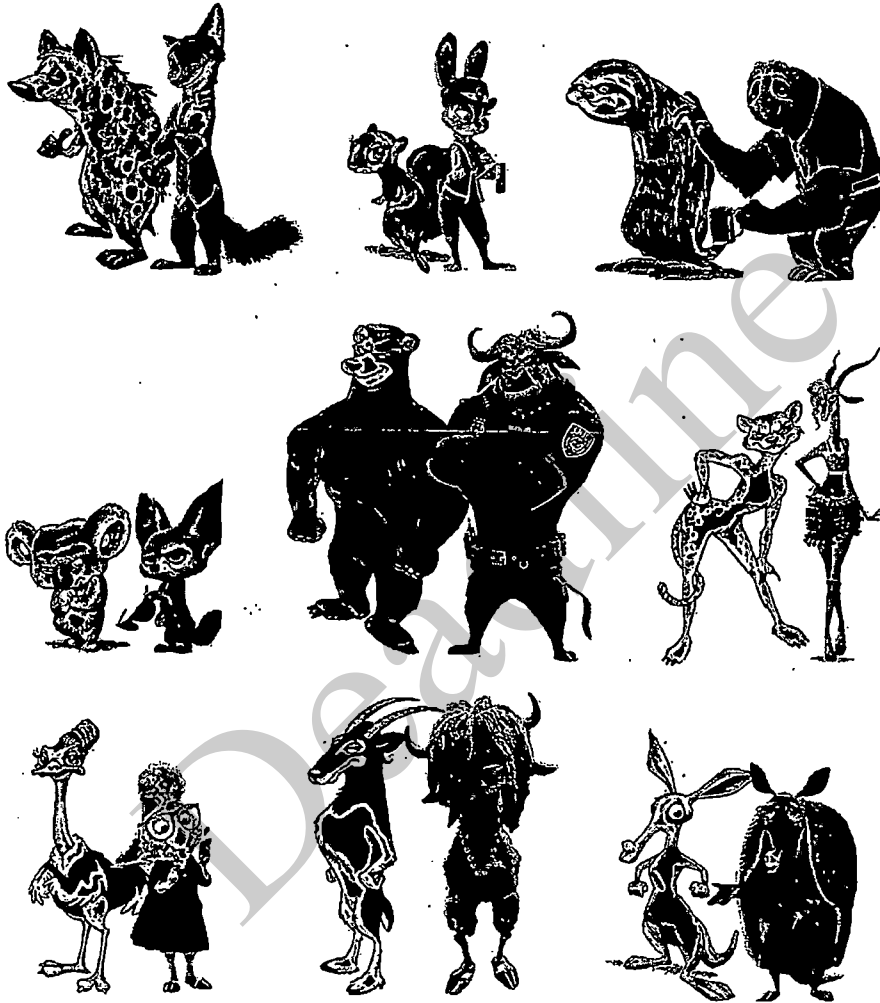
4 1. Although The Walt Disney Company rigorously acts to protect its own
5 intellectual property, it apparently has developed business policies and a corporate culture
6 that accept and encourage the unauthorized, and uncompensated, use of others' work.
7 Byron Howard, the co-director and co-writer of the Disney animated motion picture,
8 *Zootopia*, has said: "Don't worry if you feel like you're copying something, because if it
9 comes through you, it's going to filter through you and you're going to bring your own
10 unique perspective to it."

11 2. Esplanade is informed and believes, and on that basis alleges, that
12 Defendants' appropriation of others' intellectual property is a practice that has generated
13 tremendous revenues: They did it with *The Lion King* when they used Osamu Tezuka's
14 *Kimba The White Lion*; they did it with *Toy Story* when they used Jim Henson's *The*
15 *Christmas Toy*; they did it with *Monsters, Inc.* when they used Stanley Mouse's *Wise*
16 *G'Eye*; they did it with *Up* when they used Yannick Banchereau's *Above Then Beyond*;
17 they did it with the *Frozen* trailer when they used Kelly Wilson's *The Snowman*; and, they
18 did it with *Inside Out* when they used Frédéric Mayer's and Cédric Jeanne's *Cortex*
19 *Academy*.

20 3. They did it with *Zootopia*, too, when they copied Esplanade's *Zootopia*.
21 Twice, in 2000 and 2009, Esplanade submitted to Defendants its *Zootopia* franchise.
22 Esplanade provided a treatment, a synopsis, character descriptions, character illustrations,
23 and other materials. Esplanade disclosed these materials in confidence and with the
24 understanding Defendants would compensate Esplanade if they used or disclosed any of
25 the ideas or materials. Instead of lawfully acquiring Esplanade's work, Defendants said
26 they were not interested. Thereafter, however, Defendants used Esplanade's work. They
27 used, *inter alia*, Esplanade's artwork, dialogue, characters (both character traits and
28 designs), themes, settings, and plot structure. They even took its title, *Zootopia*.

1 Defendants' use of Esplanade's character designs and artwork for the ensemble cast is
2 shown by the side-by-side comparison below:

3
4 Comparison of the Characters in the Goldman Zootopia (L) and Disney Zootopia (R)



23
24
25
26
27
28

1 4. By this action, Esplanade seeks to hold Defendants responsible for their
2 unauthorized and uncompensated use of Esplanade's work.

3
4 **JURISDICTION AND VENUE**

5 5. This Court has jurisdiction over this action, and venue in this Court is proper,
6 because, *inter alia*, the contract that is the subject of this action was to be performed in the
7 County of Los Angeles, State of California.

8 6. The Court has personal jurisdiction over Defendants because they reside
9 and/or conduct business in the State of California, and more specifically, in the County of
10 Los Angeles.

11
12 **PARTIES**

13 7. Esplanade is, and at all times mentioned herein was, a corporation duly
14 organized and existing under the laws of the State of California, with its principal place of
15 business in Los Angeles, California. Esplanade was incorporated in 1984 by Gary
16 Goldman, a motion picture writer, director and producer, to produce motion pictures and
17 provide Goldman's services as a writer, director, and producer. Goldman has since been
18 Esplanade's Chief Executive Officer, director, employee, and sole shareholder.

19 8. Esplanade is informed and believes, and on that basis alleges, that Defendant
20 The Walt Disney Company is, and at all times mentioned herein was, a corporation duly
21 organized and existing under the laws of the State of Delaware and qualified to do business
22 in the State of California, with its principal place of business in Burbank, California.

23 9. Esplanade is informed and believes, and on that basis alleges, that Defendant
24 Disney Enterprises, Inc. is, and at all times mentioned herein was, a corporation duly
25 organized and existing under the laws of the State of Delaware and qualified to do business
26 in the State of California, with its principal place of business in Burbank, California.

27 Esplanade is further informed and believes, and on that basis alleges, that Disney
28 Enterprises, Inc. is a subsidiary of The Walt Disney Company. Esplanade is further

1 informed and believes, and on that basis alleges, that Disney Enterprises, Inc.'s primary
2 business activity is the licensing of intellectual property rights related to motion pictures
3 and television programs produced by its affiliates and/or subsidiaries.

4 10. Esplanade is informed and believes, and on that basis alleges, that Defendant
5 Walt Disney Pictures is, and at all times mentioned herein was, a corporation duly
6 organized and existing under the laws of the State of California, with its principal place of
7 business in Burbank, California. Esplanade is further informed and believes, and on that
8 basis alleges, that Walt Disney Pictures is a subsidiary of Disney Enterprises, Inc.
9 Esplanade is further informed and believes, and on that basis alleges, that Walt Disney
10 Pictures' primary business activity is the development and production of motion pictures.

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

19 12. Esplanade is informed and believes, and on that basis alleges, that Defendant
20 Buena Vista Home Entertainment, Inc. is, and at all times mentioned herein was, a
21 corporation duly organized and existing under the laws of the State of California, with its
22 principal place of business in Burbank, California. Esplanade is further informed and
23 believes, and on that basis alleges, that Buena Vista Home Entertainment, Inc. is a
24 subsidiary of Disney Enterprises, Inc. Esplanade is further informed and believes, and on
25 that basis alleges, that Buena Vista Home Entertainment, Inc.'s primary business activity
26 consists of distributing Blu-ray Discs and DVDs of motion pictures produced by affiliated
27 entities.

28

1 13. Esplanade is informed and believes, and on that basis alleges, that Defendant
2 Disney Consumer Products, Inc. is, and at all times mentioned herein was, a corporation
3 duly organized and existing under the laws of the State of California, with its principal
4 place of business in Burbank, California. Esplanade is further informed and believes, and
5 on that basis alleges, that Disney Consumer Products, Inc. is a subsidiary of Disney
6 Enterprises, Inc. Esplanade is further informed and believes, and on that basis alleges, that
7 Disney Consumer Products, Inc.'s primary business activity is the licensing of intellectual
8 property rights for exploitation by third parties.

9 14. Esplanade is informed and believes, and on that basis alleges, that Defendant
10 Disney Consumer Products and Interactive Media, Inc. is, and at all times mentioned
11 herein was, a corporation duly organized and existing under the laws of the State of
12 California, with its principal place of business in Burbank, California. Esplanade is further
13 informed and believes, and on that basis alleges, that Disney Consumer Products and
14 Interactive Media, Inc. is a subsidiary of Disney Enterprises, Inc. Esplanade is further
15 informed and believes, and on that basis alleges, that Disney Consumer Products and
16 Interactive Media, Inc.'s primary business activity is the licensing of intellectual property
17 rights for exploitation by third parties.

18 15. Esplanade is informed and believes, and on that basis alleges, that Defendant
19 Disney Book Group, LLC is, and at all times mentioned herein was, a limited liability
20 company duly organized and existing under the laws of the State of Delaware, with its
21 principal place of business in Burbank, California. Esplanade is further informed and
22 believes, and on that basis alleges, that Disney Book Group, LLC is a subsidiary of Disney
23 Enterprises, Inc. Esplanade is further informed and believes, and on that basis alleges, that
24 Disney Book Group, LLC's primary business activity is the distribution, marketing, and
25 selling of publications related to motion pictures produced by its affiliated entities.

26 16. Esplanade is informed and believes, and on that basis alleges, that Defendant
27 Buena Vista Books, Inc. is, and at all times mentioned herein was, a limited liability
28 company duly organized and existing under the laws of the State of California, with its

1 principal place of business in Burbank, California. Esplanade is further informed and
2 believes, and on that basis alleges, that Buena Vista Books, Inc. is a subsidiary of Disney
3 Enterprises, Inc. Esplanade is further informed and believes, and on that basis alleges, that
4 Buena Vista Books, Inc.'s primary business activity is the distribution, marketing, and
5 selling of publications related to motion pictures produced by its affiliated entities.

6 17. Esplanade is informed and believes, and on that basis alleges, that Defendant
7 Disney Interactive Studios, Inc. is, and at all times mentioned herein was, a corporation
8 duly organized and existing under the laws of the State of California, with its principal
9 place of business in Burbank, California. Esplanade is further informed and believes, and
10 on that basis alleges, that Disney Interactive Studios, Inc. is a subsidiary of Disney
11 Enterprises, Inc. Esplanade is further informed and believes, and on that basis alleges, that
12 Disney Interactive Studios, Inc.'s primary business activity is the publication and
13 distribution of video games related to motion pictures produced by its affiliated entities.

14 18. Esplanade is informed and believes, and on that basis alleges, that Defendant
15 Disney Store USA, LLC is, and at all times mentioned herein was, a limited liability
16 company duly organized and existing under the laws of the State of Delaware, with its
17 principal place of business in Burbank, California. Esplanade is further informed and
18 believes, and on that basis alleges, that Disney Store USA, LLC is a subsidiary of Disney
19 Enterprises, Inc. Esplanade is further informed and believes, and on that basis alleges, that
20 Disney Store USA, LLC's primary business activity is the operation of retail stores that
21 sell merchandise related to motion pictures produced by its affiliated entities.

22 19. Esplanade is informed and believes, and on that basis alleges, that Defendant
23 Disney Shopping, Inc. is, and at all times mentioned herein was, a corporation duly
24 organized and existing under the laws of the State of Delaware, with its principal place of
25 business in Burbank, California. Esplanade is further informed and believes, and on that
26 basis alleges, that Disney Shopping, Inc. is a subsidiary of Disney Enterprises, Inc.
27 Esplanade is further informed and believes, and on that basis alleges, that Disney
28 Shopping, Inc.'s primary business activity is the operation of an Internet-based store

1 (http://disneystore.com) that sells merchandise related to motion pictures produced by its
2 affiliated entities.

3 20. The true names and capacities of Defendants Does 1 through 10, inclusive, are
4 presently unknown to Esplanade, who therefore sues said Defendants by such fictitious
5 names. Esplanade is informed and believes, and on that basis alleges, that each of the
6 fictitiously named defendants is responsible in some manner for the matters alleged herein.
7 Esplanade will amend this Complaint to state the true names and capacities of Does 1
8 through 10 when they are ascertained.

9 21. Esplanade is informed and believes, and on that basis alleges, that at all times
10 mentioned herein, each Defendant acted as the actual or ostensible agent, employee, and/or
11 co-conspirator of each other Defendant and, in performing the actions alleged herein, acted
12 in the course and scope of such agency, employment, and/or conspiracy. Esplanade is
13 further informed and believes, and on that basis alleges, that each Defendant succeeded to,
14 assumed the liabilities of, and/or ratified the actions of each other Defendant with respect
15 to the matters alleged herein.

16
17 **FACTUAL BACKGROUND**

18 **I. Goldman Is an Experienced and Successful Writer, Director, and Producer of**
19 **Commercially and Critically Acclaimed Motion Pictures**

20 22. Goldman, the principal of Esplanade, has been a successful motion picture
21 writer, director, and producer for over 30 years. After graduating from Brandeis
22 University in 1975, Goldman studied filmmaking at the University of California, Los
23 Angeles. Goldman then directed two critically acclaimed documentary films: *Degas in*
24 *New Orleans*, which was invited to the Cannes Film Festival, and *Yes, Ma'am*, about
25 relationships between New Orleans domestic workers and their employers, which won first
26 prize at the American Film Festival.

27 23. Goldman later wrote screenplays for major motion pictures, including *Big*
28 *Trouble in Little China*, *Total Recall*, *Navy Seals*, and *Next*. Goldman also worked as a

1 script doctor for other major motion pictures, including *Basic Instinct*, *Waterworld*, and
2 *Judge Dredd*. In addition, Goldman has produced major motion pictures such as
3 *Minority Report* and *Next*.

4 24. Goldman has long worked on commercially and critically successful motion
5 pictures. The motion pictures mentioned above have grossed over one billion dollars, with
6 some breaking box office records upon release. Many also have received widespread
7 critical praise – e.g., *Total Recall* and *Minority Report* are often listed among the best
8 science fiction motion pictures of all time.

9 25. Goldman also has conceived and worked on motion pictures that became
10 franchises and generated revenues from ancillary markets and merchandising. For
11 example, *Big Trouble in Little China* generated revenues from merchandise such as
12 clothing, action figures, comic books, and video games; *Total Recall* was remade into a
13 2012 motion picture, spawned a television series, and was made into a video game; and
14 *Minority Report* was made into a television series and a video game.

15 26. Goldman has worked with Hollywood’s “A-List” as well. On the motion
16 pictures mentioned above, Goldman worked with directors such as Steven Spielberg and
17 Paul Verhoeven, as well as some of Hollywood’s biggest actors including Kate Beckinsale,
18 Jessica Biel, Nicholas Cage, Bryan Cranston, Tom Cruise, Colin Farrell, Julianne Moore,
19 Kurt Russell, Arnold Schwarzenegger, Sharon Stone, and Charlie Sheen.

20 27. Goldman also has long worked with the industry’s major studios. He even
21 has worked with Defendants. In 2007, Walt Disney Pictures hired Goldman to write a
22 screenplay for a project known as *Blaze*, created by Marvel comic-book writer Stan Lee.
23 Walt Disney Pictures executive Brigham Taylor oversaw the project. Goldman worked
24 closely with Taylor and Lee. Both liked Goldman’s work: Taylor commissioned optional
25 steps for additional work, and Lee wrote Goldman, “You’re now my favorite writer!”
26
27
28

1 **II. Esplanade Spends Substantial Resources to Create and Develop Zootopia**

2 28. In 2000, Goldman, on behalf of Esplanade, conceptualized, researched,
3 created, developed, and wrote an original artistic work entitled *Zootopia* (the “Goldman
4 *Zootopia*”). Between 2000 and 2009, Goldman further conceptualized, researched,
5 developed, and wrote the Goldman *Zootopia*. The Goldman *Zootopia* is a franchise for
6 motion pictures, television programs, and derivative products based on an animated
7 cartoon world – *i.e.*, *Zootopia* – that metaphorically explores life in America through a
8 fictional community of anthropomorphic animals from around the world who form a
9 diverse, modern, technological, civilized society.

10 29. Esplanade invested substantial time, money, and other resources to create and
11 develop the Goldman *Zootopia*. Among other things, Goldman created and wrote detailed
12 descriptions of the franchise’s main characters, including the characters’ physical
13 appearances, personal histories, and character traits (the “Character Descriptions”).

14 30. Esplanade also engaged an established and experienced animator, character
15 designer, and cartoonist on a work-made-for-hire basis to create the following visual
16 images of the main characters in the Goldman *Zootopia* (the “Character Illustrations”):



23 31. Goldman also wrote a synopsis (the “Synopsis”) and a treatment (the
24 “Treatment”) for the first segment of the project, entitled *Looney*. On August 17, 2000, the
25 Treatment was registered with the Writers Guild of America, West, Inc.

26 32. The first episode of Goldman’s *Zootopia* franchise, called *Looney*, is a mixed
27 live-action/animated feature film about an animator, Zeke Amory, and his relationship with
28 animated characters from the hit television show he created called *Zootopia*. *Zootopia* is

1 the analog of Zeke's life and the expression of his character, mind, and imagination.
2 Goldman intended that *Zootopia* become an animated, multi-episode work, like *Looney*
3 *Tunes*, which he would write and produce.
4

5 **III. Goldman Submits the Goldman Zootopia to Defendants in Confidence and for**
6 **Compensation**

7 33. In the motion picture industry, writers and producers customarily submit ideas
8 and written materials to studios and producers with the understanding that, if any idea or
9 material is used, the studio or producer must compensate the writer and/or producer for the
10 use of the idea or material. Furthermore, writers, studios, and producers generally
11 understand that such ideas and materials are disclosed in confidence and may not be
12 disclosed to others or used beyond the limits of the confidence without the submitting
13 writer or producer's consent. Esplanade and Defendants had such understandings at all
14 material times mentioned in this complaint.

15 34. Although the projects submitted are intended for a general audience, the
16 submissions themselves, including teasers, treatments, synopses, and artwork, have an
17 intended audience of industry professionals. Producers and studio development executives
18 are generally knowledgeable about the motion picture business, including motion picture
19 history and genres, so they can understand the content of what is submitted, despite its
20 brevity and condensed form, and can assess the project's potential for further development
21 and production,
22

23 **A. The 2000 Submission**

24 35. In 2000, Goldman met with Mandeville Films' Chief Executive Officer,
25 David Hoberman, at Defendants' offices in Burbank, California, to pitch the Goldman
26 *Zootopia*. Esplanade is informed and believes, and on that basis alleges, that Hoberman
27 was Walt Disney Studios' former President of Motion Pictures and Mandeville Films had a
28 first-look production contract with Defendants.

1 36. At the time of the meeting, Goldman, Hoberman, and Defendants each had the
2 understandings alleged in Paragraph 33 above. In particular, Goldman, Hoberman, and
3 Defendants understood writers submit ideas and materials to studios and producers in
4 confidence in order to sell those ideas and materials for financial compensation, the
5 meeting was for the purpose of Esplanade offering to sell to Mandeville Films and
6 Defendants the ideas and materials for the Goldman Zootopia, and neither Mandeville
7 Films nor Defendants would use or disclose any of these ideas or materials without
8 compensating Esplanade. Furthermore, they understood Goldman was disclosing the ideas
9 and materials for the Goldman Zootopia to Mandeville Films and Defendants in
10 confidence, with the understanding Mandeville Films and Defendants would maintain that
11 confidence and compensate Esplanade if any of them used or disclosed the ideas or
12 materials. Accordingly, Esplanade had a reasonable expectation that neither Mandeville
13 Films nor Defendants would use or disclose the ideas or materials without its consent or
14 without payment.

15 37. During the meeting at Defendants' offices, Goldman orally presented the
16 ideas and materials for the Goldman Zootopia franchise, including themes, plot, settings,
17 and characters, and showed Hoberman copies of the Character Illustrations and other
18 materials. Hoberman listened to the presentation, viewed some of those materials, and
19 voluntarily accepted copies of those materials. Hoberman responded favorably to the
20 Goldman Zootopia franchise during the meeting. Based on the parties' understandings as
21 alleged above, Goldman gave Hoberman copies of the Character Illustrations in confidence
22 so that Hoberman could further review the materials and provide them to Defendants for
23 their review. Esplanade is informed and believes, and on that basis alleges, that Hoberman
24 provided copies of the materials to Defendants.

25 38. Hoberman subsequently informed Goldman that Mandeville Films and
26 Defendants decided they would not offer to acquire rights in Esplanade's ideas or
27 materials.
28

1 **B. The 2009 Submission**

2 39. By 2009, Goldman had further developed the Goldman Zootopia and decided
3 to try to sell it again. At the time, Goldman was working on *Blaze* with Brigham Taylor
4 who, Esplanade is informed and believes, was Walt Disney Pictures' Executive Vice-
5 President of Production and Development at the time. Because Goldman had this existing
6 relationship with Taylor, Goldman offered to pitch the Goldman Zootopia to Taylor on
7 behalf of Defendants, and Taylor accepted Goldman's offer. On or about February 12,
8 2009, Goldman met with Taylor at Defendants' offices in Burbank, California.

9 40. At the time of the meeting, Goldman, Taylor, and Defendants each had the
10 understandings alleged in Paragraph 33 above. In particular, Goldman, Taylor, and
11 Defendants understood writers and producers submit ideas and materials to studios in
12 confidence in order to sell those ideas and materials for financial compensation, the
13 meeting was for the purpose of Esplanade offering for sale to Defendants the ideas and
14 materials for the Goldman Zootopia, and Defendants would not use or disclose any of the
15 ideas or materials without compensating Esplanade. Furthermore, Taylor knew that
16 Goldman was disclosing his ideas and materials for the Goldman Zootopia to Taylor and
17 Defendants in confidence, with the understanding that Taylor and Defendants would
18 maintain that confidence, and with the understanding that Defendants would compensate
19 Esplanade if any of them used or disclosed any of the ideas or materials. Accordingly,
20 Esplanade had a reasonable expectation that Defendants would not use or disclose its ideas
21 or materials without its consent or without payment.

22 41. During the meeting at Defendants' offices, Goldman orally presented the
23 ideas and materials for the Goldman Zootopia franchise, including themes, plot, settings,
24 and characters, and showed Taylor copies of the Character Descriptions, Character
25 Illustrations, Treatment, Synopsis, and other materials. Taylor listened to the presentation
26 and read some of those materials. At the end of the meeting, Taylor told Goldman that he
27 would show Esplanade's materials to Defendants' animation departments to determine
28 whether Defendants were interested in acquiring rights in the Goldman Zootopia. Based

1 on the parties' understandings as alleged above, Goldman gave Taylor copies of the
2 Character Descriptions, Character Illustrations, Treatment, Synopsis, and other materials in
3 confidence so that Defendants' animation departments could review the materials.

4 42. Taylor, on behalf of Defendants, voluntarily accepted copies of those
5 materials. Esplanade is informed and believes, and on that basis alleges, that Taylor
6 provided copies of those materials to Defendants' animation departments.

7 43. Taylor subsequently informed Goldman that Defendants decided they would
8 not offer to acquire rights in Esplanade's ideas or materials.

9

10 **IV. Defendants Use the Goldman Zootopia**

11 44. Thereafter, Defendants began to develop and produce an animated motion
12 picture entitled *Zootopia* (the "Disney Zootopia"). Esplanade is informed and believes that
13 Disney explored various genres for the picture, starting with the spy genre, then moving to
14 the film noir detective genre, the police procedural genre, and finally the buddy-cop
15 action/comedy genre. In connection with each genre, Disney used ideas and material from
16 the Goldman Zootopia, including themes, characters, and plot. Esplanade is further
17 informed and believes that by 2014, Disney became dissatisfied with the development of
18 the picture, and hired an additional director, Rich Moore, and a new writer, Phil Johnston,
19 who used a large portion of the Goldman Zootopia in the buddy-cop shell story. The
20 finished product, as alleged more fully below, is a hybrid: an adaptation of Goldman's
21 *Looney*, told as an episode of *Zootopia*, with a young female protagonist and a buddy-cop
22 story format.

23 45. Esplanade is informed and believes, and on that basis alleges, that on or about
24 February 11, 2016, Defendants commenced distributing and facilitating the display of the
25 Disney Zootopia to the public internationally. Esplanade is informed and believes, and on
26 that basis alleges, that on or about March 4, 2016, Defendants commenced distributing and
27 facilitating the display of the Disney Zootopia to the public in the United States.

28 Esplanade is informed and believes, and on that basis alleges, that Defendants have

1 distributed and facilitated the display of the Disney Zootopia to the public in over 70
2 countries to date.

3 46. Esplanade is informed and believes, and on that basis alleges, that the Disney
4 Zootopia grossed more than one billion dollars at the theatrical box office. Esplanade is
5 further informed and believes that the Disney Zootopia is the highest-grossing original
6 animated film of all time. On December 11, 2016, the Disney Zootopia won a Critics'
7 Choice Award for Best Animated Feature Film. On January 8, 2017, the Disney Zootopia
8 won a Golden Globe for Best Animated Feature Film. On February 4, 2017, the Disney
9 Zootopia won an Annie Award for Best Animated Feature Film. And, on February 26,
10 2017, the Disney Zootopia won an Academy Award for Best Animated Feature Film.

11 47. Esplanade is informed and believes, and on that basis alleges, that on or about
12 June 7, 2016, Defendants commenced distributing and facilitating the display of the Disney
13 Zootopia to the public by offering it for sale and rental in various non-theatrical forms
14 including, but not limited to, DVDs, Blu-ray Discs, pay-per-view, on-demand, and other
15 Internet-based platforms.

16 48. Esplanade is informed and believes, and on that basis alleges, that in 2016,
17 Defendants commenced displaying the Disney Zootopia characters to the public at theme
18 parks.

19 49. Esplanade is informed and believes, and on that basis alleges, that in or about
20 2016, Defendants commenced producing, reproducing, manufacturing, publishing,
21 distributing, and offering for sale merchandise, as well as packaging used in connection
22 with such merchandise, based on the Disney Zootopia, including but not limited to, toys,
23 games, books, comics, video games, dolls, figurines, clothing, kitchenware, and other
24 merchandise (collectively, the "Zootopia Merchandise").

25 50. Esplanade is informed and believes, and on that basis alleges, that Defendants
26 also have licensed the use of Disney Zootopia materials to third parties.

27 51. Esplanade is informed and believes, and on that basis alleges, that Defendants
28 also used materials from the Disney Zootopia to market the Disney Zootopia, the Zootopia

1 Merchandise, and licensing for the use of Disney Zootopia materials through the use of
 2 various traditional and digital advertising methods including, but not limited to, posters,
 3 billboards, magazine advertisements, television advertisements, movie trailers,
 4 promotional videos, promotional websites, and social media profiles and/or pages (the
 5 “Zootopia Marketing”). In particular, Esplanade is informed and believes, and on that
 6 basis alleges, that Defendants distributed and displayed hundreds of images, trailers, clips,
 7 and other videos using materials from the Goldman Zootopia on Disney websites and
 8 social media profiles.¹

9 52. On or about March 2, 2017, Esplanade demanded that Defendants compensate
 10 it for their use and disclosure of its *Zootopia* materials, but Defendants have refused to do
 11 so.

13 **V. The Disney Zootopia Is Similar to the Goldman Zootopia**

14 53. The Goldman Zootopia involves a human animator who creates a cartoon
 15 world of animated anthropomorphic animal characters called “Zootopia.” The Disney
 16 Zootopia takes elements of that cartoon world, and uses the same title and similar artwork,
 17 dialogue, characters, settings, moods, and plot to express similar themes. Defendants used
 18 not only small-scale elements from the Goldman Zootopia, but also large-scale structures
 19 such as the ensemble of interrelated characters, the suite of interrelated themes, a
 20 combination of settings, a set of interrelated plots, and a mix of genres and literary and
 21 cinematic references and touchstones. Defendants not only used these elements and
 22 structures separately, they used them, as Goldman did, in an integrated matrix.

23
 24
 25
 26
 27
 28

¹ Such websites include <http://movies.disney.com/zootopia> and <https://www.disneyanimation.com/projects/zootopia>. Such social media pages and/or profiles include Facebook (<https://www.facebook.com/DisneyZootopia>), Twitter (<https://twitter.com/DisneyZootopia>), Instagram (<https://www.instagram.com/disneyanimation/>), Tumblr (<http://disneyanimation.tumblr.com/>), and YouTube (https://www.youtube.com/channel/UC_976xMxPgZla290Hqtk-9g).

1 54. Goldman combined the elements of his *Zootopia* in the Treatment in a mixed
 2 live-action/animated format. Disney combined these elements in a similar way, but in an
 3 exclusively animated format. As such, the Disney *Zootopia* adapts the story of *Looney* to
 4 the animated *Zootopia*. Disney adapted the small-town human creator of *Zootopia*, who
 5 goes to the big city to fulfill his wild ambition in the field of animation, into a cartoon
 6 character, Judy, who goes to the big city with a similarly wild ambition, to succeed as a
 7 cop. And, Disney used Goldman's concept for *Zootopia* as "a metaphor for life and for
 8 America," where "an animal can be whatever he wants to be." Thus, Esplanade is
 9 informed and believes that Disney did not create its *Zootopia* from scratch but, rather, used
 10 Goldman's materials as the basis for its movie.

11
 12 **A. Title**

13 55. The title "Zootopia" in the Disney *Zootopia*, the *Zootopia Merchandise*, and
 14 the *Zootopia Marketing* is identical to "Zootopia" in Goldman's work. Esplanade first
 15 used the word in 2000 and, Esplanade is informed and believes, Defendants never used the
 16 word before using it in the Disney *Zootopia* after Goldman had pitched the Goldman
 17 *Zootopia* to Defendants twice. The word "Zootopia" is particularly important in the works
 18 in issue because it is more than just a made-up word; it relates to themes (*e.g.*, whether one
 19 in a diverse society can become what he or she wants to be), settings (*e.g.*, diverse species
 20 of animals from different habitats living together in one place); and the dynamics of the
 21 characters as well as their conflicts, development and relationships (*e.g.*, conflict between
 22 utopian and counter-utopian characters). "Zootopia" is used as a refrain throughout
 23 Defendants' works to repeat and echo these settings, themes, and character conflicts, and to
 24 drive plot and sequences of events.

25
 26 **B. Artwork**

27 56. Artwork in the Disney *Zootopia*, the *Zootopia Merchandise*, and the *Zootopia*
 28 *Marketing* is similar to artwork in the Goldman *Zootopia* with respect to the ensemble of

1 characters and the individual characters. This artwork has similar subject matter and
2 appearance. The characters illustrated are not true-life depictions of real animals, nor are
3 they generic depictions or inherent in nature; rather, they are original creative expressions
4 of animal characters of various species from various habitats in various parts of the world.

5 57. In particular, the characters illustrated are of similar animals, with similar
6 body parts and structures, shapes, sizes, poses, facial expressions, body language, colors,
7 and shading. These aspects of character design were used by Defendants' animators and
8 artists to express character traits similar to those of the characters in the Goldman
9 Zootopia.

10 58. Character art consists of lines and gradients of light, shadow and colors on a
11 surface. Besides copying the general impression of Goldman's character art, Disney's
12 character art consistently contains patterns of lines, colors and highly specific shape-
13 expressing gradients of light and shadow that correspond to analogous features in
14 Goldman's character art.

15 59. The depictions of Goldman's Roscoe and Disney's Nick are similar and differ
16 from how their respective species look in reality and how they are generically depicted.

17
18 Goldman Zootopia



Disney Zootopia



24 60. Goldman's image and Disney's marketing image exhibit the following
25 similarities, among others: The body language and facial expressions of each evoke an
26 amused, wise-guy, street-wise, or wily impression. Both have half-lidded, beady pupil
27 eyes, looking to the side at the viewer. Their eyes and smiles turn toward the viewer, with
28 lower jaws tucked back. Similarly posed oversized heads and facial features are

1 comparably proportioned and configured. Similar eye details and heavy lids fill the large
2 eye area of their analogous skull architecture. The fox's brow line extends by shading,
3 similar to the hyena's orange hairline, defining a similar upper facial structure. Both
4 smiles extend past the bottoms of their eyes, pushing their cheeks up toward the base of the
5 ear and flattening a short crease just below the front-most eye. Shading, coloring and fur-
6 markings suggesting cheeks, dimples and crow's feet, push their features similarly toward
7 their faces' edges. Both have leaf shaped, triangular ears that differ from their real life
8 counterparts. Neither has the whiskers found on their real-life species. Both stand knees
9 apart, gently bent, on the entire soles of their spread, flat feet, again unlike their real
10 counterparts which stand and walk on their toes. Both have upper and lower torsos which
11 can arch, bend, slump, or twist from the center, and shoulders connected to a collar bone in
12 the front and shoulder blades in the back towards the middle of the upper torso, giving
13 them a range of motion neither species actually has. Both characters have similarly
14 proportioned feet, tapered at the ankle, widening by three times from the back to the toes,
15 with pointed heel shapes. In reality, both species have smaller feet relative to their overall
16 size.

17 61. The written description of Roscoe submitted to Disney also describes
18 Disney's Nick:

19 A prankster. A jolly guy, out for a good time, likes to hang out, doesn't like
20 to work. A good pal to his friends. [...] Agile. High energy. [...] He likes
21 to play pranks and cause trouble, especially to pretentious "people" with airs
22 of being elegant. He takes pride in his obnoxious behavior, which he serves
23 up as a form of justice. Wherever he goes, he unintentionally creates mess,
24 disorder, and chaos. But when provoked, he intentionally creates mess,
25 disorder, and chaos. Like a pimple-faced adolescent boy, he has a volcanic
26 libido; but he has no hope of fulfilling it with an actual female. Instead, he
27 satisfies himself with harmlessly harassing and grossing-out females of all
28 species. He never actually hurts anyone. He merely sets up situations where
they are tempted to act badly – and then he is there to benefit from their
comeuppance and punishment. – We should like him – but we would be
embarrassed to be seen with him. It's hard to say if he's well-adjusted or not
[.....]

1 62. The depictions of Goldman's Mimi and Disney's Judy are similar and differ
2 from how their respective species look in reality and how they are generically depicted.

3
4 Goldman Zootopia.

5 Disney Zootopia



10 Goldman's image and Disney's marketing image exhibit the following similarities of
11 expressive elements, among others: Their rounded, oval heads are similarly large, relative
12 to their bodies. Gentle, arching, tear drop shaped curves form nearly every feature of their
13 faces and bodies. The rabbit's hind-quarters (waist to ankle) mimic the arched curve of the
14 squirrel's back (neck to ankle). Full hips and thighs narrow abruptly below the knee,
15 terminating in similarly sized and shaped splayed feet. Small, dainty hands extend out at
16 the waist fold, from similarly contoured body fronts. Big, rounded, tear drop shaped eyes
17 push their cheeks to the bottom of their faces, reinforcing a soft, vulnerable childlike
18 image. Both have prominent, feminine eyelashes on shaded, crescent shaped upper lids,
19 suggesting eye make-up. Wide-open faces are calmly posed. Their pupils, larger than
20 those of other characters in the respective ensembles, connote innocence or naiveté. Their
21 over-scaled foreheads, smooth and broad, terminate into petite muzzles. Narrow, closed
22 mouths are tucked just below "cute," tiny, rounded noses at the tip of slight, blunted
23 snouts. Neither has the whiskers of their real species. Small gold accessories accent both
24 characters. Both have upper and lower torsos which can arch, bend, slump, or twist from
25 the center, unlike their real-life species. They have, small delicate, arms and hands
26 similarly posed. Both are 2 1/2 to 3 heads high, the proportions of a young human child.
27 They have shoulder blades, and clavicles, unlike either real life species. They appear
28 demure, sweet, vulnerable and tentative. Their human-like hands, three fingered with

1 opposable thumbs, differ from either real-life species. Both have hips connected to soft-
2 bellied lower torsos. Similarly shaped conical thighs support them on finely tapered feet.
3 They stand on the entire soles of their similarly shaped sized, and proportioned feet. Their
4 chest and belly curves and shapes, similarly proportioned, suggest soft, childlike, feminine
5 bodies.

6 63. The written description of Mimi submitted to Disney also describes Judy:
7 [...] She is the voice of common-sense, as opposed to the zoo creatures in
8 captivity who endlessly theorize about the world, but really don't know
9 anything about it. No matter what good advice she gives, and how many
10 times she has been right, they just laugh her off as being absurd – and they
11 continue with their obsessions. [...] Because she's wild and small, she can
12 always get out of the cages and achieve personal safety; but she is also very
13 brave, and she never abandons her buddies. She always finds a way to help or
14 rescue them. She's romantic. She wants to be loved and considered special.
15 She's very energetic and enthusiastic. Her bushy tail is very expressive - and
16 kind of sexy.

17 64. The depictions of Goldman's Monty and Disney's Flash are similar and differ
18 from how their respective species look in reality and how they are generically depicted.

19 Goldman Zootopia

20 Disney Zootopia



21 65. Goldman's image and Disney's marketing image exhibit the following
22 similarities of expressive elements, among others: Both are anthropomorphic three-toed
23 sloths with similarly broad, oval head and face shapes. Sloping shoulders descend with
24 subtle concave "C" curves to their lower bodies which terminate at similarly bent and
25 shaped knees. Their feet are placed, flatfooted, under the pooling mass at their knees,
26 creating weak ballasts for the forward keel of their heads and bodies. Both have sleepy,
27
28

1 half-lidded eyes with small pupils, set in dark masks, midway across their faces. Both
 2 have a lower lip that curves into the bottom of the jaw creating a loosely formed lower lip,
 3 hanging below a smile. The line of their backs break and curve from their shoulders with
 4 an identical shape. Both have upper and lower torsos which can arch, bend, slump, or twist
 5 from the center, unlike their real-life species. Both are three heads tall. Both have
 6 rounded, arched eyebrows similarly placed and posed. A shaded fold of fur along the neck
 7 of Goldman's sloth becomes a shirt collar on Disney's sloth. Goldman's sloth's fur, while
 8 visibly coarse, is smoothed and uniform, and Disney's sloth is neatly dressed with tucked
 9 in shirt and tie, both having exercised more care over their appearance than is typical of
 10 images of sloths. Both have bemused expressions, suggesting a humorous factor of some
 11 kind.

12 66. The depictions of Goldman's Fuzz and Disney's Finnick are similar and differ
 13 from how their respective species look in reality and how they are generically depicted.

15 Goldman Zootopia

15 Disney Zootopia



21 67. Goldman's image and Disney's marketing image exhibit the following
 22 similarities of expressive elements, among others: Both are approximately 2 1/3 heads tall.
 23 They have shoulder blades and clavicles, and similar contours and volumes of arms from
 24 the shoulders to the elbows, unlike their real-life species. Both have similarly shaped
 25 hands, balled up into loose fists with opposable thumbs and fingers. Both stand, legs
 26 closely spaced, on the entire soles of their short, childlike feet. Both have enormous heads,
 27 comparably larger than bodies that look too small to support them. They are child sized
 28 and shaped, yet appear adult and off-putting, with their mouths posed in defensive,

1 suspicious, half scowls above their small flattened chins. Similarly shaped, shaded
 2 portions of their foreheads define the upper contours of these muscular brows, following an
 3 identical path, from the shadow above their prominent, oversized brow up along the ears'
 4 furry edges. These extra-large, cavernous ears, are about the same length (base to top) as
 5 the characters' upper and lower torsos combined. Facial features of similar size, location
 6 and proportion, crowd into the area below their similarly shaped, well-defined, prominent,
 7 hooded brows. Disney's fox's eyes fill the oversized socket area of Goldman's koala's.
 8 Both have upper and lower torsos that can arch, bend, slump, or twist from the center.
 9 They both have nearly identical, below the brow-line, skull structure, both extremely
 10 broad, squared-off jaws soften to a curve at the corners, breaking into ears at the same
 11 location. They scowl suspiciously, with arms and shoulders posed defensively across their
 12 bodies.

13 68. The written description of Fuzz submitted to Disney also describes Disney's
 14 Finnick:

15 [...] He looks cute, but he's a little Napoleon – consumed with unbridled
 16 ambition. Nobody takes him seriously as a lover or leader, and this really
 17 burns him. So he has become very foul-tempered, biting and scratching
 18 anyone who treats him as inconsequential or cute. [...] To everyone else, his
 19 ambitions seem ridiculous. [...] You would despise him, except that there
 20 is a certain crazy heroism (like Don Quixote tilting against windmills). [...]

21 69. The depictions of Goldman's Griz and Disney's Bogo are similar and differ
 22 from how their respective species look in reality and how they are generically depicted.

Goldman Zootopia

Disney Zootopia



02/13/2019
 23
 24
 25
 26
 27
 28

1 70. Goldman's image and Disney's marketing image exhibit the following
 2 similarities of expressive elements, among others: They share the same self-assured,
 3 intimidating, tough body language. Near identical upper facial features, bodies and body
 4 language give these imposing animals strikingly similar personalities. Using the bear's
 5 cranium, the location, proportion, shape, and expressive qualities of nearly every facial
 6 feature, from head crown to upper snout, is preserved on the cape buffalo. Both are coiffed
 7 with symmetrically styled headpieces atop small foreheads and protuberant brows that
 8 shield menacing, close set eyes. In reality, both species have wide set eyes across upper
 9 skulls that broaden substantially across the temple. Thick necks that barely break into their
 10 trapezius muscles, slope into massive shoulders and arms. Both have V-shaped torsos that
 11 hollow out below the ribcage, revealing a muscled abdomen atop short bowed legs in a
 12 broad "stand your ground" position. Inconsistent with the other hooved characters in
 13 Disney's Zootopia, the buffalo, like the bear, has turned out, flat, soles-on-the-ground feet.

14 71. The written description of Griz submitted to Disney also describes Disney's
 15 Bogo:

16 He takes his leadership and superiority for granted. [...] Thinking that he is
 17 too mighty to be defeated. Goliath. Plays on the football team. [...]

18 72. The depictions of Goldman's Cha-Cha and Disney's Gazelle are similar and
 19 differ from how their respective species look in reality and how they are generically
 20 depicted.

21
 22
 23
 24
 25
 26
 27
 28

Goldman Zootopia



Disney Zootopia



73. Goldman's image and Disney's marketing image exhibit the following similarities of expressive elements, among others: The character designs are formed by a combination of contrasting shapes. Rounded forms are offset by triangles, diamonds and "V" shapes, with slender, pointy protrusions. Curves top their heads and define their hips, and are coupled with sharp, long, spikey limbs, digits and appendages. With knees locked and arms bent, sporting elbows similarly posed, these characters project a "come hither" appearance. Puffy lobes top their heads and obtuse angled jawlines frame their faces. Both have long necks, slender upper bodies, broad shapely hips and "long stem" legs descending to delicate ankles. Elongated, mimicking runway models, their long legs, wide at the top, narrowing to a delicate knee joint, are similarly proportioned throughout, tapering at tiny ankles. Both have rounded shoulders, made flexible by the addition of clavicles, with shoulder blades positioned to a human-like range of motion. Their idealized human female torsos have proportions with figure-eight style upper and lower core-body shapes. In each case, the lower torso widens to a broad, spoon-shaped pelvis. Their lower backs arch, thrusting their hips backward and chests forward. Strongly connoting sex appeal, they strike ostensibly alluring poses, with similarly crossed, extended and flared limbs and digits. Details suggest eye make-up and long fashionable nails. As posed, they seem neither sincere nor heartfelt. Similarly shaped, sized and contoured hands, with fingers and opposable thumbs, are posed self-consciously, as if on display. Both articulate staged and manipulative expressions, more akin to human seductresses, than their respective species. Both rest the back of one hand on a hip, fingers

1 curled up, toward a sharply bent elbow that forms a triangle. Both have the opposing arm
2 extended downward, with a hand flared outward at the wrist, palm facing down, and
3 spread, articulated "fingers." Their "blonde" coloring is nearly identical. Cha-Cha is
4 described as a cheerleader, Gazelle is dressed like one.

5 74. The written description of Cha-Cha submitted to Disney also describes
6 Disney's Gazelle:

7 Gorgeous sex goddess cheerleader. Her goal is to be praised and to have the
8 Alpha Male of the animal kingdom. She constantly tries to make Cody the
9 Bear jealous. So she flirts with Fuzz and the others, who can't help falling for
her, even though they know she's just using them. [...]

10 75. The depictions of Goldman's Max and Disney's Yax are similar and differ
11 from how their respective species look in reality and how they are generically depicted.

12 Goldman Zootopia

13 Disney Zootopia



20 76. Goldman's image and Disney's marketing image exhibit the following
21 similarities of expressive elements, among others: Both have human male style core-
22 bodies with thin calves and forearms. Both sport v-necks, with Max's formed by fur
23 markings and Yax's by his necklace. Both have similarly shaped and sized hooves, and
24 stand flat, on their entire soles. Max's narrow forehead mane has dark blue highlights;
25 Yax shares this coloring on his similarly narrow forehead. In reality Yaks have extremely
26 broad upper skulls with wide set eyes. From a thick neckline and sloped shoulders, thin,
27 human-like arms with elbows bent outward, descend, terminating in similar wrists and
28 three-fingered hands, palms facing in against their lower bodies. In reality, sable antelopes

1 and yaks are cloven-hoofed, with even numbers of digits. Both have thin lower legs,
2 similarly proportioned, and upper and lower torsos covered by short and roughed-up fur.

3 77. The written description of Max submitted to Disney also describes Disney's
4 Yax:

5 [...] Not too bright. He runs a bar ... THE WATERING HOLE, and has big
6 horns that he is proud of. The gang hangs out there, where Max, pretends to
7 know everything about life. But he's got it all wrong. [...]

8 78. The depictions of Goldman's Hugo and Disney's Dharma Armadillo, are
9 similar and differ from how their respective species look in reality and how they are

10 Goldman Zootopia



11 Disney Zootopia



12
13
14
15
16 generically depicted.

17 79. These images exhibit the following similarities of expressive elements, among
18 others: Both have similarly shaped and sized heads of complex geometry. Ball-like skulls
19 abruptly narrow to trunks, terminating in fist-like snouts. In reality, both species' heads
20 taper smoothly into simpler geometries. Both characters have similarly positioned, over-
21 sized ears with deep salmon-pink interiors. In reality, both animals are primarily
22 grey/brown with pale pink skin. Both have large, wide-set eyes with small pupils, placed
23 in their skull fronts, unlike their real-life species, whose eyes are on the sides of their
24 skulls. Eyebrows, not found on either counterpart, are similarly arched and angled where
25 the forehead meets the skullcap. Both have upper and lower torsos which can arch, bend,
26 slump, or twist from the center. They have similarly shaped and sized tails attached at the
27 base of their spinal columns. Both stand on tapering lower legs and ankles, far more
28 delicate than their actual species. Both stand, hands away from their bodies, feet apart, flat

1 on their soles, unlike their real species that stand on their toes. Both have fingers and
2 opposable thumbs.

3 80. The depictions of Goldman's Quilty and Disney's Bellwether are similar and
4 differ from how their respective species look in reality and how they are generically

5 Goldman Zootopia.

6 Disney Zootopia.



12 depicted.

13 81. Goldman's image and Disney's marketing image exhibit the following
14 similarities of expressive elements, among others: Both have bookish, timid body
15 language with arms and small hands held close to their bodies, connoting emotion that is
16 being concealed. Though only the sheep is clothed, the ostrich also gives the appearance
17 of being clothed – both seem dressed in dated mid 20th-century outfits, out of sync with
18 the contemporary world; the sheep, in a school "marm" style suit with a "peter pan" collar,
19 the ostrich in a dark fur or feather evening jacket with long white gloves. Both have
20 prominent fluffy, whitish collar equivalents, the sheep's beard giving the illusion of a high
21 frill collar, the ostrich with her natural white collar, with both dipping into v-shaped
22 necklines on the bottom contours. Both of their outfits expand at the base to form dark,
23 roughly bell shaped volumes. Their color schemes are similar, with pink flesh, whitish fur
24 or feathers, dark clothing and light brown accents. Both have thin, spindly lower legs
25 below thick thighs that quickly broaden above their narrow knee joint. Both stand on the
26 entire soles of their splayed feet. Both have poufy hair, similarly styled, at off-kilter angles
27 atop their heads. Both have wide, paddle shaped facial features – the ostrich's beak and
28 the sheep's downward sloping ears. These paddle-shaped features broadly extend the

1 contours of their lower faces, down and across, suggesting a frown. Neither is
 2 conventionally attractive, made ungainly and awkward looking with numerous oversized,
 3 awkwardly proportioned features. Large, spherical, bulging eyes, add visual weight and
 4 heft, pushing down into the features below. The sheep's eyeglass rims (colored to match
 5 the ostrich's eyes) make her eyes appear even larger and farther apart than they actually
 6 are, making them a match with the overall volume and shape of the ostrich's large eyes and
 7 lashes. Raised eyebrows create similar expressions beneath similarly heart-shaped
 8 hairlines.

9 82. When taken together and assembled as ensembles, the Goldman and Disney
 10 Zootopia characters give the viewer a similar image and concept:

11 Goldman Zootopia



17 Disney Zootopia



23 83. Esplanade's selection, arrangement and combination of artwork is original
 24 and, on information and belief, unique to the works in issue. Furthermore, the artwork
 25 relates to and is used to express the works' similar characters, themes, mood, and plot.

1 **C. Dialogue**

2 84. There is little dialogue in the Treatment submitted to Disney, but almost all of
3 it is used by Defendants. Thus, Defendants' works have dialogue similar to dialogue in the
4 Goldman Zootopia. The dialogue used by Defendants is significantly meaningful to
5 Goldman's and Defendants' works. In fact, in an effort to condense the essence of the
6 work into a few short statements, Disney does as Goldman did in his pitch materials,
7 featuring this dialogue in its marketing materials.

8 85. The works share key words and lines, including the most important words and
9 lines in the works. These words and lines relate to the key themes of the Disney Zootopia,
10 as identified by its writers, directors, and producer. Those themes include that "anyone can
11 be anything," one can "define who you are," and one can overcome the prejudices of other
12 people and what they think you "should be" or what they believe you are capable of.

13 86. First, the Disney Zootopia, the Zootopia Merchandise, and the Zootopia
14 Marketing use the word "Zootopia" not just as a title but also in dialogue. For example,
15 the word is contained in the dialogue of the Disney Zootopia approximately 26 times
16 throughout the movie (and the word appears often in visuals), and is used in the
17 merchandise and marketing. The word "Zootopia" is particularly important in the works in
18 issue because, as alleged above, it is more than just a word; it relates to themes, settings,
19 and the dynamics of the characters as well as their conflicts, development and
20 relationships. "Zootopia" is used as a refrain throughout Defendants' works to repeat and
21 echo themes, settings, and character relationships and conflicts.

22 87. Second, the Disney Zootopia, the Zootopia Merchandise, and the Zootopia
23 Marketing have dialogue from their main character, expressing the utopian theme, that is
24 virtually identical to dialogue in the Goldman Zootopia:

- 25 • *Goldman Zootopia*: "If you want to be an elephant, you can be an elephant."
- 26 • *Disney Zootopia*: "You want to be an elephant when you grow up, you be an
27 elephant."
28

1 Not only is the language and structure of this dialogue strikingly similar, but of the
 2 thousands of animals in the world, the Disney Zootopia used the same animal as the
 3 Goldman Zootopia to express the same theme. A variation of this line also is used as a
 4 refrain in Defendants' works to echo themes and character conflicts. For example:
 5 *Disney Zootopia*: "[...] he loves all things elephant. Wants to be one when he grows up."

6 88. Third, the Disney Zootopia, the Zootopia Merchandise, and the Zootopia
 7 Marketing have another thematic line which is similar to dialogue in the Goldman
 8 Zootopia:

- 9 • *Goldman Zootopia*: "[A]n animal can be whatever he wants to be."
- 10 • *Disney Zootopia*: "[T]his is Zootopia, anyone can be anything."

11 This line also is used as a refrain in Defendants' works. For example:

- 12 • *Disney Zootopia*: "Our ancestors . . . declared that anyone can be anything."
- 13 • *Disney Zootopia*: "[I]n Zootopia, anyone can be anything."

14 89. Fourth, these works include lines with similar substance, but without using the
 15 identical words, to express utopian and counter-utopian points of view. For example:

- 16 • *Goldman Zootopia (in character description)*: "He has no hope that he can
 17 change or improve; or that anyone else can change or improve."
- 18 • *Disney Zootopia (in lines from that character)*: "Everyone comes to Zootopia
 19 thinking they can be anything they want. Well, you can't. You can only be
 20 what you are."
- 21 • *Disney Zootopia (in lines from the same character)*: "If the world's only
 22 gonna see a fox as shifty and untrustworthy, there's no point in trying to be
 23 anything else."

24 90. These examples of similar dialogue relate to and are used in conjunction with
 25 the works' similar themes, characters, and dramatic conflicts. They even generate plot and
 26 sequences of events, such as the Jumbeaux's Café scene in the Disney Zootopia, which
 27 provides a setting for delivering Goldman's "elephant" line.

28

1 91. Esplanade's dialogue is original and, on information and belief, unique to the
2 works in issue. Furthermore, Esplanade's selection, arrangement and combination of
3 dialogue along with other elements are original and, on information and belief, unique to
4 these works.

5
6 **D. Themes**

7 92. Themes of the Disney Zootopia, the Zootopia Merchandise, and the Zootopia
8 Marketing are similar to themes of the Goldman Zootopia. Like "America," Zootopia is
9 supposed to be a society of individuals where species (race, ethnicity) does not matter.
10 The characters in Goldman's Zootopia, however, are selected and described to demonstrate
11 that species does still matter in this society. In fact, the society is permeated with bias
12 based on species and stereotypes about species. Zootopia is a society of "snobby, exotic
13 zoo animals," mainly immigrants from elsewhere, led by "the big, strong, and pretty." The
14 Zootopians are prejudiced against each other, but united in looking down on the small,
15 commonplace, indigenous outsider.

16 93. Within this general thematic framework of the society, both Zootopias explore
17 the same, more specific themes, which include: (i) whether, in a diverse society as
18 represented by the various species of "Zootopia," one can become anything he or she
19 wants to be; (ii) whether one is solely a product of his or her nature, as manifested in the
20 zoology of the "Zootopia," or whether one can change, improve and define oneself despite
21 his or her nature; (iii) whether, in order to become what he or she wants to be, one can
22 overcome not only prejudices inherent in a diverse society, again as represented by
23 "Zootopia," but also the prejudices within oneself as a member of such a society; (iv)
24 whether such a diverse society can live up to utopian ideals and treat others justly as
25 individuals not stereotypes, based on merit not natural order; (v) whether the characters can
26 strike a balance between utopian and cynical points of view, nature and individuality, and
27 self-acceptance and self-improvement; and (vi) whether characters can achieve success
28 while upholding moral and ethical behavior and being true to their values.

1 94. These themes relate to and are used in conjunction with the works' similar
2 characters, dialogue, settings, and plot. The ensemble of characters embodies the themes;
3 the dialogue expresses the themes; the settings provide the venue for that expression; and
4 the plot dramatizes the themes. Cumulatively, this confluence of theme, character,
5 dialogue, setting, and plot provides the foundation of both works.

6 95. Esplanade's selection, arrangement and combination of themes are original
7 and, on information and belief, unique to the works in issue. Furthermore, Esplanade's
8 selection, arrangement and combination of themes along with other elements are original
9 and, on information and belief, unique to these works.

10
11 **E. Characters**

12 96. The characters in the Disney Zootopia, the Disney Merchandise and the
13 Disney Marketing, individually and collectively as an ensemble, are similar to the
14 Goldman Zootopia characters in physical as well as conceptual qualities and identifiable
15 character traits and attributes. Defendants' characters, like Goldman's characters, are two-
16 legged anthropomorphic animals that live in a modern, civilized, and human-like world
17 rather than natural environments. Their diverse society is constituted by different species
18 from different natural worlds, where various species mix, interact, and live together. Both
19 Disney's characters and Goldman's characters participate in a present day technological,
20 American workaday world in which they go to work in the morning and come home at
21 night.

22 **1. The Ensemble**

23 97. The ensemble of characters, taken as a whole, is a defining expression of
24 Goldman's Zootopia franchise. Goldman wrote the Treatment in the format of character
25 descriptions, which contain expressions of themes, relationships, settings, plot and events.
26 Goldman's Zootopia ensemble contains, among other things:

27 a. An analog of Zeke's life and the people in it, including characters that
28 represent Zeke and the character flaws that cause him to fail.

- 1 b. A model of a human society, especially as viewed from the point of
- 2 view of an outsider entering a troubled and divided community.
- 3 c. A model of America as the land of opportunity and the American
- 4 dream.
- 5 d. A model of a modern, diverse, democratic society where species is not
- 6 supposed to matter, but which is suffused with bias based on stereotypes.
- 7 e. A model of the various ways in which individuals, despite trying, fail to
- 8 achieve their goals, as a way of testing whether the society is living up to its promises;
- 9 f. A model of the various ways in which individuals respond to their
- 10 failure.
- 11 g. A model of the various ways in which individuals succeed and/or fail to
- 12 live up to the ideals of America.
- 13 h. A model of any society as an assemblage of individuals and groups that
- 14 must be integrated and balanced for the good of the whole society.
- 15 i. A model of the psyche, as an assemblage of entities that must be
- 16 integrated and balanced for the good of the whole individual.
- 17 98. The ensembles of characters in the two Zootopias are similar. The ensembles
- 18 represent a diverse ethnic and cultural society (*i.e.*, a “melting pot” representative of
- 19 America) with a multi-tiered class and power structure constituted by animals of different
- 20 species from different environments with different natures, sizes, strengths, personalities,
- 21 and philosophies. The ensembles include and highlight specific contrasts that underscore
- 22 themes: animals that are among “the big, strong, and pretty” and those that are not,
- 23 animals that were dominant in nature and those that were not; animals from different
- 24 continents and habitats, predators and prey, utopians and counter-utopians, optimists and
- 25 pessimists, leaders and followers, and “snobby exotic” animals and those who are native
- 26 and commonplace, as well as animals for comic relief and sex symbols. For example, the
- 27 contrasting traits of Disney’s Judy (similar to Goldman’s Mimi and Hugo) and Disney’s
- 28 Nick (similar to Goldman’s Roscoe and Monty) contribute to the expression of the theme

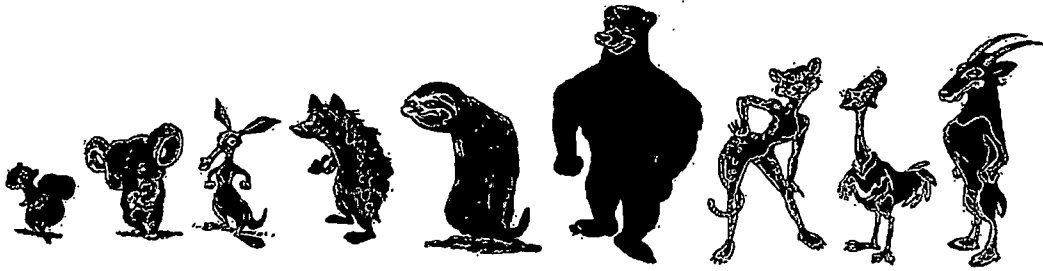
1 of whether someone can become what he or she wants to be; the natures of the sloths help
2 express the theme of whether one can change and improve oneself despite his or her
3 nature; and Disney's Bogo (similar to Goldman's Griz) and Disney's Bellwether (similar
4 to Goldman's Quilty and Fuzz) help express the theme of whether one can live up to
5 utopian ideals and treat others justly as individuals based on merit not the nature of their
6 species.

7 99. Disney adapted the Goldman Zootopia ensemble in various ways, including:
8 a. Combining the *Looney* and *Zootopia* ensembles;
9 b. Retaining a visual correspondence between the ensembles;
10 c. Retaining a general literary correspondence between the ensembles; and
11 d. Using elements of the ensemble to focus Goldman's group of underdog
12 characters into a central couple, surrounded by supporting characters. This adjustment
13 entailed splitting and re-combining Goldman's characters, such as merging elements of
14 Goldman's two prime utopian characters, Hugo and Mimi, to form one prime utopian,
15 Judy, and merging elements of Goldman's two counter-utopian characters, Roscoe and
16 Monty, to form one prime counter-utopian, Nick. This pair, Disney's Judy and Nick, act
17 out the utopian/counter-utopian dialectic of the Goldman Zootopia.

18 100. The particular, carefully chosen matrices of characters in Esplanade's and
19 Defendants' works, with these fundamental similarities in character traits, are further
20 demonstrated by the visual and stylistic similarities among them. As alleged above, both
21 ensembles contain similarly designed and rendered diverse animal societies that further the
22 expression of the works' themes and dramatic conflicts:

23
24
25
26
27
28

Goldman Zootopia



Disney Zootopia



2. Individual Characters

101. Judy is the heroine and one of the two protagonists of the Disney Zootopia. Judy is a rabbit who is visually similar to the Goldman Zootopia character of Mimi, a squirrel, both of whom are small, furry, "cute" prey animals of a common wildlife species with big eyes and oversized expressive appendages. Judy's character traits are similar to those of Mimi and another Goldman Zootopia character, Hugo. In particular, Judy is similar to Mimi in the following characteristics: Both are outsiders to the Zootopia society and at the bottom of its status and power hierarchies; despite their competence, both are underestimated, unappreciated, and not taken seriously because of their species, and are thus victims of prejudice; Judy and Mimi are brave, energetic, and enthusiastic; they help others by, among other things, finding ways to rescue them; their small size allows them to get in and out of places unlike others; and Judy's ears, like Mimi's tail, are very expressive of her emotions. Judy is similar to both Mimi and Hugo in that she is good natured, kindhearted, and constantly trying to improve herself and others. And, similar to Hugo, Judy is somewhat dorky and naively idealistic, representing the utopian view of Zootopia.

1 She, like Hugo, embodies and expresses the key thematic line of both works, *i.e.*, “you
2 want to be an elephant when you grow up, you be an elephant.” Thus, Judy, with character
3 traits from Mimi and Hugo, illustrates that individuals are not bound by their natures, but
4 have the ability to shape and exercise control over their lives.

5 102. Nick is the other protagonist of Defendants’ works, and is Judy’s foil. Nick is
6 a fox who is visually similar to the Goldman Zootopia character of Roscoe. Both are dog-
7 like predators who appear sly, cynical, and untrustworthy because of, *inter alia*, their
8 postures, half-lidded eyes, and smirks. Nick’s characteristics are similar to those of
9 Roscoe and another Goldman Zootopia character, Monty. Nick, like Roscoe, is an outcast
10 because of his reviled species and, thus, they also are victims of prejudice; both Nick and
11 Roscoe know they are outcasts and have resigned themselves to being treated as such,
12 hiding their insecurities; like Roscoe, Nick is a prankster who schemes rather than works;
13 both have bad attitudes and are uncouth, even taking pride in their obnoxious behavior; and
14 both are physically agile. Similar to Monty, Nick has no hope that he can change or
15 improve, or that anyone can change or improve, given his or her nature and the prejudices
16 of society; and they embody and express the cynical view of the world that opposes the
17 utopian view of Judy, Mimi and Hugo. Nick gives the counter-utopian lines which
18 establish a central conflict in the works, *e.g.*, “Everyone comes to Zootopia thinking they
19 can be anything they want. Well, you can’t. You can only be what you are.” As with
20 between Goldman’s Hugo and Monty, Judy tries to improve Nick but he laughs it off.
21 And, like Hugo and Monty, when Judy is puffed up or proud, Nick figuratively punctures
22 the balloon and Judy deflates. Nevertheless, he is likeable due to his humor like Monty.
23 Nick is ultimately a good friend who, similar to Roscoe, presents the question of whether
24 an outcast like him can be loved by a female. The answer, just like for Roscoe, ultimately
25 is yes.

26 103. Most of the side characters in Disney’s works also have traits similar to those
27 of the side characters in the Goldman Zootopia, including:
28

1 a. **Bellwether.** Bellwether is the antagonist in the Disney Zootopia. She
2 is visually similar to the Goldman Zootopia character of Quilty. Both are passive, meek,
3 and vulnerable prey animals with, among other things, skinny legs, big eyes and hair piled
4 high on their heads. Bellwether's characteristics are similar to those of the characters of
5 Quilty and Fuzz in the Goldman Zootopia. Bellwether, similar to Quilty, is vain and
6 ostensibly unattractive, is unappreciated by the dominant male in her life, complains and is
7 unhappy in that relationship. And Bellwether is similar to Fuzz who is described as "a
8 little Napoleon consumed with unbridled ambition." Bellwether's attempt to overthrow the
9 mayor of Zootopia and assume leadership of Zootopia is similar to Fuzz's attempt to
10 overthrow the leader of the Goldman Zootopia and assume leadership. Each is a small,
11 quintessentially unthreatening prey animal who challenges the large male apex predator
12 leader of Zootopia and tries to take his place in the power structure; neither has qualms
13 about using other animals to serve his or her ambition; and each goes too far and ultimately
14 fails. In doing so, Bellwether specifically uses biology, like Quilty.

15 b. **Bogo.** Bogo, the chief of police in Disney's works, is similar visually
16 and characteristically to Griz (also called Cody), the leader of the Goldman Zootopia.
17 Both are big, strong, intimidating, and "grizzled." Both see themselves as natural leaders
18 who do not need to answer to their underlings, and they take their leadership and
19 superiority for granted.

20 c. **Yax.** Yax in Disney's works is similar visually and characteristically to
21 Max in the Goldman Zootopia. Both are tall, horned, Asian herd animals with similar
22 names. Their roles in the respective works, and even their names, are nearly identical: Yax
23 is the manager of a club called "The Mystic Spring Oasis," and Max is the manager of a
24 club with a similar name with the same meaning, "The Watering Hole."

25 d. **Gazelle.** Gazelle in Disney's works is similar visually and
26 characteristically to Cha-Cha in the Goldman Zootopia. Both are Latin female characters,
27 in the bodies of African animals, who are ostensibly attractive and function as performers
28 and sex symbols. They flirt with males with whom they have no intention of having a

1 relationship. Males cannot help falling for them even though Cha-Cha and Gazelle are
2 unattainable.

3 e. **Flash.** Flash, the sloth in Disney's works, is similar visually to Monty,
4 the sloth in the Goldman Zootopia. And both sloths serve the same function as counter-
5 balances to the theme that one can one can change and define oneself despite his or her
6 nature. As Nick says, "Are you saying that because he's a sloth he can't be fast? I thought
7 that in Zootopia, anyone could be anything."

8 f. **Gideon Grey.** Gideon Gray, the bully in Disney's work, is similar to
9 the live action character Oog in the *Looney* episode of the Goldman Zootopia. (Oog is not
10 visually depicted in the Goldman Zootopia.) Both are big, strong, mean bullies as youths,
11 who become kind and decent as adults, demonstrating the capacity for change latent in
12 every individual, an important part of thematic' construct of the works. Importantly, the
13 protagonists learn from these former bullies to overcome their own problems.

14 104. The individual characters and the ensemble of characters relate to and are
15 used in conjunction with the works' similar themes, dialogue, settings, and plot.

16 105. Esplanade's selection, arrangement and combination of characters are original
17 and, on information and belief, unique to the works in issue. Furthermore, Esplanade's
18 selection, arrangement and combination of characters along with other elements are
19 original and, on information and belief, unique to these works.

20
21 **F. Settings**

22 106. Settings in the Disney Zootopia, the Zootopia Merchandise, and the Zootopia
23 Marketing are similar to settings in the Goldman Zootopia. In general, they are set in a
24 motion picture cartoon world of animated animal characters. Specifically, the settings of
25 the Zootopia worlds include: (i) a modern, civilized world of two-legged anthropomorphic
26 animals; (ii) a diverse society, based on contemporary America, constituted by different
27 species from different natural worlds where various species mix and interact freely; (iii) a
28 world referred to as "Zootopia" (the actual and metaphorical city in the Disney Zootopia

1 and the actual and metaphorical television world of the Goldman Zootopia), where the
2 different species live in their own neighborhoods (*i.e.*, the districts of the Disney Zootopia
3 and the individual areas of a zoo in the Goldman Zootopia); (iv) a present day, distinctly
4 American workaday world in which the characters go to work in the morning and come
5 home at night; (v) a society with an established class and power structure based largely on
6 the animals' characteristics such as the nature of their species; (vi) human-like re-creations
7 of natural environments and eco-systems with modern civilized features as in a zoo, rather
8 than standard civic design or natural environments such as a forest or a jungle; (vii) clubs
9 with similar names, *i.e.*, the "Mystic Spring Oasis" and the "Watering Hole"; and (viii)
10 schools where animals are taught biology.

11 107. The Disney Zootopia, the Zootopia Merchandise, and the Zootopia Marketing
12 even have settings similar to settings in the live action *Looney* episode of the Goldman
13 Zootopia. For example, both works include: (i) the protagonists' parents' homes in small
14 towns where the protagonists grow up and return after their downfalls; (ii) an educational
15 institution (a college in the Goldman Zootopia and a police academy in the Disney
16 Zootopia) where the protagonists excel and which are launching pads for their careers; (iii)
17 big modern cities (with references to Los Angeles) to which they move for their careers;
18 (iv) institutional workplaces where the heroes work (the studio in the Goldman Zootopia
19 and the police department in the Disney Zootopia); (v) private male-only rooms where
20 characters are bullied as youths (a boys locker room where the human animator is bullied
21 and a boys scout room where Nick is bullied); (vi) media venues in which the protagonists
22 are interviewed and publicly damage important work relationships (a talk show in the
23 Goldman Zootopia and a press conference in the Disney Zootopia); and (vii) "asylums"
24 with mad Zootopian characters (the imagined Zootopian characters in the mind of the
25 human animator in the Goldman Zootopia and the "savage" Zootopian characters in the
26 Disney Zootopia).

27 108. These settings relate to and are used in conjunction with the works' similar
28 themes, characters, dialogue, and plot.

1 109. Esplanade's selection, arrangement and combination of settings are original
2 and, on information and belief, unique to the works in issue. Furthermore, Esplanade's
3 selection, arrangement and combination of settings along with other elements are original
4 and, on information and belief, unique to these works.

5
6 **G. Plot and Sequence of Events**

7 110. Plot structure and certain sequences of events in the Disney Zootopia are
8 similar to those in the Goldman Zootopia. Because the Goldman Zootopia consists of
9 illustrations, character descriptions, a treatment and a synopsis, plot and events in the
10 Disney Zootopia often derive from Goldman's themes, characters, and conflicts among the
11 characters. And, because the story and character of Goldman's human animator
12 interrelates with the Zootopian characters in his animated television show, with his
13 characters representing aspects of his personality, his story interrelates with his Zootopian
14 characters and their stories. Thus, Disney's plot structure and sequences of events have
15 similarities to the stories of both Goldman's human animator, Zeke, and his Zootopian
16 characters.

17 111. Disney uses plot lines and events from Goldman's Treatment, including
18 *Looney*, the first episode of Goldman's franchise, and adapted them into the story in the
19 first motion picture of Disney's *Zootopia* franchise. Zeke's backstory is adapted into the
20 first half of the Disney Zootopia, by telling the story of Judy's journey from small town to
21 big city where she achieves her goal, in spite of her parent's discouragement and a bully's
22 taunts, attaining success at the highest level. Zeke's present tense story, which tells of his
23 fall from grace after becoming successful, is adapted into the corresponding part of Judy's
24 story where she fails her partner, leaves her hard won position, and goes back to the small
25 town home and life she sought to escape. In the end, both Zeke and Judy evolve, reunite
26 with their partners, and regain their lost careers. The plot structure of *Looney*, when told in
27 chronological order, is retained in the Disney Zootopia as a long sequence of events
28

1 (although not in the same order). Zeke's life story is a large-scale structure created by
2 Goldman which Disney uses substantially.

3 112. Both the Disney Zootopia and the Goldman Zootopia involve small, cute,
4 furry, indigenous female animals of a common wildlife species, who are outsiders to
5 "Zootopia" (Mimi in the Goldman Zootopia and Judy in the Disney Zootopia). They are
6 actively disrespected and dismissed by other animals, who are more dominant in nature
7 because of their species, and they strive to overcome that societal prejudice. Each of them
8 acts bravely and determinedly to help others in trouble, particularly by repeatedly using her
9 small size to get in and out of places to rescue characters who are in trouble. They develop
10 friendships with abrasive predators in Zootopia (Roscoe in the Goldman Zootopia and
11 Nick in the Disney Zootopia). The predator character also is subjected to prejudice
12 because of his species, and he reacts by scheming, pulling pranks and engaging in
13 "obnoxious behavior." The two contrasting protagonists team up. She is an enthusiastic
14 utopian while he is a cynical counter-utopian, and the stories play out that conflict, *e.g.*,
15 whether one can evolve and define oneself, and become what he or she wants to be. Each
16 plot develops in the context of a scheme by a third character (Fuzz in the Goldman
17 Zootopia and Bellwether in the Disney Zootopia), a small prey animal, to upend the power
18 structure, but the scheme goes too far and fails.

19 113. As alleged above, the plot structure and many key events in the Disney
20 Zootopia also are similar to plot structure and key events in Zeke's story in the Goldman
21 Zootopia, even if the stories are different and the order of the events differ:

22 a. Both protagonists, Zeke and Judy, grow up living with their parents in
23 small town America.

24 b. As youths, Zeke and both protagonists in the Disney Zootopia are
25 bullied. Zeke is bullied by a big, strong, mean kid, including by being stuffed in an
26 equipment bag in a boys locker room; Nick is bullied by big, strong, mean kids who put a
27 muzzle on him in a boys club room; and Judy is bullied by a big, strong, mean kid who
28 knocks her down.

1 c. Zeke and Judy express career dreams that worry their parents, who try
2 to dissuade them from pursuing their dreams and suggest more conservative alternatives.
3 Zeke wants to be an animator, but his parents suggest he become a lawyer. Judy wants to
4 be a police officer, but her parents suggest she become a "carrot farmer."

5 d. Zeke and Judy go to educational institutions to advance their career
6 goals, rejecting their parents' advice. They excel, achieve recognition for their work, and
7 earn the opportunity to pursue their careers. In particular, Zeke goes to a college where he
8 becomes a cartoonist and gets a job at a studio producing "Zootopia"; Judy goes to an
9 academy where she becomes a police officer and gets a job with the Zootopia police
10 department.

11 e. The heroes then move to the big city. Zeke moves to Los Angeles
12 where he works at a movie studio; and Judy moves to Zootopia (which has streets called
13 Tujunganga and Vine, two streets in Los Angeles near movie studios).

14 f. In their jobs, the heroes come up against strong and powerful bosses
15 who do not like them, conflict with them, and seek to get rid of them. Zeke has the head of
16 the studio; Judy has the chief of the police department.

17 g. The heroes obsess over their work, go to extreme lengths in pursuit of
18 success, and even abuse their new power. Zeke writes, directs, produces and does the
19 voices for his Zootopia television show, acting like a "tyrant"; Judy writes 200 tickets
20 instead of just her quota of 100, acting like an overzealous meter maid.

21 h. Zeke and Judy take principled stances in defiance of their bosses. Zeke
22 refuses to do an endorsement; Judy insists on taking on the case of a missing animal. Both
23 characters anger their bosses in doing so.

24 i. The heroes engage with partners of the opposite gender with whom
25 they conflict, but who help them achieve success. Zeke's partner is Robin; Judy's partner
26 is Nick.

27

28

1 j. Both Zeke and Judy achieve tremendous success and fame in their jobs.
2 Zeke's Zootopia television show is a hit and he becomes famous; Judy finds the missing
3 animal and she becomes famous.

4 k. Success goes to the heroes' heads and they publicly offend people with
5 whom they work when interviewed in the media. Zeke offends his boss on a talk show;
6 Judy offends Nick at a press conference.

7 l. The protagonists' success leads to the break-up of their relationships
8 with their partners and reverses their upward personal trajectories into downward spirals.

9 m. A job crisis ensues, resulting in the heroes leaving their dream careers,
10 with important projects left unfinished. Zeke leaves the studio with a Valentine's Day
11 television special incomplete; Judy leaves the police department without solving the cause
12 of animals going "savage."

13 n. Dejected, and unable to solve the problem of out-of-control Zootopian
14 characters, the heroes move back to their parents' houses in the small towns to lives they
15 sought to escape.

16 o. The heroes each go to an asylum to solve the problem of out-of-control
17 Zootopian characters. Zeke goes to an "asylum" where he deals with mad Zootopia
18 characters in his head; Judy goes to an "asylum" where she deals with Zootopia characters
19 who have gone "savage."

20 p. The heroes' old bullies, Oog in the Goldman Zootopia and Gideon Grey
21 in the Disney Zootopia, have become changed people, overcoming their original natures
22 and evolving into good and decent adults. Specifically, they have overcome their bias
23 against the heroes.

24 q. The heroes run into and learn from their former bullies to overcome
25 their own internal problems. Zeke encounters and learns from the example of Oog; Judy
26 encounters and learns from the example of Gideon Grey.

27

28

1 r. The heroes miss their former partners, lament the disruption of their
2 relationships, and seek them out to reestablish their relationships – Zeke with Robin; Judy
3 with Nick.

4 s. Zeke and Judy apologize to their partners: Zeke says he was “terrible”
5 and “made a big mistake”; Judy says she was “horrible,” and “was ignorant and
6 irresponsible.”

7 t. The heroes reconcile with their former partners, demonstrating that they
8 have changed themselves – Zeke with Robin; Judy with Nick.

9 u. Zeke and Judy finish their unfinished projects with the help of their
10 former partners. Zeke finishes the Valentine’s Day television special that is symbolic of
11 his relationship with Robin; Judy solves the case of the predator animals going savage that
12 is symbolic of her relationship with Nick.

13 v. Zeke resolves the crisis of the out-of-control Zootopian characters in his
14 mind, reintegrating them back into the Zootopia television show; Judy resolves the crisis of
15 the out-of-control “savage” Zootopian characters, reintegrating them back into the
16 Zootopia society.

17 w. Each of the protagonists expresses love for his or her partner. Zeke
18 tells Robin he loves her; when Nick says to Judy, “you know you love me,” she responds,
19 “Do I know that. Yes. Yes, I do.” Judy’s “I do” evokes wedding vows, just as Zeke got
20 Robin to say “I do” when dubbing the Valentine’s Day Special.

21 x. The heroes regain their lost careers and illustrate that one can evolve
22 and become what he or she wants to be. The Disney Zootopia specifically hinges on the
23 central political coup subplot from Goldman’s Zootopia and the subplot of the reformed
24 bully from *Looney*, which they use in similar fashion to tie together and resolve plots, sub-
25 plots, and themes.

26 114. These plot points and events relate to and are used in conjunction with the
27 works’ similar themes, characters, dialogue, and settings.

28

1 115. Esplanade's selection, arrangement and combination of plot and events are
2 original and, on information and belief, unique to the works in issue. Furthermore,
3 Esplanade's selection, arrangement and combination of plot and events along with other
4 elements are original and, on information and belief, unique to these works.

5
6 **H. Mood**

7 116. The moods of the works also are similar. The works are written for adults and
8 children, with comic, social, and emotional aspects. The moods reflect the works' themes,
9 involving humor with an undercurrent of pathos and light moments juxtaposed with dark
10 moments. Both feature disappointment, disillusionment, and sadness, but also comedy,
11 healing, joy, and ultimate success. The moods alternate as the main characters'
12 personalities and worldviews battle, taking turns suffering setbacks and later achieving
13 vindication. Both moods are uplifting when the utopian themes are expressed, and take
14 downturns when the anti-utopian themes are acted out. The works culminate in a mood of
15 reconciliation and hope for further improvement in the future.

16 117. The moods are used in conjunction with the works' similar themes, characters,
17 dialogue, settings, and dramatic conflicts. Esplanade's selection, arrangement and
18 combination of mood along with other elements are original and, on information and
19 belief; unique to the works in issue.

20
21 **I. Selection, Arrangement, and Combination of Elements**

22 118. The elements of motion pictures, such as the Disney Zootopia, do not exist
23 solely in isolation from each other; rather, their significance also derives from how they
24 interrelate and combine. Artwork, themes, characters, dialogue, settings, plot, events, and
25 mood all contribute to the artistic expression as a whole.

26 119. The elements of the Goldman Zootopia that are similar to elements of the
27 Disney Zootopia, the Disney Merchandise, and the Disney Marketing are original and
28 qualitatively important to the Goldman Zootopia. Furthermore, the selection, arrangement,

1 and combination of elements in the Goldman Zootopia are original and qualitatively
2 important to the Goldman Zootopia. The Disney Zootopia, the Disney Merchandise, and
3 the Disney Marketing use both individual elements and the selection, arrangement, and
4 combination of elements, from the Goldman Zootopia.

5
6 **FIRST CAUSE OF ACTION**

7 **Breach of Implied-In-Fact Contract**

8 **(Against All Defendants)**

9 120. Esplanade repeats and re-alleges each and every allegation contained in
10 Paragraphs 1 through 119 above, as though fully set forth herein.

11 121. Esplanade and Defendants entered into an implied-in-fact contract, based on
12 their conduct as alleged above, whereby Esplanade disclosed ideas and materials for the
13 Goldman Zootopia to Defendants for sale, *i.e.*, in consideration for Defendants' obligation
14 to pay and credit Esplanade if Defendants or any of their affiliates used any of those ideas
15 or materials in any motion picture, television program, merchandise, or otherwise.

16 Esplanade reasonably expected to be compensated for such use of any of its ideas or
17 materials; and Defendants voluntarily accepted Esplanade's offer and disclosures, knowing
18 the conditions on which they were made, *i.e.*, that any use of any of Esplanade's ideas or
19 materials in any motion picture, television program, merchandise, or otherwise, whether by
20 Defendants or any of their affiliates, carried with it an obligation to, *inter alia*, compensate
21 and credit Esplanade for such use.

22 122. Esplanade conveyed and Defendants accepted Esplanade's ideas and materials
23 for the Goldman Zootopia with an understanding of the custom and practice in the
24 entertainment industry of providing ideas and materials to producers and studios in
25 exchange for compensation and credit if such ideas or materials are used.

26 123. Defendants' conduct implied, and led Esplanade reasonably to believe, that
27 Defendants would compensate and credit Esplanade for its ideas and materials for the
28

1 Goldman Zootopia if Defendants or any of their affiliates used any of Esplanade's ideas or
2 materials in any motion picture, television program, merchandise, or otherwise.

3 124. Esplanade has performed all conditions, covenants, and promises required to
4 be performed on its part in accordance with its implied-in-fact contract with Defendants.

5 125. Defendants used Esplanade's ideas and materials in the Disney Zootopia, the
6 Zootopia Merchandise, the Zootopia Marketing, and otherwise, and such ideas and
7 materials provided substantial value to Defendants. However, Defendants have not
8 compensated or credited Esplanade for the use of such ideas and materials. Accordingly,
9 Defendants have breached, and continue to breach, their implied-in-fact contract with
10 Esplanade.

11 126. As an actual and proximate result of Defendants' material breaches of the
12 implied-in-fact contract, Esplanade has suffered, and will continue to suffer, damages in an
13 amount to be proved at trial.

14 127. Defendants' conduct has caused, and continues to cause, Esplanade
15 irreparable harm, for which Esplanade has no adequate remedy at law. Unless this Court
16 restrains Defendants from engaging in such conduct, this harm will continue to occur in the
17 future. Accordingly, Esplanade is entitled to preliminary and permanent injunctive relief
18 restraining Defendants from further breaches of the implied-in-fact contract.

19
20 **SECOND CAUSE OF ACTION**

21 **Breach of Confidence**

22 **(Against All Defendants)**

23 128. Esplanade repeats and re-alleges each and every allegation contained in
24 Paragraphs 1 through 119 above, as though fully set forth herein.

25 129. Esplanade and Defendants entered into a confidential relationship, based on
26 their conduct whereby Esplanade conditioned the disclosure of confidential and novel
27 ideas and materials for the Goldman Zootopia to Defendants in consideration for
28 Defendants' obligation not to use, disclose, or divulge those ideas or materials without

1 Esplanade's permission and without payment and credit to Esplanade for any use or
2 disclosure of any of those ideas or materials.

3 130. Defendants voluntarily accepted Esplanade's confidential disclosures,
4 knowing that the ideas and materials were novel and were being disclosed in confidence,
5 and that the use or disclosure of any of Esplanade's novel ideas or materials in any motion
6 picture, television program, merchandise, or otherwise, whether by Defendants or any of
7 their affiliates, carried with it an obligation to, *inter alia*, compensate and credit Esplanade
8 for such use.

9 131. Esplanade conveyed and Defendants accepted Esplanade's confidential and
10 novel ideas and materials pursuant to custom and practice in the entertainment industry of
11 disclosing creative ideas and materials to producers and studios in consideration for
12 maintaining their confidentiality and not using, disclosing, or divulging those ideas or
13 materials without the other party's permission and without compensating and crediting the
14 other party if any of the ideas or materials are used or disclosed.

15 132. Defendants' conduct implied and led Esplanade reasonably to believe that
16 Defendants would not use, disclose, or divulge those ideas or materials without
17 Esplanade's permission and would compensate and credit Esplanade if Defendants or any
18 of their affiliates used or disclosed any of Esplanade's ideas or materials in any motion
19 picture, television program, merchandise, marketing, or otherwise.

20 133. Esplanade performed all conditions, covenants, and promises required to be
21 performed on its part in accordance with its agreement with Defendants.

22 134. Defendants breached, and continue to breach, its confidence with Esplanade
23 by using, disclosing, and divulging those ideas and materials in the Disney Zootopia, the
24 Zootopia Merchandise, the Zootopia Marketing, and otherwise without Esplanade's
25 permission and without compensating or crediting Esplanade.

26 135. As an actual and proximate result of Defendants' material breaches of
27 confidence, Esplanade has suffered, and will continue to suffer, damages in an amount to
28 be proved at trial.

1 136. Defendants' breaches of confidence were despicable and were committed
 2 maliciously, fraudulently, and oppressively with willful and conscious disregard of
 3 Esplanade's rights and with the wrongful intent to injure Esplanade. Defendants subjected
 4 Esplanade to extreme hardship, and by way of its intentional deceit, misrepresentation,
 5 and/or concealment of material facts, Defendants intentionally deprived Esplanade of
 6 property or legal rights to Esplanade's detriment and Defendants' financial benefit.
 7 Defendants' breaches of confidence were especially reprehensible because, Esplanade is
 8 informed and believes, Defendants' conduct was part of a repeated corporate practice and
 9 was not an isolated occurrence. Esplanade is informed and believes, and on that basis
 10 alleges, that Defendants have substantially increased their profits, and the profits of their
 11 affiliates, as a result. Therefore, Esplanade is entitled to recover exemplary and punitive
 12 damages in an amount to be proved at trial.

13 137. Defendants' breaches of confidence have caused, and continue to cause,
 14 Esplanade irreparable harm, for which Esplanade has no adequate remedy at law. Unless
 15 this Court restrains Defendants from wrongfully using, disclosing, and divulging
 16 Esplanade's novel and confidential ideas and materials, these injuries will continue to
 17 occur in the future. Accordingly, Esplanade is entitled to preliminary and permanent
 18 injunctive relief restraining Defendants from further use, disclosure, or divulgement of
 19 Esplanade's novel and confidential ideas and materials.

20
 21 **THIRD CAUSE OF ACTION**

22 **Unfair Competition – *Cal. Bus. & Prof. Code* §§ 17200, *et seq.* and Common Law**
 23 **(Against All Defendants)**

24 138. Esplanade repeats and re-alleges each and every allegation contained in
 25 Paragraphs 1 through 119, 121 through 127, and 129 through 137 above, as though fully
 26 set forth herein.

1 139. Section 17200 of the *California Business and Professions Code* prohibits
2 unfair competition, including "any unlawful, unfair or fraudulent business act or practice
3"

4 140. By engaging in the conduct alleged above, Defendants have engaged in
5 unlawful, unfair, and/or fraudulent business acts and practices of unfair competition in
6 violation of *California Business and Professions Code* sections 17200, *et seq.*, and
7 common law. Such conduct includes, *inter alia*, Defendants' breaches of confidence and
8 inducement of breaches of confidence, Defendants' interference with Esplanade's ability to
9 compete by diluting the value of the Goldman Zootopia and by failing to disclose
10 Esplanade's role in conceiving of and creating the Disney Zootopia, and Defendants'
11 misrepresentations to consumers, the entertainment industry, and others in the public that
12 Defendants' conceived of and created the Disney Zootopia without any participation or
13 contribution by Esplanade.

14 141. As an actual and proximate result of Defendants' unfair competition,
15 Defendants have unjustly enriched themselves by, *inter alia*, obtaining profits, depriving
16 Esplanade of compensation to which Esplanade is rightly entitled, and taking credit for
17 Esplanade's ideas and materials. Accordingly, Esplanade is entitled to restitution of such
18 sums in an amount to be proved at trial.

19 142. As an actual and proximate result of Defendants' unfair competition,
20 Esplanade has suffered, and will continue to suffer, substantial, immediate, and irreparable
21 harm including, *inter alia*, the failure to receive credit for conceiving of and creating
22 Zootopia, for which there is no adequate remedy at law. Esplanade is informed and
23 believes, and on that basis alleges, that Defendants will continue to engage in unfair
24 competition in violation of *California Business and Professions Code* sections 17200, *et*
25 *seq.* and common law, unless enjoined or restrained by this Court. Accordingly, Esplanade
26 is entitled to preliminary and permanent injunctive relief restraining further unfair
27 competition.

28

PRAYER FOR RELIEF

WHEREFORE, Esplanade prays for judgment in its favor and against Defendants, and each of them, as follows:

A. For monetary damages resulting from Defendants' breaches of implied contract and breaches of confidence, in an amount to be proved at trial;

B. That Defendants be preliminarily and permanently enjoined from further using or disclosing elements of the Goldman Zootopia by (i) producing, reproducing, distributing, performing, displaying, or preparing any works using or disclosing any element of the Goldman Zootopia, (ii) reproducing, distributing, performing, displaying, or preparing derivative works based on the Disney Zootopia, (iii) producing, reproducing, distributing, or displaying books, toys, video games, costumes, and/or other merchandise based on any element of the Goldman Zootopia or the Disney Zootopia, (iv) producing, reproducing, distributing, performing, displaying, or preparing any marketing materials using or disclosing any element of the Goldman Zootopia, and (v) licensing any materials using or disclosing any element of the Goldman Zootopia;

C. That Defendants be preliminarily and permanently enjoined from engaging in further acts of unfair competition;

D. That Defendants be required to account to Esplanade for all profits derived from their use or disclosure of the Goldman Zootopia and their production, reproduction, preparation of derivative works based on, distribution, performance, and display of the Disney Zootopia or the Zootopia Merchandise in all media, from all sources, worldwide;

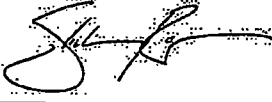
E. That Defendants be ordered to pay to Esplanade exemplary and punitive damages in an amount to be proved at trial; and

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

1 F. That Esplanade be awarded such other and further relief as the Court deems
2 just and proper.

3 DATED: February 12, 2018

QUINN EMANUEL URQUHART &
SULLIVAN, LLP

5
6 By 

7 Gary E. Gans
8 Jeffery D. McFarland
9 Shahin Rezvani
10 Aaron Perahia
11 *Attorneys for Plaintiff*
12 *Esplanade Productions, Inc.*

Deadline

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

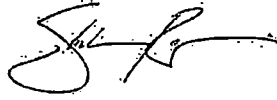
1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

JURY TRIAL DEMAND

Plaintiff Esplanade Productions, Inc. hereby demands trial by jury on all issues so triable.

DATED: February 12, 2018

QUINN EMANUEL URQUHART &
SULLIVAN, LLP

By 

Gary E. Gans
Jeffery D. McFarland
Shahin Rezvani
Aaron Perahia
*Attorneys for Plaintiff
Esplanade Productions, Inc.*

Deadline

ORIGINAL

CM-010

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, State Bar number, and address): Gary E. Gans, Bar No. 89537, Jeffrey McFarland, Bar No. 157628, Shahin Rezvani, Bar No. 199614, Aaron H. Perahia, Bar No. 304554 Quinn Emanuel Urquhart & Sullivan, LLP 865 S. Figueroa St., 10th Fl., Los Angeles, CA 90017 TELEPHONE NO.: 213/443-3000 FAX NO.: 213/443-3100		FOR COURT USE ONLY FILED Superior Court of California County of Los Angeles FEB 13 2018 Sherri R. Carter, Executive Officer/Clerk By <u>M. Soto</u> , Deputy Moses Soto
ATTORNEY FOR (Name): Plaintiff, Esplanade Productions, Inc. SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES STREET ADDRESS: 111 North Hill Street MAILING ADDRESS: CITY AND ZIP CODE: Los Angeles, CA 90012 BRANCH NAME: Central		
CASE NAME: ESPLANADE PRODUCTIONS v. THE WALT DISNEY COMPANY, et al		CASE NUMBER: BC 693809
CIVIL CASE COVER SHEET <input checked="" type="checkbox"/> Unlimited (Amount demanded exceeds \$25,000)	<input type="checkbox"/> Limited (Amount demanded is \$25,000 or less)	Complex Case Designation <input type="checkbox"/> Counter <input type="checkbox"/> Joinder Filed with first appearance by defendant (Cal. Rules of Court, rule 3.402)
JUDGE:		DEPT:

Items 1-6 below must be completed (see instructions on page 2).

1. Check one box below for the case type that best describes this case:

Auto Tort <input type="checkbox"/> Auto (22) <input type="checkbox"/> Uninsured motorist (46)	Contract <input checked="" type="checkbox"/> Breach of contract/warranty (06) <input type="checkbox"/> Rule 3.740 collections (09) <input type="checkbox"/> Other collections (09) <input type="checkbox"/> Insurance coverage (18) <input type="checkbox"/> Other contract (37)	Provisionally Complex Civil Litigation (Cal. Rules of Court, rules 3.400-3.403) <input type="checkbox"/> Antitrust/Trade regulation (03) <input type="checkbox"/> Construction defect (10) <input type="checkbox"/> Mass tort (40) <input type="checkbox"/> Securities litigation (28) <input type="checkbox"/> Environmental/Toxic tort (30) <input type="checkbox"/> Insurance coverage claims arising from the above listed provisionally complex case types (41)
Other P/DPD/WD (Personal Injury/Property Damage/Wrongful Death) Tort <input type="checkbox"/> Asbestos (04) <input type="checkbox"/> Product liability (24) <input type="checkbox"/> Medical malpractice (45) <input type="checkbox"/> Other P/DPD/WD (23)	Real Property <input type="checkbox"/> Eminent domain/Inverse condemnation (14) <input type="checkbox"/> Wrongful eviction (33) <input type="checkbox"/> Other real property (26)	Enforcement of Judgment <input type="checkbox"/> Enforcement of judgment (20)
Non-P/DPD/WD (Other) Tort <input type="checkbox"/> Business tort/unfair business practice (07) <input type="checkbox"/> Civil rights (08) <input type="checkbox"/> Defamation (13) <input type="checkbox"/> Fraud (16) <input type="checkbox"/> Intellectual property (19) <input type="checkbox"/> Professional negligence (25) <input type="checkbox"/> Other non-P/DPD/WD tort (35)	Unlawful Detainer <input type="checkbox"/> Commercial (31) <input type="checkbox"/> Residential (32) <input type="checkbox"/> Drugs (38)	Miscellaneous Civil Complaint <input type="checkbox"/> RICO (27) <input type="checkbox"/> Other complaint (not specified above) (42)
Employment <input type="checkbox"/> Wrongful termination (36) <input type="checkbox"/> Other employment (15)	Judicial Review <input type="checkbox"/> Asset forfeiture (05) <input type="checkbox"/> Petition re: arbitration award (11) <input type="checkbox"/> Writ of mandate (02) <input type="checkbox"/> Other judicial review (39)	Miscellaneous Civil Petition <input type="checkbox"/> Partnership and corporate governance (21) <input type="checkbox"/> Other petition (not specified above) (43)

2. This case is is not complex under rule 3.400 of the California Rules of Court. If the case is complex, mark the factors requiring exceptional judicial management:

a. <input type="checkbox"/> Large number of separately represented parties	d. <input type="checkbox"/> Large number of witnesses
b. <input type="checkbox"/> Extensive motion practice raising difficult or novel issues that will be time-consuming to resolve	e. <input type="checkbox"/> Coordination with related actions pending in one or more courts in other counties, states, or countries, or in a federal court
c. <input type="checkbox"/> Substantial amount of documentary evidence	f. <input type="checkbox"/> Substantial postjudgment judicial supervision

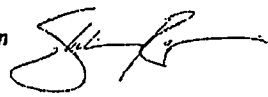
3. Remedies sought (check all that apply): a. monetary b. nonmonetary; declaratory or injunctive relief c. punitive

4. Number of causes of action (specify): Three

5. This case is is not a class action suit.

6. If there are any known related cases, file and serve a notice of related case. (You n

Date: 2/19/2018
SHAHIN REZVANI
 (TYPE OR PRINT NAME)


 (SIGNATURE OF PARTY OR ATTORNEY FOR PARTY)

NOTICE

- Plaintiff must file this cover sheet with the first paper filed in the action or proceeding (except small claims cases or cases filed under the Probate Code, Family Code, or Welfare and Institutions Code). (Cal. Rules of Court, rule 3.220.) Failure to file may result in sanctions.
- File this cover sheet in addition to any cover sheet required by local court rule.
- If this case is complex under rule 3.400 et seq. of the California Rules of Court, you must serve a copy of this cover sheet on all other parties to the action or proceeding.
- Unless this is a collections case under rule 3.740 or a complex case, this cover sheet will be used for statistical purposes only.

Form Adopted for Mandatory Use
 Judicial Council of California
 CM-010 (Rev. July 1, 2007)

CIVIL CASE COVER SHEET Legal Solutions & Plus
 Cal. Rules of Court, rules 2.30, 3.220, 3.400-3.403, 3.740;
 Cal. Standards of Judicial Administration, std. 3.10

ORIGINAL

SHORT TITLE: ESPLANADE PRODUCTIONS v. THE WALT DISNEY COMPANY, ET AL

CASE NUMBER

BC 693809

CIVIL CASE COVER SHEET ADDENDUM AND STATEMENT OF LOCATION (CERTIFICATE OF GROUNDS FOR ASSIGNMENT TO COURTHOUSE LOCATION)

This form is required pursuant to Local Rule 2.3 in all new civil case filings in the Los Angeles Superior Court.

Step 1: After completing the Civil Case Cover Sheet (Judicial Council form CM-010), find the exact case type in Column A that corresponds to the case type indicated in the Civil Case Cover Sheet.

Step 2: In Column B, check the box for the type of action that best describes the nature of the case.

Step 3: In Column C, circle the number which explains the reason for the court filing location you have chosen.

Applicable Reasons for Choosing Court Filing Location (Column C)

- 1. Class actions must be filed in the Stanley Mosk Courthouse, Central District.
2. Permissive filing in central district.
3. Location where cause of action arose.
4. Mandatory personal injury filing in North District.
5. Location where performance required or defendant resides.
6. Location of property or permanently garaged vehicle.
7. Location where petitioner resides.
8. Location wherein defendant/respondent functions wholly.
9. Location where one or more of the parties reside.
10. Location of Labor Commissioner Office.
11. Mandatory filing location (Hub Cases - unlawful detainer, limited non-collection, limited collection, or personal injury).

Table with 3 columns: A (Civil Case Cover Sheet Category No), B (Type of Action), and C (Applicable Reasons). Rows include Auto Tort, Uninsured Motorist, Asbestos, Product Liability, Medical Malpractice, and Other Personal Injury Property Damage Wrongful Death.

010731720

SHORT TITLE: **ESPLANADE PRODUCTIONS v. THE WALT DISNEY COMPANY, ET AL** CASE NUMBER

Non-Personal Injury/Property Damage/Wrongful Death Tort

Employment

Contract

Real Property

Unlawful Detainer

A Civil Case Cover Sheet Category No.	B Type of Action (Check only one)	C Applicable Reasons (See Step 3 Above)
Business Tort (07)	<input type="checkbox"/> A6029 Other Commercial/Business Tort (not fraud/breach of contract)	1, 2, 3
Civil Rights (08)	<input type="checkbox"/> A6005 Civil Rights/Discrimination	1, 2, 3
Defamation (13)	<input type="checkbox"/> A6010 Defamation (slander/libel)	1, 2, 3
Fraud (16)	<input type="checkbox"/> A6013 Fraud (no contract)	1, 2, 3
Professional Negligence (25)	<input type="checkbox"/> A6017 Legal Malpractice	1, 2, 3
	<input type="checkbox"/> A6050 Other Professional Malpractice (not medical or legal)	1, 2, 3
Other (35)	<input type="checkbox"/> A6025 Other Non-Personal Injury/Property Damage tort	1, 2, 3
Wrongful Termination (36)	<input type="checkbox"/> A6037 Wrongful Termination	1, 2, 3
Other Employment (15)	<input type="checkbox"/> A6024 Other Employment Complaint Case	1, 2, 3
	<input type="checkbox"/> A6109 Labor Commissioner Appeals	10
Breach of Contract/ Warranty (06) (not insurance)	<input type="checkbox"/> A6004 Breach of Rental/Lease Contract (not unlawful detainer or wrongful eviction)	2, 5
	<input type="checkbox"/> A6008 Contract/Warranty Breach -Seller Plaintiff (no fraud/negligence)	2, 5
	<input type="checkbox"/> A6019 Negligent Breach of Contract/Warranty (no fraud)	1, 2, 5
	<input checked="" type="checkbox"/> A6028 Other Breach of Contract/Warranty (not fraud or negligence)	1, 2, 5
Collections (09)	<input type="checkbox"/> A6002 Collections Case-Seller Plaintiff	5, 6, 11
	<input type="checkbox"/> A6012 Other Promissory Note/Collections Case	5, 11
	<input type="checkbox"/> A6034 Collections Case-Purchased Debt (Charged Off Consumer Debt Purchased on or after January 1, 2014)	5, 6, 11
Insurance Coverage (18)	<input type="checkbox"/> A6015 Insurance Coverage (not complex)	1, 2, 5, 8
Other Contract (37)	<input type="checkbox"/> A6009 Contractual Fraud	1, 2, 3, 5
	<input type="checkbox"/> A6031 Tortious Interference	1, 2, 3, 5
	<input type="checkbox"/> A6027 Other Contract Dispute(not breach/insurance/fraud/negligence)	1, 2, 3, 8, 9
Eminent Domain/Inverse Condemnation (14)	<input type="checkbox"/> A7300 Eminent Domain/Condemnation Number of parcels _____	2, 6
Wrongful Eviction (33)	<input type="checkbox"/> A6023 Wrongful Eviction Case	2, 6
Other Real Property (26)	<input type="checkbox"/> A6018 Mortgage Foreclosure	2, 6
	<input type="checkbox"/> A6032 Quiet Title	2, 6
	<input type="checkbox"/> A6050 Other Real Property (not eminent domain, landlord/tenant, foreclosure)	2, 6
Unlawful Detainer-Commercial (31)	<input type="checkbox"/> A6021 Unlawful Detainer-Commercial (not drugs or wrongful eviction)	6, 11
Unlawful Detainer-Residential (32)	<input type="checkbox"/> A6020 Unlawful Detainer-Residential (not drugs or wrongful eviction)	6, 11
Unlawful Detainer-Post-Foreclosure (34)	<input type="checkbox"/> A6020F Unlawful Detainer-Post-Foreclosure	2, 6, 11
Unlawful Detainer-Drugs (38)	<input type="checkbox"/> A6022 Unlawful Detainer-Drugs	2, 6, 11

02/13/2016

SHORT TITLE: **ESPLANADE PRODUCTIONS v. THE WALT DISNEY COMPANY, ET AL** CASE NUMBER

A Civil Case Cover Sheet Category No.	B Type of Action (Check only one)	C-Applicable Reasons - See Step 3 Above
Asset Forfeiture (05)	<input type="checkbox"/> A6108 Asset Forfeiture Case	2, 3, 6
Petition re Arbitration (11)	<input type="checkbox"/> A6115 Petition to Compel/Confirm/Vacate Arbitration	2, 5
Writ of Mandate (02)	<input type="checkbox"/> A6151 Writ - Administrative Mandamus	2, 8
	<input type="checkbox"/> A6152 Writ - Mandamus on Limited Court Case Matter	2
	<input type="checkbox"/> A6153 Writ - Other Limited Court Case Review	2
Other Judicial Review (39)	<input type="checkbox"/> A6150 Other Writ /Judicial Review	2, 8
Antitrust/Trade Regulation (03)	<input type="checkbox"/> A6003 Antitrust/Trade Regulation	1, 2, 8
Construction Defect (10)	<input type="checkbox"/> A6007 Construction Defect	1, 2, 3
Claims Involving Mass Tort (40)	<input type="checkbox"/> A6006 Claims Involving Mass Tort	1, 2, 8
Securities Litigation (28)	<input type="checkbox"/> A6035 Securities Litigation Case	1, 2, 8
Toxic Tort Environmental (30)	<input type="checkbox"/> A6036 Toxic Tort/Environmental	1, 2, 3, 8
Insurance Coverage Claims from Complex Case (41)	<input type="checkbox"/> A6014 Insurance Coverage/Subrogation (complex case only)	1, 2, 5, 8
Enforcement of Judgment (20)	<input type="checkbox"/> A6141 Sister State Judgment	2, 5, 11
	<input type="checkbox"/> A6160 Abstract of Judgment	2, 6
	<input type="checkbox"/> A6107 Confession of Judgment (non-domestic relations)	2, 9
	<input type="checkbox"/> A6140 Administrative Agency Award (not unpaid taxes)	2, 8
	<input type="checkbox"/> A6114 Petition/Certificate for Entry of Judgment on Unpaid Tax	2, 8
RICO (27)	<input type="checkbox"/> A6033 Racketeering (RICO) Case	1, 2, 8
Miscellaneous Civil Complaints (Not Specified Above) (42)	<input type="checkbox"/> A6030 Declaratory Relief Only	1, 2, 8
	<input type="checkbox"/> A6040 Injunctive Relief Only (not domestic/harassment)	2, 8
	<input type="checkbox"/> A6011 Other Commercial Complaint Case (non-tort/non-complex)	1, 2, 8
	<input type="checkbox"/> A6000 Other Civil Complaint (non-tort/non-complex)	1, 2, 8
Partnership Corporation Governance (21)	<input type="checkbox"/> A6113 Partnership and Corporate Governance Case	2, 8
Miscellaneous Civil Petitions (Not Specified Above) (43)	<input type="checkbox"/> A6121 Civil Harassment	2, 3, 9
	<input type="checkbox"/> A6123 Workplace Harassment	2, 3, 9
	<input type="checkbox"/> A6124 Elder/Dependent Adult Abuse Case	2, 3, 9
	<input type="checkbox"/> A6190 Election Contest	2
	<input type="checkbox"/> A6110 Petition for Change of Name/Change of Gender	2, 7
	<input type="checkbox"/> A6170 Petition for Relief from Late Claim Law	2, 3, 8
	<input type="checkbox"/> A6100 Other Civil Petition	2, 9

810701170

SHORT TITLE: ESPLANADE PRODUCTIONS v. THE WALT DISNEY COMPANY, ET AL	CASE NUMBER
--	-------------

Step 4: Statement of Reason and Address: Check the appropriate boxes for the numbers shown under Column C for the type of action that you have selected. Enter the address which is the basis for the filing location, including zip code. (No address required for class action cases).

REASON: <input type="checkbox"/> 1. <input checked="" type="checkbox"/> 2. <input type="checkbox"/> 3. <input type="checkbox"/> 4. <input type="checkbox"/> 5. <input type="checkbox"/> 6. <input type="checkbox"/> 7. <input type="checkbox"/> 8. <input type="checkbox"/> 9. <input type="checkbox"/> 10. <input type="checkbox"/> 11.			ADDRESS: Stanley Mosk Courthouse 111 No. Hill Street		
CITY:	STATE:	ZIP CODE:			
Los Angeles	CA	90012			

Step 5: Certification of Assignment: I certify that this case is properly filed in the Central District of the Superior Court of California, County of Los Angeles [Code Civ. Proc., §392 et seq., and Local Rule 2.3(a)(1)(E)].

Dated: February 12, 2018



 (SIGNATURE OF ATTORNEY/FILING PARTY)
 SHAHIN REZVANI

PLEASE HAVE THE FOLLOWING ITEMS COMPLETED AND READY TO BE FILED IN ORDER TO PROPERLY COMMENCE YOUR NEW COURT CASE:

1. Original Complaint or Petition.
2. If filing a Complaint, a completed Summons form for issuance by the Clerk.
3. Civil Case Cover Sheet, Judicial Council form CM-010.
4. Civil Case Cover Sheet Addendum and Statement of Location form, LACIV 109, LASC Approved 03-04 (Rev. 02/16).
5. Payment in full of the filing fee, unless there is court order for waiver, partial or scheduled payments.
6. A signed order appointing the Guardian ad Litem, Judicial Council form CIV-010, if the plaintiff or petitioner is a minor under 18 years of age will be required by Court in order to issue a summons.
7. Additional copies of documents to be conformed by the Clerk. Copies of the cover sheet and this addendum must be served along with the summons and complaint, or other initiating pleading in the case.

02/13/2018