

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO**

Civil Action No. 02-M-1662 (MJW)

ROBERT HUNTSMAN and CLEAN FLICKS
OF COLORADO, L.L.C.,

Plaintiffs,

v.

STEVEN SODERBERGH, ROBERT ALTMAN, MICHAEL APTEDE, TAYLOR HACKFORD,
CURTIS HANSON, NORMAN JEWISON, JOHN LANDIS, MICHAEL MANN, PHILLIP
NOYCE, BRAD SILBERLING, BETTY THOMAS, IRWIN WINKLER, MARTIN
SCORSESE, STEVEN SPIELBERG, ROBERT REDFORD and SYDNEY POLLACK,

Defendants.

[PROPOSED] AMENDED COUNTERCLAIM

Defendants and Counterclaimants Robert Altman, Michael Apted, Taylor
Hackford, Curtis Hanson, Norman Jewison, John Landis, Michael Mann, Phillip Noyce, Sydney
Pollack, Robert Redford, Martin Scorsese, Brad Silberling, Steven Soderbergh, Steven Spielberg,
Betty Thomas, and Irwin Winkler¹ and Proposed Defendant-In-Intervention and
Counterclaimant-In-Intervention the Directors Guild Of America (collectively,
“Counterclaimants”), hereby allege against Plaintiffs and Counterdefendants Clean Flicks of
Colorado, L.L.C. (“Clean Flicks of Colorado”) and Robert Huntsman, and Proposed

¹ Counterclaimants Robert Altman, Michael Apted, Taylor Hackford, Curtis Hanson,
Norman Jewison, John Landis, Michael Mann, Phillip Noyce, Sydney Pollack, Robert Redford,
Martin Scorsese, Brad Silberling, Steven Soderbergh, Steven Spielberg, Betty Thomas and Irwin
Winkler are collectively referred to herein as the “Director Counterclaimants.”

Counterdefendants Video II, Glen Dickman (“Dickman”), J.W.D. Management Corporation (“J.W.D. Management”), Trilogy Studios Inc. (“Trilogy Studios”), CleanFlicks, MyCleanFlicks, Family Shield Technologies, LLC (“Family Shield”), ClearPlay Inc. (“ClearPlay”), Clean Cut Cinemas (“Clean Cut”), Family Safe Media (“Family Safe”), EditMyMovies, Family Flix, U.S.A L.L.C. (“Family Flix”) and Play It Clean Video (“Play It Clean”), as follows:

SUMMARY OF THE CASE

1. This case deals with Counterdefendants’ unauthorized alteration of motion pictures directed by the Director Counterclaimants and other members of the Directors Guild of America (“DGA”). The Director Counterclaimants and DGA members are well-known and inextricably associated by the public with the films they create. Several Counterdefendants sell, rent or display edited products using the Directors’ names, and other Counterdefendants profit from products specifically intended to alter the motion pictures. Apparently, certain images or dialogue in the motion pictures are not to the Counterdefendants’ liking, and they have edited these films to remove such “objectionable” material. In doing so, the Counterdefendants create and commercially distribute unauthorized altered versions of motion pictures, without regard for the Director Counterclaimants’ vision, storytelling, and artistry.

2. Counterdefendants’ unauthorized conduct violates the Lanham Act and California law by wrongly associating the Director Counterclaimants and other DGA members with altered versions of their films. Accordingly, Counterclaimants seek a judicial declaration that Counterdefendants’ conduct is unlawful. Counterclaimants also seek injunctive relief to halt permanently Counterdefendants’ unauthorized distribution of versions of feature films that have

been altered by Counterdefendants, thereby substituting the vision and craft of the Director Counterclaimants with Counterdefendants' own.

JURISDICTION AND VENUE

3. This Court has jurisdiction over this Counterclaim pursuant to 28 U.S.C. § 1367(a) in that this proceeding arises and/or relates to a pending action over which this Court has subject matter jurisdiction. This Court also has original jurisdiction over the subject matter of Counterclaimants' claims for false designation of origin and trademark dilution under the Lanham Act, 15 U.S.C. § 1051, *et seq.*, pursuant to 28 U.S.C. § 1338.

4. Venue for this case is proper in this District and before this Court pursuant to 28 U.S.C. § 1391(b).

THE COUNTERCLAIMANTS

5. Proposed Defendant-In-Intervention and Counterclaimant-In-Intervention DGA is, and at all times mentioned herein was, a nonprofit corporation organized under the laws of the State of California with its principal place of business at 7920 Sunset Boulevard, Los Angeles, California 90046. Pursuant to 29 U.S.C. § 159(a), the DGA is the exclusive collective bargaining representative for various persons employed in the motion picture and television industries. Among the DGA's members are more than 1,000 directors of feature films.

6. Counterclaimant Robert Altman is an individual who resides in the State of New York. Mr. Altman's directorial credits include *Nashville*, *The Player*, *Gosford Park*, *The Long Goodbye* and *M*A*S*H*.

7. Counterclaimant Michael Apted is an individual who resides in the State of California. Mr. Apted's directorial credits include *Coal Miner's Daughter*, *Gorillas in the Mist*, *Thunderheart* and *Gorky Park*.

8. Counterclaimant Taylor Hackford is an individual who resides in the State of California. Mr. Hackford's directorial credits include *Proof of Life*, *An Officer and a Gentleman* and *The Devil's Advocate*.

9. Counterclaimant Curtis Hanson is an individual who resides in the State of California. Mr. Hanson's directorial credits include *L.A. Confidential*, *Wonder Boys*, *The River Wild*, *The Hand that Rocks the Cradle* and *The Bedroom Window*.

10. Counterclaimant Norman Jewison is an individual who resides in the State of California. Mr. Jewison's directorial credits include *In the Heat of the Night*, *The Hurricane*, *Agnes of God*, *Fiddler On the Roof*, *Moonstruck* and *And Justice For All*.

11. Counterclaimant John Landis is an individual who resides in the State of California. Mr. Landis's directorial credits include *Coming to America*, *Trading Places*, *An American Werewolf in London* and *Animal House*.

12. Counterclaimant Michael Mann is an individual who resides in the State of California. Mr. Mann's directorial credits include *The Insider*, *Ali* and *Heat*.

13. Counterclaimant Phillip Noyce is an individual who resides in the State of California. Mr. Noyce's directorial credits include *The Bone Collector*, *Clear and Present Danger* and *Patriot Games*.

14. Counterclaimant Sydney Pollack is an individual who resides in the State of California. Mr. Pollack's directorial credits include *Tootsie*, *The Firm*, *Out of Africa* and *Sabrina*.
15. Counterclaimant Robert Redford is an individual who resides in the State of Utah. Mr. Redford's directorial credits include *Ordinary People*, *Quiz Show* and *The Legend of Bagger Vance*.
16. Counterclaimant Martin Scorsese is an individual who resides in the State of New York. Mr. Scorsese's directorial credits include *Raging Bull*, *Taxi Driver*, *Casino*, *Cape Fear*, *Goodfellas* and *The Last Temptation of Christ*.
17. Counterclaimant Brad Silberling is an individual who resides in the State of California. Mr. Silberling's directorial credits include *Moonlight Mile*, *Casper* and *City of Angels*.
18. Counterclaimant Steven Soderbergh is an individual who resides in the State of New York. Mr. Soderbergh's directorial credits include *Traffic*, *Erin Brockovich* and *Ocean's Eleven*.
19. Counterclaimant Steven Spielberg is an individual who resides in the State of California. Mr. Spielberg's directorial credits include *Saving Private Ryan*, *Schindler's List*, *E.T.*, *Minority Report* and *Jurassic Park*.
20. Counterclaimant Betty Thomas is an individual who resides in the State of California. Ms. Thomas's directorial credits include *28 Days*, *The Brady Bunch Movie*, *Private Parts* and *Dr. Doolittle*.

21. Counterclaimant Irwin Winkler is an individual who resides in the State of California. Mr. Winkler's directorial credits include *Night and the City*, *At First Sight* and *Life as a House*.

THE COUNTERDEFENDANTS

22. Plaintiff and Counterdefendant Clean Flicks of Colorado alleges in its complaint that it is a Colorado corporation. See Amended Complaint, ¶ 2.

23. On information and belief, Plaintiff and Counterdefendant Huntsman is an individual located in Idaho.

24. Counterclaimants seek leave to join Video II, Dickman, J.W.D. Management, Trilogy Studios, CleanFlicks, MyCleanFlicks, Family Shield, ClearPlay, Clean Cut, Family Safe, EditMyMovies, Family Flix and Play It Clean under Fed. R. Civ. P. 20. Concurrent with the filing of this pleading, Counterclaimants will move the Court for leave to join the Proposed Counterdefendants pursuant to Federal Rules of Civil Procedure 13(h) and 20. The Proposed Counterdefendants are proper parties and should be joined because, as set forth below, Counterclaimants' claims against Clean Flicks of Colorado and Huntsman, on the one hand, and the Proposed Counterdefendants, on the other hand, arise out of the same transaction or series of transactions, and will require the adjudication of common issues of fact and law. Joinder of the Proposed Counterdefendants will not destroy the Court's jurisdiction over this matter.

25. On information and belief, Counterdefendant Video II is an entity of unknown form or origin, operating in Sandy, Utah. Video II has purported to be an 18 year-old company; however, the Utah Secretary of State online records reflect no active or suspended

corporation in Utah by the name of Video II. Video II's films are sold in retail stores nationwide.

26. On information and belief, Counterdefendant Dickman is an individual residing in Utah, who operates and/or controls Video II. In press accounts, Dickman claims that he is the president of Video II.

27. On information and belief, Counterdefendant J.W.D. Management is a Utah corporation with a principal place of business at 471 Universal Circle (471 West 9160 South), Sandy, Utah 84070. Dickman is the president of J.W.D. Management. Counterclaimants are informed and believe, and on that basis allege, that J.W.D. Management is an alter ego of Dickman and/or Video II, because Dickman has been identified as president of both companies, and both companies appear to operate from the same address. A search of an online "yellow pages" directory (Verizon's SuperPages.com) for "Video II" lists the address of 471 Universal Circle, Sandy, Utah 84070 – the same address J.W.D. Management provided to the Utah Secretary of State.

28. On information and belief, Counterdefendant CleanFlicks is an entity of unknown form or origin, operating at 771 East 1300 North, Pleasant Grove, Utah 84062. Counterclaimants are informed and believe, and on that basis allege, that Counterdefendant Clean Flicks of Colorado is an affiliated entity and/or alter ego of CleanFlicks, and that Clean Flicks of Colorado L.L.C. is an agent of CleanFlicks. Counterclaimants are informed and believe, and thereon allege, that MyCleanFlicks is an affiliated entity and/or alter ego of CleanFlicks, and that MyCleanFlicks is an agent of CleanFlicks. CleanFlicks, Clean Flicks of Colorado and MyCleanFlicks are collectively referred to herein as the "CleanFlicks

Counterdefendants.” The CleanFlicks Counterdefendants offer their products via the Internet at www.cleanflicks.com and www.mycleanflicks.com and in a number of retail stores.

29. On information and belief, Counterdefendant Trilogy Studios is an entity of unknown form or origin, operating at 9690 South 300 West, Salt Lake City, Utah 84070. Trilogy Studios offers its products via the Internet at the web pages www.trilogystudios.com and www.moviemask.com.

30. On information and belief, Counterdefendant Family Shield is, and at all times mentioned herein was, a Colorado limited liability company with a principal place of business at 2020 Clubhouse Drive, Suite 230, Greeley, Colorado 80634. Family Shield offers its products via the Internet at www.movieshield.com.

31. On information and belief, Counterdefendant ClearPlay is, and at all times mentioned herein was, a Delaware corporation with a principal place of business at 2190 Claremont Dr., Bountiful, Utah 84010. ClearPlay offers its products via the Internet at www.clearplay.com.

32. On information and belief, Counterdefendant Clean Cut is an entity of unknown form or origin, operating at 7275 E. Easy Street, Carefree, Arizona 85377. Clean Cut offers its products via the Internet at www.cleancutcinemas.com.

33. On information and belief, Counterdefendant Family Safe is an entity of unknown form or origin, operating at 1785 W. Center Street, Provo, Utah 84601. Counterclaimants are informed and believe, and on that basis allege, that Counterdefendant EditMyMovies is an affiliated entity and/or alter ego of Family Safe, and that EditMyMovies is an agent of Family Safe. Family Safe and EditMyMovies are collectively referred to herein as

the “Family Safe Counterdefendants.” The Family Safe Counterdefendants offer their products via the Internet at www.familysafemedia.com and www.editmymovies.com.

34. On information and belief, Counterdefendant Family Flix and at all times mentioned herein was, an Arizona limited liability company with a principal place of business at 6744 E. Broadway Road, Suite C-7, Mesa, Arizona 85206.

35. On information and belief, Counterdefendant Play It Clean is an entity of unknown form or origin, operating at 1036 Skyline Drive, St George, Utah 84770.

Counterclaimants are informed and believe, and on that basis allege, that Counterdefendant Play It Clean is an affiliated entity and/or alter ego of Family Flix, and that Play It Clean is an agent of Family Flix. Family Flix and Play It Clean are collectively referred to herein as the “Family Flix Counterdefendants.” The Family Flix Counterdefendants offer their products via the Internet at www.familyflix.com and www.playitclean.com.

FACTUAL ALLEGATIONS

THE DIRECTORS GUILD OF AMERICA AND THE DIRECTOR COUNTERCLAIMANTS

36. Pursuant to its authority under 29 U.S.C. § 159(a), the DGA is the exclusive collective bargaining representative for more than 12,000 members of the entertainment industry including directors, assistant directors, associate directors, unit production managers, technical coordinators, stage managers and others involved in the production of films, television programs, videos and commercials. Among the DGA’s members are more than 1,000 feature film directors.

37. Filmmaking is a collaborative enterprise, in which motion picture studio executives, producers, writers, directors and other creative individuals work to envision and then

assemble a film. Within this collaborative environment, directors play a central role in the creation of motion pictures. A director's creative vision, technical efforts, and substantial investment of time, effort and emotion, all shape the final version of a motion picture. Through the selection of cast and crew, and approval of the visual look of each scene in the film, the director's creative contribution to a film is essential. Films are associated with directors, and directors are inextricably associated with the films they direct.

38. Each of the Director Counterclaimants and numerous other DGA members has achieved notoriety and fame for their works. As a result, each of the Director Counterclaimants has built goodwill among the consumers of feature films and related video and DVD products in the United States and internationally.

VIDEO II

39. Video II, Dickman and J.W.D. Management (collectively, the "Video II Counterdefendants") are selling, distributing and/or offering in commerce, versions of feature films directed by the Director Counterclaimants and other DGA members, which videos have been altered by one or more of the Video II Counterdefendants to remove or change portions of the films, through cut edits and volume muting.

40. Indeed, Video II and Dickman have unabashedly admitted that they are offering edited versions of a number of popular films. These altered versions are unauthorized. Dickman himself has admitted that "we decided we'd go ahead and offer edited titles that we [edited] ourselves."

41. The unauthorized altered films are offered for retail rental and/or sale in retail stores, nationwide. Dickman has stated that, as other new releases come out, Video II intends to edit them and make them available through retail stores.

CLEANFLICKS

42. The CleanFlicks Counterdefendants are selling, distributing, renting and/or offering in commerce, versions of feature films directed by the Director Counterclaimants and other DGA members, which videos have been altered by the CleanFlicks Counterdefendants to remove portions of the films, all without authorization.

43. Via the www.cleanflicks.com website, the CleanFlicks Counterdefendants state that CleanFlicks is the “premier source for edited DVDs and Videos, [and has] over 400 titles available to buy online.” Via the www.mycleanflicks.com website, the CleanFlicks Counterdefendants rent edited movies. The videos and DVDs sold and/or rented by the CleanFlicks Counterdefendants have been edited, without authorization, to remove content they consider “objectionable.” Like the Video II Counterdefendants, the CleanFlicks Counterdefendants remove allegedly objectionable content through cut edits and volume muting, and perform these modifications without authorization. Specifically, upon information and belief, one of the CleanFlicks Counterdefendants practices is to create a “master” edited version of each film, and then to copy its master edited/altered version of each film onto the VHS videocassette (still bearing the original label) which originally contained the authorized, unedited version of the film sold by the copyright holders. According to press accounts, the CleanFlicks Counterdefendants also operate a chain of video-rental stores throughout California, Utah, Arizona, Colorado, Idaho, Michigan, Montana, Ohio and Oregon, and also have awarded

independent franchises. The CleanFlicks Counterdefendants also offer unauthorized edited versions of motion pictures in these stores.

44. Among the films offered by the CleanFlicks Counterdefendants in edited form are the following: *An Officer and a Gentleman*; *My Life as a House*; *The American President*; *City of Angels*; *Clear and Present Danger*; *L.A. Confidential*; and *The Hurricane*.

ROBERT HUNTSMAN

45. According to Plaintiffs' Complaint, Huntsman is engaged in the business of selling edited movies. Amended Complaint, ¶ 3.

46. Huntsman has filed a patent application for a second generation editing technology and is currently soliciting licensees for this technology. Amended Complaint, ¶ 10.

47. Huntsman's product "masks" or filters movies during their playback—effectively creating a new version of a director's work by removing content. See Amended Complaint, ¶ 7. Huntsman's conduct is unauthorized.

TRILOGY STUDIOS (MOVIE MASK)

48. Via the Internet, Trilogy Studios sells its "MovieMask" products—software that "masks" or filters frames of movies during their DVD playback on a PC or laptop—effectively creating a new version of a director's work by removing content that Trilogy Studios deems "objectionable." Trilogy Studios claims its software also will work on many of the "next generation" DVD players that will soon be released. Trilogy Studios also claims that future upgrades of the software will have the ability to superimpose new images or material during the DVD playback of a motion picture.

49. Trilogy Studios' current products alter at least 41 films including *The Hurricane*, *Three Amigos*, *Ocean's Eleven* and *Proof of Life*, with more films to be added. Trilogy Studios' conduct is unauthorized.

FAMILY SHIELD (MOVIE SHIELD)

50. Via the Internet, Family Shield sells hardware and software products that alter the content of movies on videotapes or DVDs by skipping or muting particular frames in the playback of the videotape or DVD. According to its website www.movieshield.com, Family Shield's devices first determine which scene is being played in the movie. Then, using a database of timing information, Family Shield mutes the sound or blanks the video screen according to eight categories of material. According to the www.movieshield.com website, these categories include: vain references to Deity; minor language; major language; nudity; sexual situations; immodesty; violence; and gore. Family Shield's conduct is unauthorized.

CLEARPLAY

51. Via the Internet, ClearPlay sells its products—software that “masks” or filters frames of movies during their DVD playback on a PC or laptop—effectively creating a new version of a director's work, by removing content that ClearPlay contends “contributed to a movie's PG-13 or R rating.” ClearPlay also claims that ClearPlay-enabled DVD players will be available in the fall. Using “ClearPlay Guides” compiled by its staff, ClearPlay mutes the sound or skips over portions of the movie based on its subjective determination of whether the portions contain profanity, graphic violence, nudity, and sexual content. ClearPlay's current products alter at least 269 films, including *Gosford Park*, *The Hurricane*, *Dr. Doolittle* and *Proof of Life*, with more films to be added. ClearPlay's conduct is unauthorized.

CLEAN CUT

52. Clean Cut is selling, distributing, renting and/or offering in commerce, versions of feature films directed by the Director Counterclaimants and other DGA members, which videos have been altered by Clean Cut to remove portions of the films, all without authorization.

53. Via Internet, Clean Cut rents and sells edited movies. The videos and DVDs sold and/or rented by Clean Cut have been edited, without authorization, to remove content they consider “objectionable.” Like the Video II Counterdefendants, Clean Cut removes allegedly objectionable content through cut edits and volume muting, and performs these modifications without authorization.

54. Among the films offered by Clean Cut in edited form are the following: *The Bone Collector*; *Erin Brockovich*; *The Firm*; *The Hurricane*; *L.A. Confidential*; and *The Legend of Bagger Vance*.

FAMILY SAFE (TV GUARDIAN)

55. The Family Safe Counterdefendants are selling, distributing, renting and/or offering in commerce, versions of feature films directed by the Director Counterclaimants and other DGA members, which videos have been altered by the Family Safe Counterdefendants to remove portions of the films, all without authorization.

56. Via the www.familysafemedia.com and www.editmymovies.com websites, the Family Safe Counterdefendants sell edited movies. The videos and DVDs sold and/or rented by the Family Safe Counterdefendants have been edited, without authorization, to remove content they consider “objectionable.” Like the Video II Counterdefendants, the Family

Safe Counterdefendants remove allegedly objectionable content through cut edits and volume muting, and perform these modifications without authorization.

57. Via the Internet, the Family Safe Counterdefendants also sell their “TVGuardian” products—software that “masks” or filters language of movies during their VCR playback—effectively creating a new version of a director’s work by removing content that the Family Safe Counterdefendants deems “objectionable.” The Family Safe Counterdefendants also provide this software in DVD players available for sale via the Internet. According to the www.familysafemedia.com website, TVGuardian uses a hidden closed caption signal to find words the Family Safe Counterdefendants find “objectionable.” Each closed captioned word is checked against a dictionary of words stored in the TVGuardian. If an “offensive” word is detected, the audio is muted from the sentence and the word is removed from the closed captioned signal. The Family Safe Counterdefendants then substitute that word with another that, in their opinion, is more “suitable,” and the replacement sentence is displayed on the screen in text form.

58. Among the films offered by the Family Safe Counterdefendants in edited form are the following: *Jurassic Park*; *L.A. Confidential*; *The Hurricane*; *Proof of Life*; and *Clear and Present Danger*.

FAMILY FLIX

59. The Family Flix Counterdefendants are selling, distributing, renting and/or offering in commerce, versions of feature films directed by the Director Counterclaimants and other DGA members, which videos have been altered by the Family Flix Counterdefendants to remove portions of the films, all without authorization.

60. Via the www.familyflix.net and the www.playitclean.com website, the Family Flix Counterdefendants state that the motto is their editing guideline: “Great Movies . . . No STUFF.” On their websites, the Family Flix Counterdefendants boast that they carry over 500 edited movie titles, with many new titles to be released each week in the future. The videos and DVDs sold and/or rented by the Family Flix Counterdefendants have been edited, without authorization, to remove content they consider “objectionable.” Like the Video II and CleanFlicks Counterdefendants, the Family Flix Counterdefendants remove allegedly objectionable content, and perform these modifications without authorization. According to the Family Flix website, the Family Flix Counterdefendants also operate a chain of video-rental stores throughout Utah, Arizona, and Nevada. The Family Flix Counterdefendants also offer unauthorized edited versions of motion pictures in these stores.

61. Among the films offered by the Family Flix Counterdefendants in edited form are the following: *Ali*; *Schindler’s List*; *Jurassic Park*; *The River Wild*; *Patriot Games*; and *Ocean’s Eleven*.

COUNTERDEFENDANTS’ CONDUCT VIOLATES COUNTERCLAIMANTS’

INTELLECTUAL PROPERTY AND ARTISTIC RIGHTS

62. Counterdefendants’ aforementioned conduct violates the intellectual property and artistic rights of the DGA members who directed those films. By way of example, Counterdefendants’ conduct violates the Lanham Act (15 U.S.C. §§ 1051, et seq.). See, e.g., Gilliam v. American Broad. Co., 538 F.2d 14, 24 (2d Cir. 1976) (Lanham Act “properly vindicate[s] the author’s personal right to prevent the presentation of his work to the public in a distorted form.”)

63. Because directors and their names are closely associated with the content of the movies they direct, Counterdefendants' conduct is particularly injurious to directors. Indeed, Counterdefendants are undoing, undermining and superseding the artistic work in which a director has invested considerable time, effort and talent, and with which the director has become closely associated by the public.

64. Counterdefendants' presumptuous conduct is even more injurious because, by its commercial nature, it associates directors with altered versions of films which the directors simply did not create. This causes further injuries, as consumers associate directors with films the directors did not create and did not authorize.

FIRST COUNTERCLAIM FOR RELIEF

(Violation of the Lanham Act – False Designation of Origin)

(15 U.S.C. § 1125(a))

By Counterclaimants Against The Video II Counterdefendants

65. The allegations set forth in paragraphs 1 through 64 are incorporated herein by reference.

66. By selling, distributing, and/or offering in commerce unauthorized, edited versions of the films directed by the Director Counterclaimants and other DGA members, the Video II Counterdefendants have used false designations of origin (and/or contributed to the use of false designations of origin) that are likely to cause confusion, mistake and/or deception as to whether Counterclaimants have authorized, sponsored, created and/or endorsed the Video II Counterdefendants' products, in violation of 15 U.S.C. § 1125(a), and in violation of Counterclaimants' rights under other applicable law. The Video II Counterdefendants have,

without authorization, edited and/or mutilated the original works of the Director Counterclaimants and other DGA members, and offered these altered versions to the public as the creations of the Director Counterclaimants and other DGA members.

67. The Video II Counterdefendants have willfully caused the Director Counterclaimants and other DGA members to be falsely associated and confused with versions of feature films that are edited and/or mutilated works of the Director Counterclaimants' and other DGA members' original creations. The Video II Counterdefendants willfully have presented the Director Counterclaimants and other DGA members to the public as creators of works not their own.

68. The Video II Counterdefendants' willful conduct renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a), such that Counterclaimants are entitled to reasonable attorneys' fees.

69. The Video II Counterdefendants' acts of false designation have caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm. For example, the Video II Counterdefendants have indicated that, as other new releases come out, the Video II Counterdefendants will edit them and make them available to the public.

SECOND COUNTERCLAIM FOR RELIEF

(Trademark Dilution)

(15 U.S.C. § 1125(c))

By Counterclaimant Directors Against The Video II Counterdefendants

70. The allegations set forth in paragraphs 1 through 69 are incorporated herein by reference.

71. As a result of the success of the Director Counterclaimants and other DGA members and widespread promotion and distribution of feature films directed by each of the Director Counterclaimants and other DGA members, the name of each of the Director Counterclaimants and other DGA members has become famous within the meaning of 15 U.S.C. § 1125(c).

72. The Video II Counterdefendants have, through the conduct described above, diluted the distinctive quality of the Counterclaimants' trademarks in violation of 15 U.S.C. § 1125(c).

73. The Video II Counterdefendants' dilution of Counterclaimants' trademarks also has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

74. The Video II Counterdefendants' willful conduct in this case renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a), such that Counterclaimants are entitled to reasonable attorneys' fees.

THIRD COUNTERCLAIM FOR RELIEF

(Unfair Competition)

(Cal. Bus. & Prof. Code § 17200 et seq., and Common Law)

By Counterclaimants Against The Video II Counterdefendants

75. The allegations set forth in paragraphs 1 through 74 are incorporated herein by reference.

76. The acts of the Video II Counterdefendants alleged herein constitute unfair competition in violation of California Business and Professions Code § 17200 et seq., and at common law.

77. The Video II Counterdefendants' conduct has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

FOURTH COUNTERCLAIM FOR RELIEF

(Violation of the Lanham Act – False Designation Of Origin)

(15 U.S.C. § 1125(a))

By Counterclaimants Against The CleanFlicks Counterdefendants

78. The allegations set forth in paragraphs 1 through 77 are incorporated herein by reference.

79. By selling, distributing, renting and/or offering in commerce, unauthorized, edited versions of the films directed by the Director Counterclaimants and other DGA members, the CleanFlicks Counterdefendants have used false designations of origin (and/or contributed to the use of false designations of origin) that are likely to cause confusion,

mistake and/or deception as to whether Counterclaimants have authorized, sponsored, created and/or endorsed the CleanFlicks Counterdefendants' products, in violation of 15 U.S.C. § 1125(a), and in violation of Counterclaimants' rights under other applicable law. The CleanFlicks Counterdefendants have, without authorization, altered and/or mutilated the original works of the Director Counterclaimants and other DGA members, and offered these altered and/or mutilated works to the public as the creations of the Director Counterclaimants and other DGA members.

80. By committing these acts, the CleanFlicks Counterdefendants have willfully caused the Director Counterclaimants and other DGA members to be falsely associated and confused with versions of feature films that are altered and/or mutilated versions of the Director Counterclaimants' and other DGA members' original creations. The CleanFlicks Counterdefendants willfully have presented the Director Counterclaimants and other DGA members to the public as creators of works not their own.

81. The CleanFlicks Counterdefendants' willful conduct renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a) such that Counterclaimants are entitled to reasonable attorneys' fees.

82. The CleanFlicks Counterdefendants' acts of false designation have caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

FIFTH COUNTERCLAIM FOR RELIEF

(Trademark Dilution)

(15 U.S.C. § 1125(c))

By Counterclaimant Directors Against The CleanFlicks Counterdefendants

83. The allegations set forth in paragraphs 1 through 82 are incorporated herein by reference.

84. As a result of the success of the Director Counterclaimants and other DGA members, and widespread promotion and distribution of feature films directed by each of the Director Counterclaimants and other DGA members, the name of each of the Director Counterclaimants and other DGA members has become famous within the meaning of 15 U.S.C. § 1125(c).

85. The CleanFlicks Counterdefendants, through the conduct described above, diluted the distinctive quality of the Counterclaimants' trademarks in violation of 15 U.S.C. § 1125(c).

86. The CleanFlicks Counterdefendants' dilution of Counterclaimants' trademarks has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

87. The CleanFlicks Counterdefendants' willful conduct in this case renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a) such that Counterclaimants are entitled to reasonable attorneys' fees.

SIXTH COUNTERCLAIM FOR RELIEF

(Unfair Competition)

(Cal. Bus. & Prof. Code § 17200 et seq., and Common Law)

By Counterclaimant Directors Against The CleanFlicks Counterdefendants

88. The allegations set forth in paragraphs 1 through 87 are incorporated herein by reference.

89. The acts of the CleanFlicks Counterdefendants alleged herein constitute unfair competition in violation of California Business and Professions Code § 17200 et seq., and at common law.

90. The CleanFlicks Counterdefendants' conduct has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

SEVENTH COUNTERCLAIM FOR RELIEF

(Contributory Violation of the Lanham Act – False Designation Of Origin)

(15 U.S.C. § 1125(a))

By Counterclaimants Against Huntsman

91. The allegations set forth in paragraphs 1 through 90 are incorporated herein by reference.

92. By the conduct alleged above, Huntsman has contributed to false designations of origin that are likely to cause confusion, mistake and/or deception as to whether Counterclaimants have authorized, sponsored, created and/or endorsed Huntsman's products

and/or the edited versions of movies he produces, in violation of 15 U.S.C. § 1125(a), and in violation of Counterclaimants' rights under other applicable law.

93. Huntsman's acts have caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

94. Huntsman's conduct renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a) such that Counterclaimants are entitled to reasonable attorneys' fees.

EIGHTH COUNTERCLAIM FOR RELIEF

(Unfair Competition)

(Cal. Bus. & Prof. Code § 17200 et seq., and Common Law)

By Counterclaimants Against Huntsman

95. The allegations set forth in paragraphs 1 through 94 are incorporated herein by reference.

96. The acts of Huntsman alleged herein constitute unfair competition in violation of California Business and Professions Code § 17200 et seq., and at common law.

97. Huntsman's conduct has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

NINTH COUNTERCLAIM FOR RELIEF

(Contributory Violation of the Lanham Act – False Designation Of Origin)

(15 U.S.C. § 1125(a))

By Counterclaimants Against Trilogy Studios

98. The allegations set forth in paragraphs 1 through 97 are incorporated herein by reference.

99. By the conduct alleged above, Trilogy Studios has contributed to false designations of origin that are likely to cause confusion, mistake and/or deception as to whether Counterclaimants have authorized, sponsored, created and/or endorsed Trilogy Studios' products and/or the edited versions of movies they produce, in violation of 15 U.S.C. § 1125(a), and in violation of Counterclaimants' rights under other applicable law.

100. Trilogy Studios' acts have caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

101. Trilogy Studios' conduct renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a) such that Counterclaimants are entitled to reasonable attorneys' fees.

TENTH COUNTERCLAIM FOR RELIEF

(Unfair Competition)

(Cal. Bus. & Prof. Code § 17200 et seq., and Common Law)

By Counterclaimants Against Trilogy Studios

102. The allegations set forth in paragraphs 1 through 101 are incorporated herein by reference.

103. The acts of Trilogy Studios alleged herein constitute unfair competition in violation of California Business and Professions Code § 17200 et seq., and at common law.

104. Trilogy Studios' conduct has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

ELEVENTH COUNTERCLAIM FOR RELIEF

(Contributory Violation of the Lanham Act – False Designation Of Origin)

(15 U.S.C. § 1125(a))

By Counterclaimants Against Family Shield

105. The allegations set forth in paragraphs 1 through 104 are incorporated herein by reference.

106. By the conduct alleged above, Family Shield has contributed to false designations of origin that are likely to cause confusion, mistake and/or deception as to whether Counterclaimants have authorized, sponsored, created and/or endorsed Family Shield's products and/or the edited versions of movies they produce in violation of 15 U.S.C. § 1125(a), and in violation of Counterclaimants' rights under other applicable law.

107. Family Shield's acts have caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

108. Family Shield's willful conduct renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a) such that Counterclaimants are entitled to reasonable attorney fees.

TWELFTH COUNTERCLAIM FOR RELIEF

(Unfair Competition)

(Cal. Bus. & Prof. Code § 17200 et seq., and Common Law)

By Counterclaimants Against Family Shield

109. The allegations set forth in paragraphs 1 through 108 are incorporated herein by reference.

110. The acts of Family Shield alleged herein constitute unfair competition in violation of California Business and Professions Code § 17200 et seq., and at common law.

111. Family Shield's conduct has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

THIRTEENTH COUNTERCLAIM FOR RELIEF

(Contributory Violation of the Lanham Act – False Designation Of Origin)

(15 U.S.C. § 1125(a))

By Counterclaimants Against ClearPlay

112. The allegations set forth in paragraphs 1 through 111 are incorporated herein by reference.

113. By the conduct alleged above, ClearPlay has contributed to false designations of origin that are likely to cause confusion, mistake and/or deception as to whether Counterclaimants have authorized, sponsored, created and/or endorsed ClearPlay's products and/or the edited versions of movies they produce, in violation of 15 U.S.C. § 1125(a), and in violation of Counterclaimants' rights under other applicable law.

114. ClearPlay's acts have caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

115. ClearPlay's conduct renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a) such that Counterclaimants are entitled to reasonable attorneys' fees.

FOURTEENTH COUNTERCLAIM FOR RELIEF

(Unfair Competition)

(Cal. Bus. & Prof. Code § 17200 et seq., and Common Law)

By Counterclaimants Against ClearPlay

116. The allegations set forth in paragraphs 1 through 115 are incorporated herein by reference.

117. The acts of ClearPlay alleged herein constitute unfair competition in violation of California Business and Professions Code § 17200 et seq., and at common law.

118. ClearPlay's conduct has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

FIFTEENTH COUNTERCLAIM FOR RELIEF

(Violation of the Lanham Act – False Designation of Origin)

(15 U.S.C. § 1125(a))

By Counterclaimants Against Clean Cut

119. The allegations set forth in paragraphs 1 through 118 are incorporated herein by reference.

120. By selling, distributing, and/or offering in commerce unauthorized, edited versions of the films directed by the Director Counterclaimants and other DGA members, Clean Cut has used false designations of origin (and/or contributed to the use of false designations of origin) that are likely to cause confusion, mistake and/or deception as to whether Counterclaimants have authorized, sponsored, created and/or endorsed Clean Cut's products, in violation of 15 U.S.C. § 1125(a), and in violation of Counterclaimants' rights under other

applicable law. Clean Cut has, without authorization, edited and/or mutilated the original works of the Director Counterclaimants and other DGA members, and offered these altered versions to the public as the creations of the Director Counterclaimants and other DGA members.

121. By committing these acts, Clean Cut has willfully caused the Director Counterclaimants and other DGA members to be falsely associated and confused with versions of feature films that are edited and/or mutilated works of the Director Counterclaimants' and other DGA members' original creations. Clean Cut willfully has presented the Director Counterclaimants and other DGA members to the public as creators of works not their own.

122. Clean Cut's willful conduct renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a), such that Counterclaimants are entitled to reasonable attorneys' fees.

123. Clean Cut's acts of false designation have caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

SIXTEENTH COUNTERCLAIM FOR RELIEF

(Trademark Dilution)

(15 U.S.C. § 1125(c))

By Counterclaimant Directors Against Clean Cut

124. The allegations set forth in paragraphs 1 through 123 are incorporated herein by reference.

125. As a result of the success of the Director Counterclaimants and other DGA members and widespread promotion and distribution of feature films directed by each of the Director Counterclaimants and other DGA members, the name of each of the Director

Counterclaimants and other DGA members has become famous within the meaning of 15 U.S.C. § 1125(c).

126. Clean Cut has, through the conduct described above, diluted the distinctive quality of the Counterclaimants' trademarks in violation of 15 U.S.C. § 1125(c).

127. Clean Cut's dilution of Counterclaimants' trademarks also has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

128. Clean Cut's willful conduct in this case renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a), such that Counterclaimants are entitled to reasonable attorneys' fees.

SEVENTEENTH COUNTERCLAIM FOR RELIEF

(Unfair Competition)

(Cal. Bus. & Prof. Code § 17200 et seq., and Common Law)

By Counterclaimants Against Clean Cut

129. The allegations set forth in paragraphs 1 through 128 are incorporated herein by reference.

130. The acts of Clean Cut alleged herein constitute unfair competition in violation of California Business and Professions Code § 17200 et seq., and at common law.

131. Clean Cut's conduct has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

EIGHTEENTH COUNTERCLAIM FOR RELIEF

(Violation of the Lanham Act – False Designation Of Origin)

(15 U.S.C. § 1125(a))

By Counterclaimants Against The Family Safe Counterdefendants

132. The allegations set forth in paragraphs 1 through 131 are incorporated herein by reference.

133. By selling, distributing, renting and/or offering in commerce, unauthorized, edited versions of the films directed by the Director Counterclaimants and other DGA members, the Family Safe Counterdefendants have used false designations of origin (and/or contributed to the use of false designations of origin) that are likely to cause confusion, mistake and/or deception as to whether Counterclaimants have authorized, sponsored, created and/or endorsed the Family Safe Counterdefendants' products, in violation of 15 U.S.C. § 1125(a), and in violation of Counterclaimants' rights under other applicable law. The Family Safe Counterdefendants have, without authorization, altered and/or mutilated the original works of the Director Counterclaimants and other DGA members, and offered these altered and/or mutilated works to the public as the creations of the Director Counterclaimants and other DGA members.

134. By committing these acts, the Family Safe Counterdefendants have willfully caused the Director Counterclaimants and other DGA members to be falsely associated and confused with versions of feature films that are altered and/or mutilated versions of the Director Counterclaimants' and other DGA members' original creations. The Family Safe

Counterdefendants willfully have presented the Director Counterclaimants and other DGA members to the public as creators of works not their own.

135. The Family Safe Counterdefendants' willful conduct renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a) such that Counterclaimants are entitled to reasonable attorneys' fees.

136. The Family Safe Counterdefendants' acts of false designation have caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

NINETEENTH COUNTERCLAIM FOR RELIEF

(Trademark Dilution)

(15 U.S.C. § 1125(c))

By Counterclaimant Directors Against The Family Safe Counterdefendants

137. The allegations set forth in paragraphs 1 through 136 are incorporated herein by reference.

138. As a result of the success of the Director Counterclaimants and other DGA members, and widespread promotion and distribution of feature films directed by each of the Director Counterclaimants and other DGA members, the name of each of the Director Counterclaimants and other DGA members has become famous within the meaning of 15 U.S.C. § 1125(c).

139. The Family Safe Counterdefendants, through the conduct described above, diluted the distinctive quality of the Counterclaimants' trademarks in violation of 15 U.S.C. § 1125(c).

140. The Family Safe Counterdefendants' dilution of Counterclaimants' trademarks has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

141. The Family Safe Counterdefendants' willful conduct in this case renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a) such that Counterclaimants are entitled to reasonable attorneys' fees.

TWENTIETH COUNTERCLAIM FOR RELIEF

(Unfair Competition)

(Cal. Bus. & Prof. Code § 17200 et seq., and Common Law)

By Counterclaimant Directors Against The Family Safe Counterdefendants

142. The allegations set forth in paragraphs 1 through 141 are incorporated herein by reference.

143. The acts of the Family Safe Counterdefendants alleged herein constitute unfair competition in violation of California Business and Professions Code § 17200 et seq., and at common law.

144. The Family Safe Counterdefendants' conduct has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

TWENTY-FIRST COUNTERCLAIM FOR RELIEF

(Contributory Violation of the Lanham Act – False Designation Of Origin)

(15 U.S.C. § 1125(a))

By Counterclaimants Against Family Safe Counterdefendants

145. The allegations set forth in paragraphs 1 through 144 are incorporated herein by reference.

146. By the conduct alleged above, the Family Safe Counterdefendants have contributed to false designations of origin that are likely to cause confusion, mistake and/or deception as to whether Counterclaimants have authorized, sponsored, created and/or endorsed the Family Safe Counterdefendant's products and/or the edited versions of movies they produce, in violation of 15 U.S.C. § 1125(a), and in violation of Counterclaimants' rights under other applicable law.

147. The Family Safe Counterdefendant's acts have caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

148. The Family Safe Counterdefendant's conduct renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a) such that Counterclaimants are entitled to reasonable attorneys' fees.

TWENTY-SECOND COUNTERCLAIM FOR RELIEF

(Violation of the Lanham Act – False Designation Of Origin)

(15 U.S.C. § 1125(a))

By Counterclaimants Against The Family Flix Counterdefendants

149. The allegations set forth in paragraphs 1 through 148 are incorporated herein by reference.

150. By selling, distributing, renting and/or offering in commerce, unauthorized, edited versions of the films directed by the Director Counterclaimants and other DGA members, the Family Flix Counterdefendants have used false designations of origin (and/or contributed to the use of false designations of origin) that are likely to cause confusion, mistake and/or deception as to whether Counterclaimants have authorized, sponsored, created and/or endorsed the Family Flix Counterdefendants' products, in violation of 15 U.S.C. § 1125(a), and in violation of Counterclaimants' rights under other applicable law. The Family Flix Counterdefendants have, without authorization, altered and/or mutilated the original works of the Director Counterclaimants and other DGA members, and offered these altered and/or mutilated works to the public as the creations of the Director Counterclaimants and other DGA members.

151. By committing these acts, the Family Flix Counterdefendants have willfully caused the Director Counterclaimants and other DGA members to be falsely associated and confused with versions of feature films that are altered and/or mutilated versions of the Director Counterclaimants' and other DGA members' original creations. The Family Flix

Counterdefendants willfully have presented the Director Counterclaimants and other DGA members to the public as creators of works not their own.

152. The Family Flix Counterdefendants' willful conduct renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a) such that Counterclaimants are entitled to reasonable attorneys' fees.

153. The Family Flix Counterdefendants' acts of false designation have caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

TWENTY-THIRD COUNTERCLAIM FOR RELIEF

(Trademark Dilution)

(15 U.S.C. § 1125(c))

By Counterclaimant Directors Against The Family Flix Counterdefendants

154. The allegations set forth in paragraphs 1 through 153 are incorporated herein by reference.

155. As a result of the success of the Director Counterclaimants and other DGA members, and widespread promotion and distribution of feature films directed by each of the Director Counterclaimants and other DGA members, the name of each of the Director Counterclaimants and other DGA members has become famous within the meaning of 15 U.S.C. § 1125(c).

156. The Family Flix Counterdefendants, through the conduct described above, diluted the distinctive quality of the Counterclaimants' trademarks in violation of 15 U.S.C. § 1125(c).

157. The Family Flix Counterdefendants' dilution of Counterclaimants' trademarks has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

158. The Family Flix Counterdefendants' willful conduct in this case renders this case an exceptional case pursuant to 15 U.S.C. § 1117(a) such that Counterclaimants are entitled to reasonable attorneys' fees.

TWENTY-FOURTH COUNTERCLAIM FOR RELIEF

(Unfair Competition)

(Cal. Bus. & Prof. Code § 17200 et seq., and Common Law)

By Counterclaimant Directors Against The Family Flix Counterdefendants

159. The allegations set forth in paragraphs 1 through 158 are incorporated herein by reference.

160. The acts of the Family Flix Counterdefendants alleged herein constitute unfair competition in violation of California Business and Professions Code § 17200 et seq., and at common law.

161. The Family Flix Counterdefendants' conduct has caused and, if not preliminarily and permanently enjoined, will continue to cause, Counterclaimants to suffer irreparable harm.

TWENTY-FIFTH COUNTERCLAIM FOR RELIEF

(Declaratory Relief)

(Fed. R. Civ. P. 57 and 28 U.S.C. §§ 2201 and 2202)

By Counterclaimants Against All Counterdefendants

162. The allegations set forth in paragraphs 1 through 161 are incorporated herein by reference.

163. Pursuant to Rule 57 of the Federal Rules of Civil Procedure and 28 U.S.C. §§ 2201 and 2202, this Court may declare the rights or legal relations of any party in any case involving an actual controversy.

164. An actual controversy has arisen and now exists between Counterclaimants and Counterdefendants, in that Counterclaimants contend that Counterdefendants have violated the rights of Counterclaimants and other DGA members through Counterdefendants' distribution and offering in commerce versions of feature films that have been edited to remove "objectionable" scenes, and/or Counterdefendants' contributory acts in support of such conduct.

165. Counterclaimants are informed and believe that Counterdefendants dispute Counterclaimants' position.

166. Counterclaimants therefore request and are entitled to a judicial determination as to the rights and obligations of the parties, and such a judicial determination of these rights and obligations is necessary and appropriate at this time.

PRAYER FOR RELIEF

WHEREFORE, Counterclaimants pray for judgment in their favor and against Counterdefendants as follows:

- (a) That the Court issue a declaratory judgment that Counterdefendants' conduct is completely unauthorized and violates the Lanham Act and California law by wrongly associating Counterclaimants and other DGA members with edited – and in many cases, mutilated – versions of their films;
- (b) For temporary, preliminary and permanent injunctive relief restraining Counterdefendants, and any persons in active concert or participation with any of them with actual notice hereof, from:
 - (i) Offering for sale, distributing, providing, marketing, promoting and/or renting versions of any film (in any format – *e.g.*, video, DVD) directed by any of the Director Counterclaimants and/or any other DGA member, which film has been edited and/or altered without authorization;
 - (ii) Producing, manufacturing, marketing, designing, distributing, circulating, selling, offering for sale, advertising (including, without limitation, on television, in print media and on the Internet), merchandising, importing, promoting or displaying any product that includes any

- reproduction, counterfeit, copy or colorable imitation of any of the Director Counterclaimants' feature films;
- (iii) Using and/or associating any of the names of any of the Director Counterclaimants and other DGA members in connection with any film (in any format – *e.g.*, video, DVD) directed by any of the Director Counterclaimants and/or any other DGA members, which film has been edited and/or altered without authorization;
 - (iv) Offering for sale, distributing, providing, marketing, promoting and/or renting any product or services which
 - (a) utilize, include and/or display the names and trademarks of any of the Director Counterclaimants and/or any other DGA members in any manner that is likely to dilute the Counterclaimants' trademarks and/or likely to cause confusion as to source, origin, sponsorship, authorization and/or association; and
 - (b) contribute to the creation of unauthorized edited versions of films directed by the Director Counterclaimants and other DGA members;
 - (v) Engaging in any acts contributing to and/or assisting any of the foregoing;
- (c) For an order directing Counterdefendants to offer up for impound and destruction all materials bearing any and all of Counterclaimants'

trademarks in connection with Counterdefendants' unauthorized editing and/or alteration of films released on video or DVD, and any products used to contribute to such conduct;

- (d) For an award of Counterclaimants' costs of suit;
- (e) For an award of reasonable attorneys' fees pursuant to 15 U.S.C. § 1117(a); and
- (f) For such other and further relief as this Court may deem just and proper.

DATED this ____ day of September, 2002.

Respectfully submitted,

TEMKIN WIELGA & HARDT LLP

By: _____

Mark Wielga
Erika Zimmer Enger
Nathan M. Longenecker
1900 Wazee Street, Suite 303
Denver, Colorado 80202
Telephone: (303) 292-4922
Facsimile: (303) 292-4921

LATHAM & WATKINS

Ernest J. Getto
Daniel Scott Schecter
Catherine S. Bridge
Anthony N. Luti
633 W. Fifth Street, Suite 4000
Los Angeles, California 90071
Telephone: (213) 485-1234
Facsimile: (213) 891-8763

DIRECTORS GUILD OF AMERICA, INC.

Robert S. Giolito, General Counsel

7920 Sunset Boulevard

Los Angeles, California 90046

Telephone: (310) 289-2048

Facsimile: (310) 289-2031

Attorneys For Proposed Defendant-In-
Intervention and Counterclaimant-In-
Intervention The Directors Guild Of America
and Defendants and Counterclaimants Robert
Altman, Michael Apted, Taylor Hackford,
Curtis Hanson, Norman Jewison, John Landis,
Michael Mann, Phillip Noyce, Sydney Pollack,
Robert Redford, Martin Scorsese, Brad
Silberling, Steven Soderbergh, Steven
Spielberg, Betty Thomas and Irwin Winkler