

**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 APTED, 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.

**MOTION TO COMPEL JOINDER OF THIRD-PARTY COPYRIGHT HOLDERS AS
NECESSARY PARTIES PURSUANT TO
FEDERAL RULE OF CIVIL PROCEDURE 19 AND 17 U.S.C. § 501(b)**

Pursuant to Rule 19 of the Federal Rules of Civil Procedure and Section 501(b) of the United States Copyright Act (17 U.S.C. § 501(b)), defendants Steven Soderbergh, Robert Altman, Michael Apted, 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 (collectively, the “Director Defendants”),¹ by and through their attorneys Latham & Watkins and Temkin Wielga & Hardt LLP, hereby

¹ If the pending intervention motion by the Directors Guild of America (“DGA”) is granted, the DGA proposes to join this motion. The DGA is the exclusive collective bargaining representative for more than 12,000 members of the entertainment industry, and among the

move to compel the joinder of the following parties as co-defendants in this action: Metro-Goldwyn-Mayer Studios Inc., Time Warner Entertainment Co., L.P., Sony Pictures Entertainment, Disney Enterprises, Inc., DreamWorks L.L.C., Universal City Studios, Inc., Twentieth Century Fox Film Corp., and Paramount Pictures Corporation (collectively, together with their subsidiaries, the “Studio Copyright Holders”). Joinder is sought on the grounds that the claims asserted by Robert Huntsman and Clean Flicks of Colorado, L.L.C. (collectively, “Plaintiffs”) necessarily implicate the rights of the Studio Copyright Holders.

Pursuant to Fed. R. Civ. P. 19 and 17 U.S.C. § 501(b), it is both necessary and feasible to join the Studio Copyright Holders in this action. The Director Defendants do not have standing to defend against Plaintiffs’ request for a declaratory judgment that their conduct does not infringe the Studio Copyright Holders’ copyrights, and is protected by the fair use defense, as referenced in Plaintiffs’ Amended Complaint. The Studio Copyright Holders are the copyright owners and/or holders of pertinent exclusive rights under copyright in the United States for most of the motion pictures at issue. As such, the Studio Copyright Holders’ rights will be severely impaired if Plaintiffs’ copyright-related claims are permitted to proceed without any copyright holder to defend against them.

I.

INTRODUCTION

This case centers on Plaintiffs’ unauthorized alteration of motion pictures directed by the Director Defendants and hundreds of other members of the Directors Guild of America

DGA’s members are more than 1,000 feature film directors whose rights are implicated along with the sixteen Director Defendants.

(the “DGA”). The Plaintiffs, as well as thirteen other proposed Counterdefendants,² are engaged in the creation and commercial rental, sale or distribution of edited versions of motion pictures, or technology which creates unauthorized versions of films through DVD playback software. Apparently, certain images or dialogue in the motion pictures are not to the Plaintiffs’ liking, and they have utilized modern technology to remove such “objectionable” material from the motion pictures. In doing so, Plaintiffs create and commercially distribute unauthorized and altered versions of motion pictures, without regard for the Director Defendants’ vision, storytelling, and artistry. Plaintiffs’ conduct violates the Director Defendants’ rights under the Lanham Act and state law.

In the face of the Director Defendants’ objections to Plaintiffs’ conduct, Plaintiffs’ Amended Complaint seeks a declaratory judgment that their conduct does not violate the Lanham Act. See Amended Complaint, p. 5. In addition, Plaintiffs seek a declaratory judgment that their conduct does not violate the Copyright Act. See id. Because the Studio Copyright Holders’ rights are squarely at issue, and would be severely impaired by an adverse ruling on Plaintiffs’ declaratory relief claim, the Studio Copyright Holders should be joined as party-defendants under Rule 19 and Section 501(b) of the Copyright Act.

² Proposed Counterdefendants Video II, Glen Dickman, J.W.D. Management Corporation, Trilogy Studios Inc., CleanFlicks, MyCleanFlicks, Family Shield Technologies, LLC, ClearPlay Inc., Clean Cut Cinemas, Family Safe Media, EditMyMovies, Family Flix, U.S.A L.L.C. and Play It Clean Video are collectively referred to herein as the “Proposed Counterdefendants.” The Director Defendants concurrently have filed a motion for leave to join the Proposed Counterdefendants in this litigation.

II.

FACTUAL BACKGROUND

A. THE PLAINTIFFS' CONDUCT.

Each of the Plaintiffs and Proposed Counterdefendants in this matter is engaged in the commercial rental, sale or distribution of unauthorized, edited versions of motion pictures, or technology which creates unauthorized versions of the motion pictures. See Amended Complaint, ¶¶ 3-5. Plaintiff Clean Flicks of Colorado, for example, employs one of three different methodologies to make third-party edits, in which “objectionable content is deleted or in some cases altered in some other way.” Id. at ¶ 7. In short, the “Plaintiffs are in the business of providing third-party edits of commercial movies using a variety of technologies and methods.” Id. at ¶ 3. Specifically, upon information and belief, one of Plaintiff Clean Flicks of Colorado’s (or its franchisor, Proposed Counterdefendant CleanFlicks’) 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 Studio Copyright Holders. Similarly, Plaintiff Huntsman alleges that he intends to offer a methodology, by which “unaltered commercial movies and separate content filters are placed in a special viewing apparatus that applies filters at viewing time, allowing the viewer to choose to apply or reject edits at viewing time by way of an enhanced remote control.” Id. at ¶ 11.

By these acts, Plaintiffs have violated a myriad of intellectual property and artistic rights. Specifically, Plaintiffs' conduct violates the Director Defendants' rights under the Lanham Act (15 U.S.C. §§ 1501, et seq.). See Gilliam v. American Broadcasting Co., 538 F.2d 14, 24 (2d Cir. 1976) (The Lanham Act "properly vindicate[s] the author's personal right to prevent the presentation of his work to the public in a distorted form.").

B. PLAINTIFFS' ALLEGATIONS OF COPYRIGHT FAIR USE AND NON-INFRINGEMENT IN THE AMENDED COMPLAINT.

Plaintiffs' Amended Complaint seeks a broad declaratory judgment that their conduct does not violate federal constitutional and statutory law. See Amended Complaint, p. 5. Plaintiffs' complaint, however, is not limited to Plaintiffs' Lanham Act violations. Indeed, the Amended Complaint seeks broad declarations that Plaintiffs have not violated the copyright rights in the numerous motion pictures they have altered, and continue to alter, through their conduct. Specifically, Plaintiffs allege:

- "This is a civil action for Declaratory relief arising out of a dispute and controversy between Plaintiffs and Defendants relating to the **Copyright Act**, 17 U.S.C. 101, et seq." See Amended Complaint, ¶ 1 (emphasis added).
- "[T]he actions giving rise to the **alleged copyright . . . infringement** and resulting dispute between the parties occurred in Colorado." Amended Complaint, ¶ 2 (emphasis added).
- "The Defendants are directors of motion pictures who object to such third-party edits and believe that such edits infringe on their trademarks and **copyrights**." Amended Complaint, ¶ 13 (emphasis added).

- “A dispute has arisen between Plaintiffs and Defendants because Plaintiffs disagree that their third-party editing of commercial movies violates any trademark or **copyright laws** and believe that their actions set forth above are free speech and/or fair use and are protected by the First Amendment to the U.S. Constitution.” Amended Complaint, ¶ 14 (emphasis added).

In addition, Plaintiffs pray for a declaratory judgment that, among other things:

- “the practice of providing edited movies to the public for private home viewing using the Huntsman methodology does not offend the U.S. Constitution, **17 U.S.C. 101, et seq., (Copyright Act)**, . . . or Lanham Act.” Amended Complaint, p. 5 (emphasis added).
- “the practice of providing edited movies to the public for private home viewing using each variation of the Clean Flicks methodology does not offend the U.S. Constitution, **17 U.S.C. 101, et seq., (Copyright Act)**, . . . or Lanham Act.” Amended Complaint, p. 5 (emphasis added).

In short, Plaintiffs have filed a declaratory relief action asserting, *inter alia*, fair use and non-infringement of copyrights, yet have failed to name the owners of the copyrights as parties in this action. The Director Defendants do not own the copyrights in the works that Plaintiffs are editing and copying, all in apparent violation of the Studio Copyright Holders’ copyright rights. Rather, the implicated exclusive rights under copyright in these motion pictures are owned by the Studio Copyright Holders.

Accordingly, any adjudication of this dispute will necessarily implicate, and could dramatically impair, the rights of the Studio Copyright Holders. These parties must, therefore,

be joined in this action pursuant to Rule 19 and 17 U.S.C. § 501(b), because they are necessary parties to this action, and their joinder is feasible. Plaintiffs' claims for fair use and non-infringement of copyrights in motion pictures simply cannot proceed without the participation of the owners of the rights in these copyrights as parties in this action.

III.

ARGUMENT

A. THE STUDIO COPYRIGHT HOLDERS ARE NECESSARY PARTIES UNDER RULE 19, BECAUSE THEIR ABSENCE THREATENS THEIR INTERESTS IN THE LITIGATION AND PRECLUDES FINAL RESOLUTION AMONG THE EXISTING PARTIES.

Rule 19 provides that an absent party “shall be joined as a party in the action” if the absent party is necessary and joinder is feasible. Fed. R. Civ. P. 19; Rishell v. Jane Phillips Episcopal Mem’l Med. Ctr., 94 F.3d 1407, 1411 (10th Cir. 1996) (“The court must first determine under Rule 19(a) whether the party is necessary to the suit and must therefore be joined if joinder is feasible.”). A motion to compel the joinder of necessary parties under Rule 19 may be brought at any stage of the proceedings. See Fed. R. Civ. P. 21 (“Parties may be dropped or added by order of the court on motion of any party or of its own initiative at any stage of the action and on such terms as are just.”).

1. THE FED. R. CIV. P. 19 STANDARD FOR JOINDER.

A party is deemed necessary under the Federal Rules where:

(1) in the person’s absence complete relief cannot be accorded among those already parties, or (2) the person claims an interest relating to the subject of the action and is so situated that the disposition of the action in the person’s absence may (i) as a

practical matter impair or impede the person's ability to protect that interest or (ii) leave any of the persons already parties subject to a substantial risk of incurring double, multiple, or otherwise inconsistent obligations by reason of the claimed interest.

Fed. R. Civ. P. 19(a); see also Laker Airways, Inc. v. British Airways, PLC, 182 F.3d 843, 847 (11th Cir. 1999) (“A party is considered ‘necessary’ to the action if the court determines either that complete relief cannot be granted with the present parties or the absent party has an interest in the disposition of the current proceedings.”).

“An entity’s status as a ‘necessary’ party is not judged by any prescribed formula, but instead ‘can only be determined in the context of particular litigation.’” CP Nat’l Corp. v. Bonneville Power Admin., 928 F.2d 905, 912 (9th Cir. 1991). In general, necessary parties have been described as “those ‘persons having an interest in the controversy, and who ought to be made parties, in order that the court may act on the rule which requires it to decide on, and finally determine the entire controversy, and do complete justice, by adjusting all the rights involved in it.’” Id. (citations omitted).

Thus, in actions where there are multiple parties with various interests or rights in the subject matter of the action, all such parties must be joined. See, e.g., Rainbow Trucking Inc. v. Ennia Ins. Co., 500 F. Supp. 96 (E.D. Pa. 1980) (all listed insureds must be joined in an action to recover under the insurance policy). By way of example, courts have found that, “in suits between parties to a contract seeking rescission of that contract, all parties to the contract, and others having a substantial interest in it, are necessary parties.” Delta Fin. Corp. v. Paul D. Comanduras & Assocs., 973 F.2d 301, 305 (4th Cir. 1992). Similarly, the “same principle

applies to suits arising out of disputes between multiple claimants to a common fund; all such claimants must be joined if feasible.” Id. at 305-306.

In sum, any party whose interests in the subject of the proceeding could be impaired in its absence, or whose absence may preclude complete and thorough resolution of the matter, must be joined if feasible.

2. THE STUDIO COPYRIGHT HOLDERS ARE “NECESSARY” UNDER THE RULE 19 STANDARD.

The Studio Copyright Holders are necessary parties within the meaning of Rule 19, because they have an enormous interest in the subject matter of the litigation, and because complete relief cannot be granted in their absence.

The Studio Copyright Holders are the exclusive owners of copyrights in more than thirty-five films that Plaintiffs and/or the Proposed Counterdefendants have altered. Because none of the current parties to the litigation have standing to represent the Studio Copyright Holders on claims for copyright infringement related to these films, the Studio Copyright Holders have a substantial interest in participating in this suit and defending against a finding of fair use and non-infringement of their copyrights. See 17 U.S.C. § 501(b); Plunket v. Doyle, 2001 WL 175252, at *5 (S.D.N.Y. Feb. 22, 2001) (unpublished disposition; copy attached hereto per D.C.COLO.LCivR 7.1.D).

The following is a list of some of the motion pictures being edited and sold by Plaintiffs and/or the Proposed Counterdefendants, which were directed by the Director Defendants, and in which the Studio Copyright Holders are the copyright owners and/or holders of pertinent exclusive rights under copyright in the United States. As indicated in parenthesis,

these films are known to have been altered by certain of the Plaintiffs and Proposed

Counterdefendants:

STUDIO	FILM	COUNTERDEFENDANT EDITING FILM
Metro-Goldwyn-Mayer Studios Inc.	• <i>The World Is Not Enough</i>	CleanFlicks, ClearPlay.
	• <i>Three Amigos!</i>	Trilogy Studios.
Time Warner Entertainment Co., L.P.	• <i>City of Angels</i>	CleanFlicks.
	• <i>Ocean's Eleven</i>	CleanFlicks, ClearPlay, Trilogy Studios.
	• <i>Guilty By Suspicion</i>	CleanFlicks.
	• <i>Proof of Life</i>	CleanFlicks, ClearPlay, Family Safe, Family Flix and Trilogy Studios.
	• <i>L.A. Confidential</i>	CleanFlicks.
	• <i>Heat</i>	CleanFlicks.
	• <i>A.I.: Artificial Intelligence</i>	ClearPlay, Trilogy Studios.
Sony Pictures Entertainment	• <i>Thunderheart</i>	CleanFlicks.
	• <i>Ali</i>	Clean Flicks, ClearPlay, Video II, Family Flicks.
	• <i>Random Hearts</i>	CleanFlicks.
	• <i>Tootsie</i>	ClearPlay.
	• <i>Close Encounters of the Third Kind</i>	CleanFlicks.
	• <i>The Net</i>	CleanFlicks, Family Shield.
Disney Enterprises, Inc.	• <i>The Insider</i>	CleanFlicks, ClearPlay.
	• <i>The Color of Money</i>	ClearPlay.
DreamWorks L.L.C.	• <i>Amistad</i>	CleanFlicks, ClearPlay.
	• <i>The Legend of Bagger Vance</i>	CleanFlicks.
	• <i>Saving Private Ryan</i>	CleanFlicks, Trilogy Studios, Family Safe.

STUDIO	FILM	COUNTERDEFENDANT EDITING FILM
	• <i>A.I.: Artificial Intelligence</i>	ClearPlay, Trilogy Studios.
STUDIO	FILM	COUNTERDEFENDANT EDITING FILM
Universal City Studios, Inc.	• <i>Erin Brockovich</i>	CleanFlicks, ClearPlay, Family Shield.
	• <i>Out of Sight</i>	ClearPlay.
	• <i>Jurassic Park</i>	CleanFlicks, ClearPlay, Family Shield.
	• <i>Schindler's List</i>	CleanFlicks.
	• <i>The Hurricane</i>	CleanFlicks, ClearPlay, Trilogy Studios.
	• <i>The Blues Brothers</i>	CleanFlicks.
	• <i>The Bone Collector</i>	CleanFlicks.
Twentieth Century Fox Film Corp.	• <i>Dr. Dolittle</i>	CleanFlicks, ClearPlay.
	• <i>The Last of the Mohicans</i>	CleanFlicks, ClearPlay.
Paramount Pictures Corporation	• <i>The Firm</i>	CleanFlicks, ClearPlay.
	• <i>Sabrina</i>	CleanFlicks.
	• <i>Saving Private Ryan</i>	CleanFlicks, Trilogy Studios, Family Safe.
	• <i>An Officer and a Gentleman</i>	CleanFlicks.
	• <i>Clear and Present Danger</i>	CleanFlicks, ClearPlay.
	• <i>Patriot Games</i>	CleanFlicks, ClearPlay.
	• <i>The Saint</i>	CleanFlicks, Family Shield.

A judicial declaration that Plaintiffs' and/or Proposed Counterdefendants' practices of editing these movies do not violate the Copyright Act (see Amended Complaint, p. 5), would necessarily impair the rights of the Studio Copyright Holders in these specific films, and such a ruling would pose vast potential prejudice to the Studio Copyright Holders.

Moreover, complete and final relief cannot be granted in the Studio Copyright Holders' absence. Any adjudication without joinder of the Studio Copyright Holders would not be binding on them. See, e.g., Wales Indus. Inc., v. Hasbro Bradley, Inc., 612 F. Supp. 510, 517 (S.D.N.Y. 1985) ("As a nonparty, of course, [the absent party] would not be bound by a judgment of this Court declaring such copyrights invalid; nevertheless, such a judgment may, as a practical matter, impair or impede [the absent party's] ability to protect its interest in the subject matter of the action."). Thus, the Studio Copyright Holders would retain the right to sue Plaintiffs for copyright infringement, and the parties to the litigation would be subject to "a substantial risk of incurring double, multiple, or otherwise inconsistent obligations by reason of the claimed interest." Fed. R. Civ. P. 19. Because "rule [19] attempts to guarantee that all parties interested in a particular lawsuit have the chance to affect the outcome and will have the benefit of finality as to the judgment rendered," Rainbow Trucking, 500 F. Supp. at 98, and given that the Studio Copyright Holders' absence will preclude finality of the issues, the Studio Copyright Holders are necessary parties.

Finally, the interests of judicial economy will be served by joinder of the Studio Copyright Holders. Indeed, the interests furthered by Rule 19 "are not only those of the parties, but also that of the public in avoiding repeated lawsuits on the same essential subject matter." CP Nat'l Corp., 928 F.2d at 912 (citing the advisory committee notes to Rule 19). To further the public interest in conserving judicial resources, the Studio Copyright Holders should be declared necessary parties, and joined in this action so that Plaintiffs' declaratory relief action can be fully and finally adjudicated on all issues raised in the complaint.

Because the Studio Copyright Holders are parties “who must be included in the action so that the court can render a complete, final judgment that will fully resolve the matter,” and because the Studio Copyright Holders have a substantial interest in the subject matter of the action, they are necessary parties under the Federal Rules. CP Nat’l Corp., 928 F.2d at 912.

B. JOINDER OF THE STUDIOS IS PROPER UNDER THE COPYRIGHT ACT BECAUSE THEY HAVE AN INTEREST IN THE COPYRIGHTS AT ISSUE, AND THE EXISTING DEFENDANTS DO NOT HAVE STANDING TO LITIGATE THE INFRINGEMENT CLAIMS.

The Copyright Act contains its own joinder provision, which is intended to “supplement” the Federal Rules. See, e.g., Swarovski Am. Ltd. v. Silver Deer Ltd., 537 F. Supp. 1201, 1206 (D. Colo. 1982) (“The rules governing joinder in copyright infringement actions are contained in § 501(b), which is intended to ‘supplement’ the Federal Rules of Civil Procedure.”) (citing the legislative history of 17 U.S.C. § 501(b)). Section 501(b) provides:

The legal or beneficial owner of an exclusive right under a copyright is entitled, subject to the requirements of section 411, to institute an action for any infringement of that particular right committed while he or she is the owner of it. . . . *The court may require the joinder, and shall permit the intervention, of any persons having or claiming an interest in the copyright.*

17 U.S.C. § 501(b) (emphasis added). Accordingly, in copyright actions, and consistent with Rule 19, courts have discretion to order the joinder of any person with an interest in the copyright at issue. See, e.g., Plunket, 2001 WL 175252 at *6 (“The Copyright Act provides that the Court may require the joinder of any party having an interest in the copyright at issue.”).

The Copyright Act contains no guidelines for the Court's exercise of its discretion to compel joinder. Swarovski Am. Ltd., 537 F. Supp. at 1206. In a typical action for copyright infringement, a party with standing sues for infringement of the exclusive rights in his or her copyright, whether it be as an owner, or an exclusive licensee. In an action where there is no owner or exclusive licensee party to the suit, such as this one, a court should exercise its discretion to compel joinder of the owner of the copyright. Failure to do so would lead to an anomalous result: there would be no party with standing to prosecute the copyright infringement claim. See 7 Charles Alan Wright, Federal Practice and Procedure, § 1614 (3d ed. 2001) (“Consequently, the issue of who must be joined is inextricably tied to the question of who is the real party in interest and, to a lesser extent, to the question of capacity to sue and be sued.”); see also 17 U.S.C. § 510(b) (“The legal or beneficial owner of an exclusive right under a copyright is entitled . . . to institute an action for any infringement of that particular right committed while he or she is the owner of it.”); Plunket 2001 WL 175252 at *5 (“The Second Circuit has interpreted § 501(b) to limit standing to two types of claimants: ‘(1) owners of copyrights, and (2) persons who have been granted exclusive licenses by owners of copyrights.’”) (citations omitted).

Here, Plaintiffs have failed to name *any* party with standing to defend against Plaintiffs' declaratory claims of fair use and non-infringement of copyrights. The Director Defendants do not hold the copyrights in their motion picture works. These copyright rights are owned exclusively by the Studio Copyright Holders. It therefore is axiomatic that only the Studio Copyright Holders can defend against Plaintiffs' claims of fair use and non-infringement of copyrights. Under these circumstances, the Court should compel joinder of the Studio Copyright Holders under Fed. R. Civ. P. 19 and 17 U.S.C. § 501(b).

C. JOINDER OF THE STUDIOS IS FEASIBLE BECAUSE THE COURT HAS PERSONAL JURISDICTION OVER THEM, JOINDER WILL NOT DESTROY THE COURT'S SUBJECT MATTER JURISDICTION, AND VENUE IS PROPER.

Joinder of a party is feasible where: (1) it will not destroy subject matter jurisdiction; (2) the court can exercise personal jurisdiction over the absent party; and (3) venue is proper. See 7 Charles Alan Wright, Federal Practice and Procedure, § 1607 (3d ed. 2001) (“In some situations a person who is described in Rule 19(a) as someone who should be joined if feasible cannot be made a party because the person’s joinder would defeat the court’s subject matter jurisdiction, or the person is not subject to personal jurisdiction, or the person properly objects to the venue of the action.”).

Joinder of the Studio Copyright Holders is feasible under Rule 19. First, this Court has personal jurisdiction over the Studio Copyright Holders. The Studio Copyright Holders sell and/or distribute their movies in Colorado and, thus, plainly can be said to be engaging in “substantial, continuous and systematic activities” within the forum state. See, e.g., In re Application to Enforce Admin. Subpoena Duces Tecum of the SEC v. Knowles, 87 F.3d 413, 418 (10th Cir. 1996). Second, because this Court has federal question jurisdiction under 28 U.S.C. Section 1338 (as opposed to diversity jurisdiction), joinder of the Studio Copyright Holders will not destroy subject matter jurisdiction. Finally, because Plaintiffs’ infringing activity took place in this District, any challenge to venue would lie under 28 U.S.C. Section 1404(a) (for convenience of parties and witnesses), rather than 28 U.S.C. Section 1406 for improper venue. See, e.g., Wise v. Lindamood, 89 F. Supp. 2d 1187 (D. Colo. 1999) (the place where the alleged infringement occurred provides the correct venue). Accordingly, joinder of the Studio Copyright Holders is feasible.

IV.

CONCLUSION

WHEREFORE, for the reasons stated above, the Director Defendants respectfully request that this Court compel the joinder of Metro-Goldwyn-Mayer Studios Inc., Time Warner Entertainment Co., L.P., Sony Pictures Entertainment, Disney Enterprises, Inc., DreamWorks L.L.C., Universal City Studios, Inc., Twentieth Century Fox Film Corp., and Paramount Pictures Corporation as co-defendants in this action pursuant to Fed. R.Civ. P. 19 and 17 U.S.C. § 501(b).

CERTIFICATE OF COMPLIANCE WITH D.C.COLO.LCivR 7.1.A

Pursuant to District of Colorado Local Rule 7.1.A, Counterclaimants' undersigned counsel hereby certify that they have conferred with Scott J. Mikulecky, Esq. of Sherman & Howard L.L.C., counsel for Plaintiffs, who stated that Plaintiffs have no objection to the relief sought in this Motion.

Dated this ____ day of September, 2002.

Respectfully submitted,

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CERTIFICATE OF SERVICE

**I hereby certify that on this 20th day of September, 2002, I served the foregoing
MOTION TO COMPEL JOINDER OF THIRD-PARTY COPYRIGHT HOLDERS AS
NECESSARY PARTIES PURSUANT TO
FEDERAL RULE OF CIVIL PROCEDURE 19 AND 17 U.S.C. § 501(b)**

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