

FILED

IN THE UNITED STATES DISTRICT COURT
IN AND FOR THE MIDDLE DISTRICT OF FLORIDA
ORLANDO DIVISION

2007 SEP 28 PM 2:03

U.S. DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
ORLANDO, FLORIDA

DISNEY ENTERPRISES, INC.

Plaintiffs,

vs.

CASE NO:

Magistrate Judge:

PKM FASHIONS, INC. d/b/a
ALL CELL ACCESSORIES and
KARIN SEMINARIO

6:07-CV-1553-ORL-19DAB

Defendants.

_____ /

COMPLAINT

Plaintiff, Disney Enterprises, Inc., by and through its undersigned attorneys, alleges for its Complaint as follows:

INTRODUCTION

1. This action has been filed by Disney Enterprises, Inc. to combat the willful and intentional infringement of its copyrighted properties and trademarks, and includes claims for copyright infringement, federal trademark infringement, unfair competition and dilution. The Defendants are the owners, operators, and managers of a retail business or related enterprise that is actively selling, offering for sale, or distributing unlicensed and counterfeit cell phone covers and cases.

JURISDICTION AND VENUE

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §

1338(a) as the Plaintiff's cause of action arises under The Copyright Act, 17 U.S.C. § 101 et. seq. and The Federal Trademark Act ("The Lanham Act of 1946"), 15 U.S.C. § 1051 et. seq. Further, this Court has jurisdiction over the Plaintiff's pendent and common law claims pursuant to 28 U.S.C. § 1367.

3. Venue is proper within this District pursuant to 28 U.S.C. §§ 1400(a) and 1391(b).

THE PARTIES

4. Disney Enterprises, Inc. ("Disney" or "Plaintiff") is a corporation duly organized and existing under the laws of the State of Delaware, having its principal place of business in Burbank, California.

5. Defendant, PKM Fashions, Inc. d/b/a All Cell Accessories, ("PKM") is a Florida corporation whose corporate address is 962 Sweetgum Valley Place, Lake Mary, Florida 32746 and doing business in the Florida Mall at 8001 South Orange Blossom Trail, Orlando, Florida 32809.

6. Defendant, Karin Seminario ("Seminario"), is upon information and belief, an individual residing in the State of Florida at 962 Sweetgum Valley Place, Lake Mary, Florida 32746 and who is an officer, founder, and controlling force in the operation of PKM Fashions, Inc. d/b/a All Cell Accessories.

7. Defendants, PKM Fashions, Inc. d/b/a All Cell Accessories and Karin Seminario, will hereinafter be collectively referred to as "Defendants" or "PKM".

FACTUAL BACKGROUND

8. Disney either directly or through one of the various subsidiary companies wholly owned by Disney or through Disney's licensees, is engaged in a variety of businesses, including the operation of the Walt Disney World Resort complex and Disneyland park, producing and distributing motion pictures and television programs, operating stores and hotels, providing transportation services, producing and selling books, records and tapes, and providing entertainment services. A significant aspect of Disney's business is the merchandising and licensing of distinctive elements associated with its motion pictures and television programs, including, but not limited to, the world-famous fanciful characters Mickey Mouse, Minnie Mouse, Tinker Bell, Donald Duck, Daisy Duck, Goofy, Pluto and Winnie the Pooh, as well as characters from Disney's animated motion pictures, including, but not limited to, "Snow White and the Seven Dwarfs," "Pinocchio," "The Lion King," "Aladdin," "Beauty and the Beast," "The Little Mermaid," "Pocahontas," "Hunchback of Notre Dame," "Hercules," "Mulan," "Toy Story," "The Emperors New Groove" and "Lilo and Stitch." Disney also jointly owns the copyrights to the feature movies "A Bug's Live," "Tarzan," "Monsters, Inc.," "Finding Nemo" and "The Incredibles" (hereinafter collectively referred to as "Disney Copyrighted Movies and Characters").

9. Each of the Disney Copyrighted Movies and Characters noted in paragraph 8 above is covered by a copyright registration with the U.S. Copyright Office. Various copyright registrations were made in the name of Walter E. Disney. In October 1934, Walter E. Disney assigned his copyrights to Walt Disney Productions Ltd. ("WDPL"), and filed a copy of such assignment ("The Assignment") with the Copyright Office. In September 1938, WDPL and Walt Disney Enterprises ("WDE") and Liled Realty and Investment Company, Ltd., were consolidated into Walt Disney Enterprises. A copy of the consolidation agreement was filed with the Copyright Office. In December 1938, pursuant to an amendment to its articles of incorporation, Walt Disney Enterprises changed its name. A copy of the 1938 certificate of amendment of the articles of incorporation ("The 1938 Name Change") to Walt Disney Productions ("WDP") was filed with the Copyright Office. In February 1986, pursuant to an amendment to its articles of incorporation, WDP changed its name to The Walt Disney Company. A copy of the 1986 certificate of amendment ("The 1986 Name Change") was filed with the Copyright Office. On November 24, 1986, The Walt Disney Company, a California corporation merged into The Walt Disney Company, a Delaware corporation. In February 1996, pursuant to further amendment to its articles of incorporation, The Walt Disney Company again changed its name to Disney Enterprises, Inc. A copy of the 1996 certificate of amendment ("The 1996 Name Change") was filed with the Copyright Office.

Some, but not all of the applicable copyright registrations covering the characters and properties noted above are indexed on Exhibit "A."

10. Disney additionally owns all rights, title and interest in and to, and holds the exclusive rights to market and sell merchandise and services in connection with the images of the Disney Copyrighted Movies and Characters (hereinafter referred to as the "Disney Trademarks"). Disney possesses both common law trademark rights to the Disney Trademarks, as well as Federal and state registrations for certain Disney Trademarks. Some representative Federal trademark registrations covering some of the Disney Trademarks are indexed on Exhibit "B".

11. Many of the Disney Devise Marks have been registered with the United States Patent and Trademark Office pursuant to the Lanham Act (15 U.S.C. § 1051 et. seq.) The Federal trademark registrations indexed on Exhibit "B" are current and in full force and effect, and many are incontestable pursuant to 15 U.S.C. § 1065. Additionally, many of the Disney Trademarks qualify as famous marks pursuant to 15 U.S.C. § 1125(c).

12. Disney's distinctive Disney Trademarks, when utilized in conjunction with the sale, distribution and offer for sale of retail store and hotel services, books, records and tapes, entertainment services, resort services, travel services and transportation services signify to the purchaser that the product or service comes from Disney and is of the highest quality. Whether Disney

manufactures or provides the product or service itself, or licenses others to do it, Disney has insured that products and services bearing its Disney Devise Marks are of the highest standards. Disney's high quality products and services have been widely accepted by the public and are enormously popular.

INFRINGING CONDUCT

13. PKM is selling and offering for sale unauthorized and counterfeit cell phone covers and cases bearing the Plaintiff's Copyrighted Characters and Devise Marks (hereinafter "Infringing Covers").

14. PKM markets the Infringing Covers in a kiosk at the Florida Mall and upon information and belief represents to the buying public that Disney has authorized and approved their selling or offering for sale the Infringing Covers or is somehow associated with PKM.

15. The Plaintiff has never at any time authorized or granted the Defendants the right to utilize its Copyrighted Characters and Trademarks in conjunction with the sale, offer for sale, or distribution of the Infringing Covers.

16. PKM's use of the Plaintiff's Copyrighted Characters and Trademarks on their Infringing Covers is likely to cause confusion, to cause mistake, and to deceive as to the affiliation, connection or association of PKM's association with the Plaintiff or as to the origin, sponsorship or approval of PKM's goods and services by the Plaintiff.

17. PKM's use of the Plaintiff's Copyrighted Characters and Trademarks blurs the unique association which has heretofore existed between the Plaintiff's Copyrighted Characters and Trademarks and the goods and services sold and distributed by the Plaintiff, thereby lessening the capacity of the Plaintiff's Copyrighted Characters and Trademarks to identify and distinguish the goods and services of the Plaintiff.

COUNT I - COPYRIGHT INFRINGEMENT (17 U.S.C. § 101 et. seq.)

18. Plaintiff brings the following claim of copyright infringement against the Defendants and incorporates by reference allegations 1 through 17 above.

19. Defendants have distributed, sold, or offered for sale the Infringing Covers and related merchandise bearing the copyrighted properties of Disney.

20. Defendants have never been authorized by Disney to distribute Disney's Copyrighted Characters; nor has Disney ever authorized, licensed, or in any manner allowed the Defendants the right to distribute, sell, or offer for sale any merchandise including, but not limited to, covers or related merchandise which bear any of Disney's Copyrighted Characters.

21. Defendants have distributed, sold, or offered for sale the Infringing Covers and other merchandise, which incorporate Disney's Copyrighted Characters, in direct violation of Disney's copyrights.

22. Defendants have distributed, sold, or offered for sale the Infringing Covers or other merchandise bearing Disney's Copyrighted Characters. Defendants committed their acts with actual as well as constructive knowledge of Disney's exclusive rights, and its actions have contributed to the infringing, copying, duplication, sale, and offer for sale of counterfeit copies of Disney's Copyrighted Characters. Each act by the Defendants that infringes one of Disney's copyrights is the basis for a separate claim against the Defendants under the Copyright Act.

23. Upon information and belief, Defendants' acts as alleged are willful infringements of and have irreparably harmed Disney's copyrights and exclusive rights and threaten further infringements and further irreparable harm to Disney's copyrights and exclusive rights. Further harm and injury to Disney is imminent, and Disney is without an adequate remedy at law with respect to such harm and injury. Unless Defendants' acts are enjoined and the illicit counterfeiters of Disney's Copyrighted Characters are stopped, it is highly probable that the Defendants, or others under their direction, will distribute, sell, or offer for sale additional Infringing Covers or other merchandise which bear Disney's Copyrighted Characters causing further irreparable injury Disney.

24. Defendants have obtained gains, profit, and advantages as a result of his wrongful acts noted above.

25. Disney is entitled, at its option, to statutory damages as provided by 17.U.S.C. § 504 in lieu of actual damages and the Defendants' profits.

COUNT II - TRADEMARK INFRINGEMENT

26. Plaintiff incorporates by reference paragraphs 1 through 17 and brings the following claim for trademark infringement pursuant to 15 U.S.C. § 1114 against the Defendants.

27. Plaintiff owns the exclusive rights to those Trademarks indexed on Exhibit "B". All of the Device Mark registrations are in full force and effect and are owned by the Plaintiff or Plaintiff's licensors. Many of the Trademarks are incontestable pursuant to 15 U.S.C. § 1065.

28. Plaintiff, or those under its authority, manufacture, and distribute all of its advertising and products in conformity with the provisions of the United States Trademark law.

29. Notwithstanding the Plaintiff's or its licensor's well-known and prior common law and statutory rights in the Trademarks, Defendants have, with actual and constructive notice of the Plaintiff's federal registration rights and long after the Plaintiff established its rights, adopted and used the Trademarks in conjunction with the sale of Infringing Covers and related merchandise in the State of Florida and interstate commerce.

30. Defendants have sold, and offered for sale Infringing Covers and related merchandise bearing Plaintiff's Trademarks noted on Exhibit "B" without

Plaintiff's authorization. Defendants' distribution, sale, and offer for sale of Infringing Covers and related merchandise bearing Plaintiff's Trademarks in Florida and interstate commerce has and will cause the likelihood of confusion, deception, and mistake in that the buying public will conclude that the products sold by the Defendants are authorized, sponsored, approved, or associated with the Plaintiff.

31. Said acts of infringement will cause irreparable injury to the Plaintiff if the Defendants are not restrained by the Court from further violation of the Plaintiff's rights as the Plaintiff have no adequate remedy at law.

32. The Plaintiff has suffered damages as a result of the Defendants' acts.

33. Defendants' use in commerce of Plaintiff's Trademarks in conjunction with the sale of covers and related merchandise is an infringement of Plaintiff's registered Trademarks in violation of 15 U.S.C. § 1114(1).

34. Defendants committed the acts alleged herein intentionally, fraudulently, maliciously, willfully, wantonly, and oppressively with the intent to injure the Plaintiff and its businesses.

35. The Infringing Covers bearing the Plaintiff's Trademarks that the Defendants' sold, distributed, or offered for sale constitutes a counterfeit product pursuant to 15 U.S.C. § 1116(d).

COUNT III - LANHAM ACT- UNFAIR COMPETITION

36. Plaintiff incorporates by reference the allegations set forth in paragraphs 1 through 17 and 27 through 30 above.

37. As a direct result of the Plaintiff's longstanding use, sales, advertising, and marketing, Plaintiff's Trademarks have acquired a secondary and distinctive meaning among the public who have come to identify Plaintiff's Trademarks listed on Exhibit "B" with the Plaintiff's and its respective products.

38. The Infringing Covers and related merchandise that the Defendants have sold and distributed exactly duplicate and appropriate Plaintiff's Trademarks and deludes and confuses the public into believing that the Plaintiff approved, authorized, or sponsored the covers and related merchandise sold, offered for sale, or distributed by the Defendants.

39. Defendants, by misappropriating and using the likenesses of Plaintiff's Trademarks in connection with the sale of the Infringing Covers and related merchandise, is misrepresenting and will continue to misrepresent and falsely describe to the general public the origin and sponsorship of their products. Defendants have caused such products to enter into interstate commerce willfully with full knowledge of the falsity of the designation of their origin and description and representation in an effort to mislead the purchasing public into believing that their products are authorized or emanate from the Plaintiff.

40. These acts constitute a violation of Section 43 of the Lanham Act, 15 U.S.C. § 1125.

41. The Defendants have obtained gains, profits, and advantages as a result of their unlawful acts.

42. The Plaintiff has suffered monetary damages as a result of the Defendants' acts.

COUNT IV - UNFAIR COMPETITION UNDER FLORIDA'S COMMON LAW

43. Plaintiff repeats and realleges paragraphs 1 through 17, 19 through 25, 27 through 30, and 37 through 39 of this Complaint.

44. Plaintiff has expended significant sums of money in advertising and marketing products featuring its products and in creating a consumer demand for such products in Florida and elsewhere in the United States. Consequently, these products have become widely known and accepted.

45. Defendants have distributed and sold the Infringing Covers and related merchandise bearing exact copies of Plaintiff's Trademarks in Florida, thereby passing them off as products authorized or distributed by the Plaintiff.

46. Defendants have knowingly and willfully appropriated Plaintiff's Trademarks in an effort to create the impression that the Defendants' counterfeit products are sanctioned by the Plaintiff and to misappropriate all of the goodwill associated with Plaintiff's Trademarks.

47. The Defendants' acts constitute unfair competition and will, unless enjoined by this Court, result in the destruction or dilution of the goodwill in Plaintiff's Trademarks and of Plaintiff's valuable Device Mark rights to the unjust enrichment of the Defendants.

48. The unauthorized products that are sold by the Defendants are calculated and likely to deceive and mislead the purchasers who buy them in the belief that they originate with or are authorized by the Plaintiff.

49. The continued passing off by the Defendants of such unauthorized products as if such products originated from the Plaintiff has caused and, unless restrained, will continue to cause serious and irreparable injury to the Plaintiff.

50. The Plaintiff has no adequate remedy at law and suffers irreparable harm as a result of the Defendants' acts.

51. The Plaintiff has suffered damages as a result of the Defendants' acts.

52. Defendants committed the alleged acts intentionally, fraudulently, maliciously, willfully, wantonly, and oppressively with the intent to injure the Plaintiff and its businesses.

COUNT V- DILUTION IN VIOLATION OF FLA. STAT. § 495.151

53. The Plaintiff repeats and realleges paragraphs 1 through 17, 19 through 25, 27 through 30, 37 through 39, and 44 through 48 of this Complaint.

54. The infringing unauthorized and unlawful acts of the Defendants as alleged above have and will continue to have the effect of diluting and tarnishing the distinctive quality of the Plaintiff's Trademarks. Said acts constitute an unlawful dilution of the Plaintiff's rights at common law and under the Florida Anti-Dilution Statute, Fla. Stat. § 495.151.

55. The Defendants' commercial exploitation of the Plaintiff's Trademarks in conjunction with the Infringing Covers will cause confusion in the marketplace regarding the sponsorship and origin of such services and will tarnish the Plaintiff's reputations in the marketplace.

56. The Plaintiff has no adequate remedy at law and has suffered irreparable harm and damage as a result of the Defendants' acts. The Plaintiff will continue to suffer irreparable harm and damage as a result of Defendants' acts unless injunctive relief is granted as prayed for herein.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff demands entry of a judgment against the defendants as follows:

1. Permanent injunctive relief restraining the Defendants, their officers, agents, servants, employees, attorneys, and all those in active concert or participation with them from:

- a. further infringing Plaintiff's Copyrighted Characters and Trademarks by distributing, circulating, selling, marketing, offering for sale,

advertising, promoting, displaying, or otherwise disposing of any products not authorized by the Plaintiff including, but not limited to, the Infringing Covers and related merchandise bearing any simulation, reproduction, counterfeit, copy, or colorable imitation of any of Plaintiff's Trademarks ("Unauthorized Products");

b. using any simulation, reproduction, counterfeit, copy, or colorable imitation of any of Plaintiff's Copyrighted Characters and Trademarks in the promotion, advertisement, display, sale, offer for sale, production, circulation, or distribution of Unauthorized Products in such fashion as to relate or connect, or tend to relate or connect, such products in any way to the Plaintiff or to any goods sold, sponsored, or approved by or connected with the Plaintiff;

c. making any statement or representation whatsoever, or using any false designation of origin or false description, or performing any act that can or is likely to lead the trade or public, or individual members thereof, to believe that any Infringing Covers distributed or sold by the Defendants are in any manner associated or connected with the Plaintiff, or are sold, manufactured, licensed, sponsored, approved, or authorized by the Plaintiff;

d. engaging in any other activity constituting unfair competition with the Plaintiff, or constituting an infringement of any of Plaintiff's Trademarks or of Plaintiff's rights in, or to use or to exploit said Trademarks, or constituting any dilution of any of the Plaintiff's names,

reputations, or goodwill;

e. effecting assignments or transfers, forming new entities or associations or using any other device for the purpose of circumventing or otherwise avoiding the prohibitions set forth in Subparagraphs a. through d.;

f. secreting, destroying, altering, removing, or otherwise dealing with the Infringing Covers or any books or records that may contain any information relating to the importing, manufacturing, producing, distributing, circulating, selling, marketing, offering for sale, advertising, promoting, or displaying of all unauthorized products that infringe any of the Plaintiff's Copyrights and Trademarks; and

g. from aiding, abetting, contributing to, or otherwise assisting anyone from infringing upon any of the Plaintiff's Copyrights and Trademarks.

2. Directing that the Defendants deliver for destruction all Infringing Covers including covers, cases, labels, signs, prints, packages, dyes, wrappers, receptacles, and advertisements in their possession or under their control bearing any of Plaintiff's Trademarks or any simulation, reproduction, counterfeit, copy, or colorable imitation thereof, and all plates, molds, heat transfers, screens, matrices, and other means of making the same.

3. Directing that the Defendants report to this Court within thirty (30) days after a Permanent Injunction is entered to show its compliance with paragraphs 1 and 2 above.

4. Directing such other relief as the Court may deem appropriate to prevent the trade and public from gaining the erroneous impression that the Plaintiff authorized or is related in any way to any products sold or otherwise circulated or promoted by the Defendants.

5. Awarding to the Plaintiff from the Defendants, as a result of the Defendants' sale of Infringing Covers bearing the Plaintiff's Trademarks, three times the Defendants' profits, after an accounting, pursuant to 15 U.S.C. § 1117, or at the election of Disney, statutory damages as provided by § 1117(c), of between Five Hundred Dollars (\$500.00) and One Hundred Thousand Dollars (\$100,000.00), per trademark per type of goods sold, which is counterfeited by each Defendant, or should this Court find that the Defendant's use of the counterfeit mark was willful, and at the Court's discretion, not more than One Million Dollars (\$1,000,000.00) per counterfeit mark per type of goods sold or service offered by each Defendant pursuant to 15 U.S.C. § 1114 and § 1117.

6. Awarding to the Plaintiff from the Defendants selling Infringing Covers three times its damages therefrom and three times Defendants' profits therefrom, after an accounting, pursuant to 17 U.S.C. § 1125(a) and § 1117.

7. That the Plaintiff, be awarded from each Defendant found to be in violation of its copyrighted properties, the Defendants' profits, or at the Plaintiff's election, an award of statutory damages pursuant to 15 U.S.C. § 504, of no less than Seven Hundred and Fifty Dollars (\$750.00) nor more than Thirty

Thousand Dollars (\$30,000.00) per copyrighted property infringed upon by each Defendant, at the Court's discretion, or should this Court find that such infringement was willful, that this Court, pursuant to its discretion, award statutory damages of up One Hundred and Fifty Thousand Dollars (\$150,000.00) for each copyrighted property infringed upon by each such Defendant.

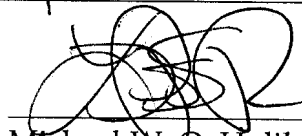
8. Awarding to the Plaintiff its reasonable attorneys' fees and investigative fees pursuant to 15 U.S.C. § 1117.

9. Awarding to the Plaintiff its costs in bringing this action.

10. Awarding punitive damages to the Plaintiff for the Defendants' willful acts of unfair competition under Florida's common law.

11. Awarding other such relief to the Plaintiff as this Court deems just.

Dated this 27th day of September, 2007.



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EXHIBIT "A"

**A Representative Sample of
Disney Enterprises, Inc.
Copyright Registrations**

Copyright Registration	Title of Work (Character)	Type of Work
VA 58 937	Mickey - 1 (Mickey Mouse)	Model Sheet
VA 58 938	Minnie - 1 (Minnie Mouse)	Model Sheet
Gp 80 184	Donald Duck	Publications Model Sheet
VA 58 933	Daisy - 1 (Daisy Duck)	Model Sheet
VA 58 936	Goofy -1 (Goofy)	Model Sheet
Gp 80 192	Pluto	Publications Model Sheet
VAu 64 814	Baby Mickey	Model Sheet
VAu 64 814	Baby Minnie	Model Sheet
VAu 73 216	Baby Donald Duck	Model Sheet
VAu 73 217	Baby Daisy Duck	Model Sheet
VAu 83 225	Baby Goofy	Model Sheet
VAu 73 219	Baby Pluto	Model Sheet
R 48 971	Disney's Uncle Scrooge in Only a Poor Old Man	Comic Strip
RE 424 728	Walt Disney's Ludwig von Drake	Comic Strip
Gp 105 126	Horace Horsecollar	Model Sheet
R 567 615	Chip	Model Sheet
R 567 614	Dale	Model Sheet
VA 184 345	Huey, Dewey & Louie -1	Model Sheet
Gp 105 128	Clarabelle Cow	Model Sheet
RE 636 587	Winnie the Pooh and the Honey Tree	Motion Picture
RE 718 378	Winnie the Pooh and the Blustery Day	Motion Picture
VA 58 940	Pooh - 1 (Winnie the Pooh)	Model Sheet
Gp 81 528	Rabbit	Publications Model Sheet
Gp 81 528	Owl	Publications Model Sheet
Gp 81 532	Kanga and Roo	Publications Model Sheet
Gp 81 528	Eeyore	Publications Model Sheet
Gp 81 528	Piglet	Publications Model Sheet
Gp 81 528	Gopher	Publications Model Sheet
Gp 81 527	Tigger	Publications Model Sheet
R 354 235	Snow White and the Seven Dwarfs	Motion Picture
R 346 870	Bashful	Drawings
R 346 869	Doc	Drawings
R 346 875	Dopey	Drawings
R 346 876	Grumpy	Drawings
R 346 871	Happy	Drawings
R 346 874	Sleepy	Drawings
R 346 873	Sneezy	Drawings
R 346 872	Snow White	Drawings
R 346 868	Snow White "Witch"	Drawings
R 406 910	Pinocchio	Motion Picture
Gp 80 186	Pinocchio	Publications Model Sheet
Gp 80 188	Jiminy Cricket	Publications Model Sheet
R 427 860	Fantasia	Motion Picture
R 433 627	The Reluctant Dragon	Motion Picture
R 442 538	Dumbo	Motion Picture
R 428 428	Dumbo Suggestions for Dumbo	Drawing
R 428 420	Mother Elephant Suggestions for "Dumbo"	Drawing
R 428 430	Dumbo Ringmaster Suggestions 1348	Drawing

**A Representative Sample of
Disney Enterprises, Inc.
Copyright Registrations**

R 428 427	Dumbo - Stork Suggestions	Drawing
R 428 426	Timothy Mouse Suggestions	Drawing
R 428 432	Dumbo "Miscellaneous Crows" - 2006	Drawing
R 458 260	Bambi	Motion Picture
R 433 645	Bambi - Bambi	Drawing
R 433 630	Bambi - Final Thumper Model - 2002	Drawing
R 433 631	Bambi - Skunk Model - 2002	Drawing
R 433 636	Bambi - Owl and Stag Models	Drawing
R 433 632	Faline "Adolescent Age"	Drawing
R 433 633	Bambi's Mother	Drawing
R 467 541	Saludos Amigos	Motion Picture
R 464 785	Joe Carioca	Drawing
R 516 560	The Three Caballeros	Motion Picture
R 550 316	Make Mine Music	Motion Picture
R 557 922	Song of the South	Motion Picture
R 548 629	Brer Rabbit	Drawing
R 548 626	Brer Bear	Drawing
R 577 489	Fun and Fancy Free	Motion Picture
R 605 180	Melody Time	Motion Picture
R 636 303	The Adventures of Ichabod & Mr. Toad	Motion Picture
R 648 396	Cinderella	Motion Picture
R 632 319	Cinderella	Copyright Booklet
R 632 319	Drizella	Copyright Booklet
R 632 319	Anastasia	Copyright Booklet
R 632 319	Stepmother	Copyright Booklet
R 632 319	Fairy Godmother	Copyright Booklet
R 632 319	Prince	Copyright Booklet
R 632 319	Bruno, the Dog	Copyright Booklet
R 632 319	Lucifer, the Cat	Copyright Booklet
R 632 319	Jaq and Gus	Copyright Booklet
RE 27 746	Alice in Wonderland	Motion Picture
VA 58 920	Alice - 1 (Alice)	Model Sheet
VA 58 919	Alice - 2 (The White Rabbit)	Model Sheet
VA 58 921	Alice - 3 (Queen of Hearts)	Model Sheet
VA 58 922	Alice - 4 (Cheshire Cat)	Model Sheet
VA 58 923	Alice - 5 (Caterpillar)	Model Sheet
VA 58 924	Alice - 6 (Tweedledee and Tweedledum)	Model Sheet
VA 58 922	March Hare	Model Sheet
VA 58 922	Mad Hatter	Model Sheet
RE 64 027	Peter Pan	Motion Picture
RE 66 285	Peter Pan	Coloring Book
RE 66 285	Tinkerbell	Coloring Book
RE 66 285	Captain Hook	Coloring Book
RE 66 285	Mr. Smee	Coloring Book
RE 66 285	Nana	Coloring Book
RE 162 852	Lady and the Tramp	Motion Picture
RE 101 764	Lady	Previews of Pictures
RE 101 764	Tramp	Previews of Pictures

**A Representative Sample of
Disney Enterprises, Inc.
Copyright Registrations**

RE 296 296	Sleeping Beauty	Motion Picture
RE 246 671	Princess Aurora	Book
RE 246 671	Prince Phillip	Book
RE 246 671	Maleficent/Dragon	Book
RE 370 901	One Hundred and One Dalmatians	Motion Picture
RE 546 478	The Sword in the Stone	Motion Picture
RE 557 357	Archimedes	Copyright Booklet
RE 557 357	Merlin	Copyright Booklet
RE 557 357	Wart/Arthur	Copyright Booklet
RE 557 357	Madame Mim	Copyright Booklet
RE 571 201	Mary Poppins	Motion Picture
RE 705 510	The Jungle Book	Motion Picture
RE 679 798	Mowgli	Drawing
RE 679 799	Baloo	Drawing
RE 679 795	Bagheera	Drawing
RE 679 805	King Louie	Drawing
RE 679 797	Kaa	Drawing
RE 679 807	Shere Khan	Drawing
Lp 38 283	The Aristocats	Motion Picture
Gu 44 754	O'Malley	Drawing
Gu 44 750	Duchess	Drawing
Gu 44 748	Edgar	Drawing
Gu 44 745	Roquefort	Drawing
Lp 39 817	Bedknobs and Broomsticks	Motion Picture
Gu 46 904	Crocky	Drawing
Gu 46 908	Sailor Bear	Drawing
Gu 46 906	Codfish	Drawing
Gu 46 917	Secretary Bird	Drawing
LP 42 905	Robin Hood	Motion Picture
Gu 46 582	Robin Hood	Drawing
Gu 46 583	Little John	Drawing
Gu 46 584	Sir Hiss	Drawing
Gu 47 230	Sheriff of Nottingham	Drawing
Gu 47 762	Friar Tuck	Drawing
Gu 46 585	Prince John	Drawing
Gu 50 764	Maid Marion	Drawing
Gu 50 763	Lady Cluck	Drawing
Lp 49 678	The Rescuers	Motion Picture
Gp 96 289	Miss Bianca	Drawing
Gp 96 286	Orville	Drawing
Gp 96 288	Madame Medusa	Drawing
Gp 96 287	Bernard	Drawing
Gp 103 814	Penny	Drawing
Gu 57 278	Rufus	Drawing
Gu 56 625	Evinrude	Drawing
PA 1 371	Pete's Dragon	Motion Picture
Gp 111 695	Elliott the Dragon	Drawing
PA 125 861	The Fox and the Hound	Motion Picture
VAu 10 933	Todd (Young)	Drawing
VAu 10 930	Copper (Pup)	Drawing
VAu 10 936	Vixey	Drawing
VAu 10 928	Big Mama	Drawing

**A Representative Sample of
Disney Enterprises, Inc.
Copyright Registrations**

VAu 12 417	Dinky	Drawing
VAu 12 418	Boomer	Drawing
VAu 12 415	Squeeks	Drawing
PA 252 525	The Black Cauldron	Motion Picture
VAu 24 517	Eilonwy	Drawing
VAu 29 561	Fflewddur	Drawing
VAu 24 518	Gurgi	Drawing
VAu 24 070	Hen Wen	Drawing
VAu 24 592	The Horned King	Drawing
VAu 24 519	Taran	Drawing
VAu 47 075	Orddu	Drawing
VAu 47 073	Orgoch	Drawing
VAu 47 074	Orwen	Drawing
PA 290 808	The Great Mouse Detective	Motion Picture
VAu 76 103	Basil 185-126	Model Sheet
VAu 76 102	Dr. Dawson 1284-80	Model Sheet
VAu 81 570	Olivia	Model Sheet
VAu 76 100	Ratigan 285-166	Model Sheet
VAu 81 572	Fidget	Model Sheet
VAu 81 571	Flaversham	Model Sheet
VAu 86 112	Felicia - Clean Up Model 0238	Model Sheet
VAu 76 104	Toby 285-170	Model Sheet
VAu 85 019	Mrs. Judson	Model Sheet
VAu 85 021	Queen Victoria	Model Sheet
VAu 85 022	Bartholomew	Model Sheet
PA 385 556	Oliver and Company	Motion Picture
VAu 104 921	Dodger Construction Sheets	Model Sheet
VAu 104 920	Einstein Construction Sheets	Model Sheet
VAu 104 919	Frances Construction Sheets	Model Sheet
VAu 104 916	Rita Construction Sheets	Model Sheet
VAu 109 377	Oliver Rough Model	Model Sheet
VAu 109 379	Tito - Ruff Model	Model Sheet
VAu 119 949	How to Draw Georgette	Model Sheet
PA 431 543	The Little Mermaid	Motion Picture
VAu 123 355	Ariel 9-9-87 Ruff (Ariel)	Drawings
VAu 123 351	Scuttle	Drawings
VAu 123 354	Ruff Sebastian 9-4-87 (Sebastian)	Drawings
VAu 123 348	Ruff Ursula 9-9-87 (Ursula)	Drawings
VAu 123 352	Prince Eric	Drawings
VAu 123 350	Triton	Drawings
VAu 123 353	Flotsam/Jetsam	Drawings
VAu 123 349	Flounder	Drawings
PAu 1 024 341	DuckTales	Motion Picture
VAu 101 067	Launchpad McQuack	Pamphlet of Drawings
VAu 101 067	Webby	Pamphlet of Drawings
VAu 101 067	Doofus	Pamphlet of Drawings
VAu 101 067	Mrs. Beakley	Pamphlet of Drawings
VAu 101 067	Duckworth	Pamphlet of Drawings

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PA 486 535	The Rescuers Down Under	Motion Picture
VAu 161 749	Cody	Model Sheets
VAu 155 884	Jake (Rough Models)	Model Sheets
VAu 155 844	McLeach (Rough Model)	Model Sheets
VAu 170 264	Marahute (Rough Model)	Model Sheets
PA 542 647	Beauty and the Beast	Motion Picture
VAu 200 866	Belle (Beauty and the Beast)	Artwork
VAu 210 914	Beast	Licensing Kit
VAu 194 311	Maurice (Beauty and the Beast)	Artwork
VAu 199 855	Mrs. Potts (Beauty and the Beast)	Artwork
VAu 200 868	Cogsworth (Beauty and the Beast)	Artwork
VAu 194 310	Lumiere (Beauty and the Beast)	Artwork
VAu 201 337	Chip (Beauty and the Beast)	Artwork
VAu 194 307	Gaston (Beauty and the Beast)	Artwork
VAu 194 309	LeFou (Beauty and the Beast)	Artwork
VAu 199 856	Phillipe (Beauty and the Beast)	Artwork
VAu 200 869	Featherduster (Beauty and the Beast)	Artwork
PA 583 905	Aladdin	Motion Picture
VAu 215 432	Aladdin - Aladdin	Model Sheet
VAu 215 453	Aladdin - Genie	Model Sheet
VAu 215 793	Aladdin - Abu	Model Sheet
VAu 218 349	Aladdin - Iago	Model Sheet
VAu 230 534	Aladdin - Rasoul	Model Sheet
VAu 218 348	Aladdin - The Sultan	Model Sheet
VAu 230 533	Aladdin - Jafar	Model Sheet
VAu 221 841	Aladdin - Jasmine	Model Sheet
VAu 221 842	Aladdin - Jafar as Beggar	Model Sheet
VAu 232 164	Aladdin - Narrator	Model Sheet
PA 659 979	The Lion King	Motion Picture
VAu 246 448	The Lion King - Mufasa	Model Sheet
VAu 245 946	The Lion King - Sarabi	Model Sheet
VAu 246 447	The Lion King - Simba	Model Sheet
VAu 246 440	The Lion King - Young Simba	Model Sheet
VAu 246 438	The Lion King - Nala	Model Sheet
VAu 246 664	The Lion King - Young Nala	Model Sheet
VAu 245 947	The Lion King - Rafiki	Model Sheet
VAu 245 945	The Lion King - Shenzi, Banzai & Ed	Model Sheet
VAu 246 437	The Lion King - Pumbaa	Model Sheet
VAu 245 662	The Lion King - Timon	Model Sheet
VAu 246 446	The Lion King - Scar	Model Sheet
VA 611 201	Zazu	Licensing Kit
PA 720 179	Pocahontas	Motion Picture
VAu 262 859	Pocahontas - Pocahontas Standing	Artwork
VAu 261 970	Pocahontas - Powhatan	Artwork
VAu 261 967	Pocahontas - Percy	Artwork
VAu 302 884	Pocahontas - John Smith	Artwork
VAu 302 886	Pocahontas - Meeko the Raccoon	Artwork
VAu 302 883	Pocahontas - Flit the Hummingbird	Artwork
VAu 300 559	Pocahontas - Ratcliffe	Artwork
VAu 302 885	Pocahontas - Grandmother Willow	Artwork

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PA 765 713	Toy Story	Motion Picture
VAu 337 565	Toy Story - Woody	Artwork
VAu 337 566	Toy Story - Buzz Lightyear	Artwork
VAu 337 567	Toy Story - Hamm	Artwork
VAu 337 568	Toy Story - Rex	Artwork
VAu 337 569	Toy Story - Bo Peep Lamp and Sheep	Artwork
VAu 337 186	Toy Story - Lenny	Artwork
VAu 273 627	Toy Story - Mom	Artwork
VAu 348 598	Toy Story - Andy	Artwork
VAu 348 599	Toy Story - Hannah	Artwork
PA 795 221	The Hunchback of Notre Dame	Motion Picture
VAu 336 992	The Hunchback of Notre Dame - Quasimodo	Model Sheet
VAu 332 434	The Hunchback of Notre Dame - Esmeralda	Model Sheet
VAu 336 056	The Hunchback of Notre Dame - Phoebus	Model Sheet
VAu 336 057	The Hunchback of Notre Dame - Djali	Model Sheet
VAu 343 663	The Hunchback of Notre Dame - Gargoyles	Model Sheets
VAu 336 058	The Hunchback of Notre Dame - Clopin	Model Sheet
VAu 336 059	The Hunchback of Notre Dame - Frolo	Model Sheet
VAu 336 878	The Hunchback of Notre Dame - Will Doll/Sam Doll	Model Sheet
PA 670 961	Hercules	Motion Picture
VAu 369 603	Hercules - Hercules	Model Sheets
VAu 369 600	Hercules - Baby Hercules	Model Sheets
VAu 367 973	Hercules - Meg	Model Sheets
VAu 369 605	Hercules - Pegasus	Model Sheets
VAu 369 598	Hercules - Baby Pegasus	Model Sheets
VAu 367 965	Hercules - Phil	Model Sheets
VAu 367 964	Hercules - Hades	Model Sheets
VAu 367 969	Hercules - Pain	Model Sheets
VAu 375 850	Hercules - Panic	Model Sheets
VAu 377 944	Hercules - Hydra Head	Model Sheet
PA 799 025	Mulan	Motion Picture
VA 849 510	Mulan	Style Guide
VAu 379 045	The Legend of Mulan - Mulan	Model Sheets
VAu 379 027	The Legend of Mulan - Mulan as Ping	Model Sheets
VAu 379 021	The Legend of Mulan - Mushu	Model Sheets
VAu 379 024	The Legend of Mulan - Shang	Model Sheets
VAu 378 480	The Legend of Mulan - Kahn	Model Sheets
VAu 381 069	The Legend of Mulan - Cricket	Model Sheets

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PA 901 890	A Bug's Life*	Motion Picture
VA 875 986	A Bug's Life*	Style Guide
VAu 399 357	Flik*	Model Sheets
VAu 399 356	Hopper*	Model Sheets
VAu 399 351	Atta*	Model Sheets
VAu 399 349	Dot*	Model Sheets
VAu 399 343	Dim*	Model Sheets
VAu 399 352	Tuck & Roll*	Model Sheets
VAu 399 350	Francis*	Model Sheets
VAu 399 348	Heimlich*	Model Sheets
VAu 399 353	Slim*	Model Sheets
VAu 399 342	Rosie*	Model Sheets
VAu 399 346	P.T. Flea*	Model Sheets
VAu 399 345	Manny*	Model Sheets
VAu 399 344	Gypsy*	Model Sheets
VAu 399 347	Thumper*	Model Sheets
VAu 399 354	Molt*	Model Sheets
VAu 399 355	Queen*	Model Sheets
PA 959 870	Toy Story 2*	Motion Picture
VAu 414 563	Toy Story 2 - Al's Car*	Model Sheet
VAu 405 573	Toy Story 2 - Bullseye*	Model Sheet
VAu 406 700	Toy Story 2 - Coffee Table*	Model Sheet
VAu 407 195	Toy Story 2 - Cushy Chair*	Model Sheet
VAu 405 571	Toy Story 2 - Emperor Zurg*	Model Sheet
VAu 405 572	Toy Story 2 - Jessie*	Model Sheet
VAu 405 197	Toy Story 2 - L'il Yuppie*	Model Sheet
VAu 405 574	Toy Story 2 - Prospector*	Model Sheet
VAu 407 196	Toy Story 2 - Wood Chair*	Model Sheet
VA960 902	Toy Story 2 - Style Guide*	Style Guide
PA 974 011	Dinosaur	Motion Picture
VAu 486 473	Aladar	Model Sheet
VAu 486 477	Baylene	Model Sheet
VAu 486 476	Bruton	Model Sheet
VAu 486 478	Eema	Model Sheet
VAu 486 475	Kron	Model Sheet
VAu 486 474	Neera	Model Sheet
VAu 486 472	Plio	Model Sheet
VAu 486 479	Suri	Model Sheet
VAu 486 471	Yar	Model Sheet
VA 996 530	Dinosaur - Phase I	Style Guide
VA 992 942	Dinosaur - Phase II	Style Guide
PA 940 885	The Emperor's New Groove	Motion Picture
VA 999 573	Emperor's New Groove	Style Guide
VAu 479 682	Kronk	Model Sheet
VAu 479 685	Kuzco	Model Sheet
VAu 479 683	Kuzco Llama	Model Sheet
VAu 479 684	Pacha	Model Sheet
VAu 479 681	Yzma	Model Sheet
PA1 039 237	Atlantis: The Lost Empire	Motion Picture
VAu 465 845	Dr. Sweet	Model Sheet
VAu 465 846	Milo James Thatch	Model Sheet
VAu 464 134	Whitmore	Model Sheet

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VAu 464 136	King	Model Sheet
VAu 464 137	Moliere	Model Sheet
VAu 464 139	Princess Kida	Model Sheet
PA1 038 178	Monsters, Inc.	Motion Picture
VAu 462 106	Mike	Model Sheet
VAu 462 107	Mr. Waternoose	Model Sheet
VAu 462 109	Sullivan	Model Sheet
VAu 462 110	Switch	Model Sheet
VAu 463 631	Roz	Model Sheet
VAu 495 886	Ran	Model Sheet
VAu 513 637	Boo	Model Sheet
PA1 107 581	Treasure Planet	Motion Picture
VAu 503 462	Morph	Model Sheet
VAu 503 463	JH	Model Sheet
VAu 503 468	DD	Model Sheet
VAu 503 469	BEN2	Model Sheet
VAu 503 471	BEN	Model Sheet
VAu 503 473	ARR	Model Sheet
VAu 503 521	Sil	Model Sheet
VAu 503 987	Ame	Model Sheet
PA1 082 244	Lilo and Stitch	Motion Picture
VAu 506 816	PLE	Model Sheet
VAu 506 817	LIL	Model Sheet
VAu 506 818	ST199	Model Sheet
VAu 506 822	JUM	Model Sheet
VAu 506 825	ST100	Model Sheet
PA1 121 379	Piglet's Big Movie	Motion Picture
PA1 146 502	Finding Nemo	Motion Picture
VA1 162 469	Finding Nemo Style Guide	Style Guide
VAu 559 052	Sharks: Bruce, Anchor & Chum	Model Sheet
VAu 559 053	Sharks: Bruce, Anchor & Chum(simplified)	Model Sheet
VAu 559 054	Ocean Friends: Tad, Pearl & Sheldon	Model Sheet
VAu 559 055	Tank Gang: Bloat, Peach, Gurgle, Bubbles, Deb	Model Sheet
VAu 559 056	Primary: Nemo, Dory, Gill (2)	Model Sheet
PA1 188-459	Brother Bear	Motion Picture
VA1 212 077	Home on the Range	Style Guide
	Teacher's Pet	
VAu 501 211	Leonard	Model Sheet
VAu 501 212	Spot	Model Sheet
VA 977-375	Birnbaum's Walt Disney World 2000	Photographs and Artwork

EXHIBIT "B"

Trademark Name	Reg. Number
Mickey Mouse Design	2704887
Minnie Mouse Design	2700619
Donald Duck Design	2700620
Daisy Duck Design	2704890
Goofy Design	2721608
Pluto Design	2707323
Winnie the Pooh Design	2704888
Eeyore Design	2704886
Piglet Design	2700618
Lilo & Stitch	2811097
Cruise Line Device (Mouse Ears)	2.243.889
DISNEY CRUISE LINE	2.286.563
DISNEY MAGIC	2.240.945
DISNEY'S ANIMAL KINGDOM	2.189.638
DISNEY'S GRAND CALIFORNIAN HOTEL	2.473.847

As it is impracticable to list all trademark registrations owned by Disney, the foregoing is a representative sampling only.

DISNEYLAND	1.037.788
DISNEYLAND (Stylized)	857.667
DOWNTOWN DISNEY	2.372.024
EPCOT	1.380.818
Epcot Device	1.407.987
FORT WILDERNESS	1.518.500
HAPPIEST PLACE ON EARTH, THE	2.281.559
MAGIC KINGDOM	1.072.396
Mouse Ears Device	1.524.601
PARADISE PIER	2.625.419
Walt Disney Travel Company Logo (plane w/mouse ears silhouette)	995.092
WALT DISNEY WORLD	980.955

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