

1 David R. Singer (State Bar No. 204699)
 HOGAN LOVELLS US LLP
 2 1999 Avenue of the Stars, Suite 1400
 Los Angeles, California 90067
 3 Telephone: (310) 785-4600
 Facsimile: (310) 785-4601
 4 david.singer@hoganlovells.com

5 Sanford M. Litvack (State Bar No. 177721)
 HOGAN LOVELLS US LLP
 6 875 Third Avenue
 New York, New York 10022
 7 Telephone: (212) 918-3000
 Facsimile: (212) 918-3100
 8 sandy.litvack@hoganlovells.com

9 Attorneys for Defendants
 THE WALT DISNEY COMPANY,
 10 WALT DISNEY PICTURES,
 DISNEY ENTERPRISES, INC.
 11 and PIXAR

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**UNITED STATES DISTRICT COURT
 CENTRAL DISTRICT OF CALIFORNIA
 WESTERN DIVISION**

JAKE MANDEVILLE-ANTHONY,
 an individual,

Plaintiff,

v.

THE WALT DISNEY COMPANY,
 WALT DISNEY PICTURES,
 DISNEY ENTERPRISES, INC.,
 PIXAR d/b/a PIXAR ANIMATION
 STUDIOS; and DOES 1-10, inclusive,

Defendants.

Case No. CV 11-2137 VBF (JEMx)

Complaint Filed: March 14, 2011

**ANSWER TO COMPLAINT;
 DEMAND FOR JURY TRIAL**

Hon. Valerie Baker Fairbank

1 Defendants The Walt Disney Company (“TWDC”), Walt Disney Pictures,
2 Disney Enterprises, Inc., and Pixar (jointly, “Defendants”), by and through their
3 undersigned counsel, respond to plaintiff Jake Mandeville-Anthony’s (“Plaintiff”)
4 March 14, 2011 Complaint (“Complaint”) as follows:

5 **PARTIES, JURISDICTION, AND VENUE**

6 1. Answering Paragraph 1 of the Complaint, Defendants lack sufficient
7 information or knowledge to admit or deny the allegations contained therein and, on
8 that basis, deny them.

9 2. Defendants admit the allegations in Paragraph 2 of the Complaint.

10 3. Defendants admit the allegations in Paragraph 3 of the Complaint.

11 4. Defendants admit the allegations in Paragraph 4 of the Complaint.

12 5. Defendants admit the allegations in Paragraph 5 of the Complaint.

13 6. Answering Paragraph 6 of the Complaint, Defendants lack sufficient
14 information or knowledge to admit or deny the allegations contained therein and, on
15 that basis, deny them.

16 7. Answering Paragraph 7 of the Complaint, Defendants admit that the
17 Court has personal jurisdiction over Defendants. Except as so admitted, Defendants
18 deny each and every other allegation contained in Paragraph 7.

19 8. Answering Paragraph 8 of the Complaint, Defendants admit that this is
20 a suit alleging copyright infringement, brought pursuant to 17 U.S.C. Sections 101,
21 *et seq.*, and that this Court has subject matter jurisdiction over the copyright
22 infringement claim pursuant to 28 U.S.C. Sections 1331 and 1338(a). Except as so
23 admitted, Defendants deny each and every other allegation contained in Paragraph 8.

24 9. Answering Paragraph 9 of the Complaint, Defendants admit that venue
25 is proper in this district pursuant to 28 U.S.C. Sections 1391 and 1400(a) because the
26 claims asserted are alleged to have arisen in this district, and Defendants may be
27 found in this district. Except as so admitted, Defendants deny each and every other
28 allegation contained in Paragraph 9.

1 10. Answering Paragraph 10 of the Complaint, Defendants lack sufficient
2 information or knowledge to admit or deny the allegations contained therein and, on
3 that basis, deny them.

4 11. Answering Paragraph 11 of the Complaint, Defendants lack sufficient
5 information or knowledge to admit or deny the allegations contained therein and, on
6 that basis, deny them.

7 12. Answering Paragraph 12 of the Complaint, Defendants lack sufficient
8 information or knowledge to admit or deny the allegations contained therein and, on
9 that basis, deny them.

10 13. Answering Paragraph 13 of the Complaint, TWDC and its affiliated
11 companies have no record of having received copies of *Cars/Auto-Excess/Cars*
12 *Chaos* or *Cookie & Co.* in 1992, 1994, 1996, or at any other time prior to Plaintiff's
13 May 2009 complaint letter. Defendants lack sufficient information or knowledge to
14 admit or deny the remaining allegations contained in Paragraph 13 and, on that
15 basis, deny them.

16 14. Answering Paragraph 14 of the Complaint, Defendants admit that Jim
17 Morris was employed by Industrial Light and Magic ("ILM"), an operating unit of
18 LucasFilm Ltd. or one of its subsidiaries from 1987 to 1993. Defendants admit that
19 Morris became General Manager/Vice President of ILM in 1991, President of ILM
20 in 1993, and President of Lucas Digital, a subsidiary of LucasFilm Ltd., in 1995.
21 Defendants lack sufficient information or knowledge to admit or deny the remaining
22 allegations contained in Paragraph 14 and, on that basis, deny them.

23 15. Answering Paragraph 15 of the Complaint, Defendants admit that John
24 Lasseter was one of the directors and writers of *CARS*. Defendants further admit
25 that Lasseter worked for the Graphics Group in the LucasFilm Computer Division
26 ("LCD") of LucasFilm Ltd. from 1984 to 1986. Except as so admitted, Defendants
27 deny each and every other allegation contained in Paragraph 15.

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1 16. Answering Paragraph 16 of the Complaint, Defendants admit that Steve
2 Jobs acquired the Graphics Group of the LCD and renamed it Pixar in 1986. Except
3 as so admitted, Defendants deny each and every other allegation contained in
4 Paragraph 16.

5 17. Defendants admit the allegations in Paragraph 17 of the Complaint.

6 18. Answering Paragraph 18 of the Complaint, Defendants admit that Steve
7 Jobs acquired the Graphics Group of the LCD and renamed it Pixar in 1986.
8 Defendants further admit that Lasseter has worked for Pixar since its formation and
9 is currently the Chief Creative Officer of Pixar and Walt Disney Animation Studios.
10 Except as so admitted, Defendants deny each and every other allegation contained in
11 Paragraph 18.

12 19. Answering Paragraph 19 of the Complaint, Defendants admit that on
13 January 24, 2006, TWDC and Pixar entered into an agreement under which Pixar
14 would be merged into a wholly-owned subsidiary of TWDC; the merger subsidiary
15 would cease to exist; and Pixar would continue as the surviving corporation.
16 Defendants admit that the transaction was completed on May 5, 2006, and that Pixar
17 is now a wholly-owned subsidiary of TWDC. Except as so admitted, Defendants
18 deny each and every other allegation contained in Paragraph 19.

19 20. Defendants deny each and every allegation contained in Paragraph 20
20 of the Complaint.

21 21. Answering Paragraph 21 of the Complaint, Defendants admit that
22 *CARS*, *CARS 2*, and *Cars TOON: Mater's Tall Tales* are set in a world with no
23 humans, inhabited only by anthropomorphic cars and other vehicles, and that
24 Defendants have made statements to that effect. Defendants deny that Plaintiff's
25 works incorporate this same element. Defendants lack sufficient information or
26 knowledge to admit or deny the remaining allegations contained in Paragraph 21
27 and, on that basis, deny them.

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1 22. Answering Paragraph 22 of the Complaint, Defendants state that the
2 content of the parties’ respective works speaks for itself. Defendants state that the
3 character Lightning McQueen was named in honor of Glenn McQueen – who was
4 the supervising animator on the *CARS* motion picture and who died during the
5 motion picture’s production – but was also a nod to Steve McQueen. Defendants
6 admit that the first teaser trailer for *CARS 2* was released on November 2, 2010; the
7 first full-length trailer for *CARS 2* was released on November 15, 2010; and
8 additional trailers were released on March 7, 2011. Defendants state that the content
9 of the trailers speaks for itself. Defendants deny each and every one of Plaintiff’s
10 legal claims concerning purported copyright infringement and substantial similarity
11 of the parties’ respective works. Defendants lack sufficient information or
12 knowledge to admit or deny the allegations concerning the manner in which
13 Plaintiff’s *Cookie & Co.* work had been bound and, on that basis, deny them.
14 Defendants deny that the Mater character from *CARS* was originally conceived as a
15 pristine condition blue wagon. Except as so admitted, Defendants deny each and
16 every other allegation contained in Paragraph 22.

17 23. Answering Paragraph 23 of the Complaint, Defendants admit that
18 *CARS* was commercially released in theatres in the United States on June 9, 2006
19 and was released on DVD in the United States on November 7, 2006. Defendants
20 admit that Disney Enterprises, Inc. and Pixar are the copyright owners for *CARS*.
21 Except as so admitted, Defendants deny each and every other allegation contained in
22 Paragraph 23.

23 24. Defendants admit the allegations contained in Paragraph 24 of the
24 Complaint. Defendants further state that Disney Enterprises, Inc. and Pixar are the
25 copyright owners for *CARS 2* and *Cars TOON: Mater’s Tall Tales*.

26 25. Answering Paragraph 25 of the Complaint, Defendants admit that the
27 box office revenues and DVD sales from *CARS*, and DVD sales from *Cars TOON:*
28 *Mater’s Tall Tales*, have generated combined, total revenues in excess of \$500

1 million. Defendants admit that total retail sales of *CARS*-related merchandise have
2 been estimated at approximately \$5 billion.

3 26. Answering Paragraph 26 of the Complaint, Defendants admit that
4 *CARS* and *Cars TOON: Mater's Tall Tales* continue to generate revenue from
5 various sources including, but not limited to, DVD sales, Blu-ray sales, licensing
6 and merchandising. Except as so admitted, Defendants deny each and every other
7 allegation contained in Paragraph 26.

8 27. Answering Paragraph 27 of the Complaint, Defendants admit that
9 *CARS 2* is being commercially released in theatres in the United States on June 24,
10 2011. Except as so admitted, Defendants deny the remaining allegations therein.

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12 **FIRST CAUSE OF ACTION**
13 **COPYRIGHT INFRINGEMENT**

14 28. Defendants repeat and reallege Paragraphs 1 through 27 of this Answer
15 as though fully set forth herein.

16 29. Answering Paragraph 29 of the Complaint, Defendants lack sufficient
17 information or knowledge to admit or deny the allegations contained therein and, on
18 that basis, deny them.

19 30. Answering Paragraph 30 of the Complaint, Defendants admit that
20 *Cars/Auto-Excess/Cars Chaos* and *Cookie & Co.* are registered with the United
21 States Copyright Office under the registration numbers Pau003517316 and
22 PAu003517273. Defendants deny that they engaged in any copyright infringement
23 or other violations of law whatsoever. Defendants lack sufficient information or
24 knowledge to admit or deny the remaining allegations contained therein and, on that
25 basis, deny them.

26 31. Answering Paragraph 31 of the Complaint, Defendants state that they
27 have no record of having received copies of *Cars/Auto-Excess/Cars Chaos* or
28 *Cookie & Co.* in 1992, 1994, 1996, or at any other time prior to Plaintiff's May 2009

1 complaint letter. On that basis, Defendants deny each and every allegation
2 contained in Paragraph 31.

3 32. Defendants deny each and every allegation contained in Paragraph 32
4 of the Complaint.

5 33. Defendants deny each and every allegation contained in Paragraph 33
6 of the Complaint.

7 34. Defendants deny each and every allegation contained in Paragraph 34
8 of the Complaint.

9 35. Defendants deny each and every allegation contained in Paragraph 35
10 of the Complaint.

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12 **SECOND CAUSE OF ACTION**

13 **BREACH OF IMPLIED-IN-FACT CONTRACT**

14 36. Defendants repeat and reallege Paragraphs 1 through 35 of this Answer
15 as though fully set forth herein.

16 37. Answering Paragraph 37 of the Complaint, Defendants state that they
17 have no record of having received copies of *Cars/Auto-Excess/Cars Chaos* or
18 *Cookie & Co.* in 1992, 1994, 1996, or at any other time prior to Plaintiff's complaint
19 letter. Except as so stated, Defendants deny each and every remaining allegation
20 contained in Paragraph 37.

21 38. Defendants deny each and every allegation contained in Paragraph 38
22 of the Complaint.

23 39. Defendants deny each and every allegation contained in Paragraph 39
24 of the Complaint.

25 40. Defendants deny each and every allegation contained in Paragraph 40
26 of the Complaint.

27 41. Defendants admit that Plaintiff has sued Defendants seeking monetary
28 damages and that Defendants have not compensated Plaintiff for his alleged claims

1 because Plaintiff is not entitled to any relief or damages whatsoever. Except as so
2 admitted, Defendants deny each and every other allegation contained in
3 Paragraph 41.

4 42. Defendants deny each and every allegation contained in Paragraph 42
5 of the Complaint.

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7 **AFFIRMATIVE DEFENSES**

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9 **FIRST AFFIRMATIVE DEFENSE**

10 **(Failure to State a Claim)**

11 The Complaint fails to state a claim upon which relief can be granted. After
12 the *CARS 2* motion picture is released, Defendants intend to bring a motion to
13 dismiss the Complaint with prejudice pursuant to Rule 12(c) of the Federal Rules of
14 Civil Procedure.

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16 **SECOND AFFIRMATIVE DEFENSE**

17 **(Statute of Limitations)**

18 Plaintiff's claims are barred, in whole or in part, by the applicable statutes of
19 limitations including, but not limited to, 17 U.S.C. Section 507(b) and California
20 Code of Civil Procedure Section 339(1).

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22 **THIRD AFFIRMATIVE DEFENSE**

23 **(Laches)**

24 Plaintiff's claims are barred, in whole or in part, by the doctrine of laches.
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FOURTH AFFIRMATIVE DEFENSE
(Independent Creation)

Plaintiff’s claims are barred, in whole or in part, because each of Defendants’ works identified in the Complaint was independently created by Defendants.

FIFTH AFFIRMATIVE DEFENSE
(Unprotectible Ideas / Lack of Originality / Third-Party Expression)

Plaintiff’s claims are barred, in whole or in part, because the allegedly infringed works are unprotectible ideas, scenes-a-fair, and/or expression created by third-parties.

SIXTH AFFIRMATIVE DEFENSE
(Lack of Access)

Plaintiff’s claims are barred, in whole or in part, because Defendants did not have access to *Cars/Auto-Excess/Cars Chaos* or *Cookie & Co.* when they created *CARS*, *CARS 2*, and *Cars TOON: Mater’s Tall Tales*. Also, Plaintiff only registered those works with the Copyright Office after Defendants’ works were created.

SEVENTH AFFIRMATIVE DEFENSE
(Preemption)

Plaintiff’s state law claim is preempted by the Copyright Act.

EIGHT AFFIRMATIVE DEFENSE
(Statute of Frauds)

Plaintiff’s claims are barred, in whole or in part, by the statute of frauds.

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NINTH AFFIRMATIVE DEFENSE

(Release)

Plaintiff’s claims are barred, in whole or in part, because he released and waived his claims against Defendants.

TENTH AFFIRMATIVE DEFENSE

(Invalidity or Unenforceability of Copyright)

Plaintiff’s claims are barred, in whole or in part, because Plaintiff’s copyrights are invalid and/or unenforceable.

ELEVENTH AFFIRMATIVE DEFENSE

(Failure to Mitigate)

To the extent Plaintiff suffered any damages, which Defendants expressly deny, Plaintiff has failed to take the steps necessary to mitigate the damages purportedly sustained.

ADDITIONAL DEFENSES

Defendants reserve the right to supplement or amend this answer, including through the addition of further affirmative defenses, based upon the course of discovery and proceedings in this action.

PRAYER FOR RELIEF

WHEREFORE, Defendants pray for judgment as follows:

- 1. Dismissal of the Complaint with prejudice;
- 2. Costs of suit awarded to Defendants;
- 4. Attorneys’ fees awarded to Defendants; and

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5. Such other relief as the Court may deem just and proper.

Date: May 12, 2011

HOGAN LOVELLS US LLP

By: _____/s/
David R. Singer

Attorneys for Defendants
THE WALT DISNEY COMPANY,
WALT DISNEY PICTURES,
DISNEY ENTERPRISES, INC.,
and PIXAR

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DEMAND FOR JURY TRIAL

Defendants hereby demand a trial by jury.

Date: May 12, 2011

HOGAN LOVELLS US LLP

By: _____/s/
David R. Singer

Attorneys for Defendants
THE WALT DISNEY COMPANY,
WALT DISNEY PICTURES,
DISNEY ENTERPRISES, INC.,
and PIXAR