

ORIGINAL

**IN THE UNITED STATES DISTRICT COURT FOR
THE EASTERN DISTRICT OF NEW YORK**

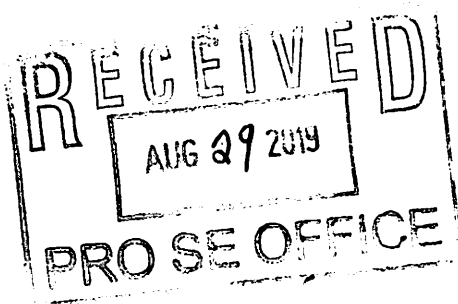
TAJE MONBO
DEAFUEH MONBO

Plaintiffs

v.

LOTFY NATHAN
RED GAP FILM GROUP, LLC
VERTICAL ENTERTAINMENT, LLC
OSCILLOSCOPE PICTURES, INC.
OSCILLOSCOPE, INC.
DANIEL BERGER
THOMAS SLADEK
OVERBROOK ENTERTAINMENT, INC.
OVERBROOK ENTERTAINMENT, LLC
WILLARD CARROLL SMITH, JR.
SONY PICTURES ENTERTAINMENT, INC.
MISSION FILM, INC.
ERIC BLAIR
MARIA MOCHIN, both individually and doing
business as MISSION FILM PRODUCTIONS

Defendants



Civil Action No: 1:18-CV-05930-MKB-ST

JURY TRIAL DEMANDED

FIRST AMENDED COMPLAINT FOR:

- (1) Copyright Infringement**
- (2) Contributory Copyright Infringement**
- (3) Vicarious Copyright Infringement**
- (4) Infringement of Right of Publicity**
- (5) Trademark Infringement**
- (6) False Designation of Origin Passing Off and Unfair Competition**
- (7) Trademark Dilution**
- (8) Cybersquatting**
- (9) Trademark Infringement Under Maryland Code Bus Reg. 1-414 et. seq.**
- (10) False Advertising and Unfair Competition under Common Law**
- (11) Contributory Trademark Infringement**
- (12) Vicarious Trademark Infringement**
- (13) Unjust Enrichment**
- (14) Declaratory Judgment Invalidating Defendants' Copyright Registration, PAu003699143**
- (15) Declaratory Judgment Invalidating Defendants' Copyright Registration, PAu003430990**
- (16) Declaratory Judgment for Copyright Infringement for 12 O'Clock Boys Feature Adaptation**

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COMPLAINT

Plaintiffs Taje Monbo ("Taje") and Deafueh Monbo ("Deafueh") (collectively, "Plaintiffs" or the "Monbo Parties"), hereby bring this action against Lotfy Nathan, Red Gap Film Group, LLC ("Red Gap"), Vertical Entertainment, LLC ("Vertical Entertainment"), Oscilloscope Pictures, Inc. ("Oscilloscope Pictures"), Oscilloscope Inc. ("Oscilloscope"), Daniel Berger, Thomas Sladek, Overbrook Entertainment, Inc. ("Overbrook Entertainment"), Overbrook Entertainment, LLC ("Overbrook Entertainment"), Willard Carroll Smith, Jr. (Will Smith), Sony Pictures Entertainment, Inc. ("Sony"), Mission Film, Inc. ("Mission Film"), Eric Blair, Maria Mochin and Mission Film Productions ("Mission Film Productions") (collectively, "Defendants"), and allege as follows:

NATURE OF THE ACTION

I. COPYRIGHT

1. Plaintiffs bring this action seeking to put an immediate stop to, and to obtain redress for, Defendants' willful and ongoing infringement of the copyrights in Plaintiffs' 12 O'Clock Boyz creative works. 12 O'Clock Boyz is a pioneering entertainment film series released in 2001 and 2003, which showcased a new breed of dirt-bike performers in Baltimore, Maryland. The independently released 12 O'Clock Boyz film series not only introduced never before seen riveting dirt-bike stunts, but also featured eccentric characters, comedy, scripted iconic scenes, and new hip-hop soundtracks. Since its inception, 12 O'Clock Boyz has been a cultural phenomenon that is eagerly followed by thousands of fans throughout the North East. The influence of the characters extends far beyond the actions on the screen. Plaintiffs own the copyrights in the 12 O'Clock Boyz film series. *See Exhibit 1*

2. Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger, Thomas Sladek, Mission Film, Eric Blair, Maria Mochin and Mission Film Productions have made a 2013 documentary entitled "12 O'Clock Boys" (the infringing "12 O'Clock Boys (2013) film").

3. The infringing 12 O'Clock Boys (2013) film infringes Plaintiffs' works by using innumerable copyrighted elements of "12 O'Clock Boyz" including its movie title card, clips and excerpts, and the character named Pug. At about seventeen minutes into the infringing 12 O'Clock Boys (2013) film, the title card from Plaintiffs' 2001 film appear on screen:

"12 O'Clock Boyz, Inc.
presents
The Official 12 O'Clock Boyz"

The title is followed by upward of thirty (30) excerpts taken from Plaintiffs' 12 O'Clock Boyz films. These clips include shots of PeeWee, Nephew Fred, Weedy, Shorty and Silly Willy as well as scenes of dirt-bikes being washed and even the shot of a young woman being spanked on the backside as she walks away. (*See Exhibit 2*). Plaintiffs were not advised that these clips from 12 O'Clock Boyz were being used in the infringing 12 O'Clock Boys (2013) film, and did not give permission for their use.

4. The infringing 12 O'Clock Boys (2013) film is intended to be a production that, by Lotfy's own admission, unabashedly take Plaintiffs' intellectual property and aim to "match the concept and approach" of Plaintiffs' 12 O'Clock Boyz films. The infringing 12 O'Clock Boys (2013) film is substantially similar to, and unauthorized derivative work of, Plaintiffs' 12 O'Clock Boyz films, in contravention of the copyright laws of the United States.

5. Taje (aka "Moe-Town" or "Moe") is not only the copyright owner and author of 12 O'Clock Boyz, but he also appeared in the films as an actor. At least two of the segments taken from Plaintiffs' films that are shown in the infringing 12 O'Clock Boys (2013) film feature Taje being interviewed. Taje did not grant permission, nor has he been compensated, for the use of his image and likeness in the infringing 12 O'Clock Boys (2013) film.

6. Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger, Thomas Sladek, Mission Film, Eric Blair, Maria Mochin and Mission Film Productions have authorized Defendants Overbrook Entertainment, Sony, and Will Smith to produce a 12 O'Clock Boys Feature Adaption based on their infringing 12 O'Clock Boys (2013) film.

7. Defendants Overbrook Entertainment, Sony and Will Smith have written a script (the "Feature Adaptation Script") for a feature adaptation entitled 12 O'Clock Boys, and have produced a feature adaptation titled 12 O'Clock Boys (the "12 O'Clock Boys Feature Adaptation") based on the infringing 12 O'Clock Boys (2013) film, the 12 O'Clock Boys Feature Adaptation Script, or a version thereof.

8. The 12 O'Clock Boys Feature Adaptation, and all versions of the 12 O'Clock Boys Feature Adaptation Script are collectively, the "12 O'Clock Boys Feature Adaptation".

9. The 12 O'Clock Boys Feature Adaptation infringes Plaintiffs' Copyrighted Works by incorporating elements of Plaintiffs' 12 O'Clock Boyz that appeared in the infringing 12 O'Clock Boys (2013) into the 12 O'Clock Boys Feature Adaptation, including but not limited to the characters, concepts, feel, and mood.

10. Defendant Red Gap's copyright registration is invalid and was obtained by fraud on the Copyright Office. Defendant Red Gap's application for copyright registration

PAu003699143 submitted at Defendant Lotfy Nathan's direction, for the infringing 12 O'Clock Boys (2013) film includes knowing material misstatements and false information that if known, would have caused the Register of Copyrights to refuse the Defendant Red Gap's copyright application pursuant to 17 U.S.C. § 411(b)(1)(A) of the Copyright Act.

11. Plaintiffs bring this action to recover damages and to ask that Defendants be required to disgorge their ill-gotten profits attributable to their brazen and willful copyright infringement, and cease and desist their continued unauthorized use of Plaintiffs' 12 O'Clock Boyz works.

II. TRADEMARK

12. This is also an action for trademark infringement, trademark dilution, unfair competition, counterfeiting, false designation of origin and cybersquatting under the Lanham Act, 15 U.S.C. § 1051, *et seq.* and/or statutory and common law and the All Writs Act, 28 U.S.C. § 1651(a).

13. Plaintiffs seek equitable and monetary relief from Defendants' willful violations of Plaintiffs' trademark rights in their 12 O'Clock Boyz mark and other 12 O'Clock Boyz design marks (the "12 O'Clock Boyz Marks").

JURISDICTION AND VENUE

14. This is a civil action seeking damages and declaratory and injunctive relief for copyright infringement, arising under 17 U.S.C. § 101, *et seq.* This Court has original subject matter jurisdiction over the action under 28 U.S.C. § 1331 and 1338(a), as this action asserts copyright claims arising under the laws of the United States.

15. This Court has jurisdiction over the subject matter of this action pursuant to

15 U.S.C. §1121 and 28 U.S.C. §1331, 1338(a) and (b) and Federal Declaratory Judgment Act, 28 U.S.C. §2201, §2202. The Court has supplemental jurisdiction over Plaintiffs state-law claims pursuant to 28 U.S.C. §1367(a) because they are substantially related to its federal claims and arise out of the same case or controversy.

16. This Court has general and/or specific personal jurisdiction over Defendants because some Defendants are New York corporations with its principal place of business in New York, and because the Defendants purposefully availed itself of the privilege of conducting business in New York. Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Mission Film, Eric Blair, Mission Film Productions and Maria Mochin offer, market, and promote the infringing 12 O'Clock Boys (2013) film bearing the 12 O'Clock Boyz marks that are the subject of this lawsuit through their website and other means to consumers located in New York and use those 12 O'Clock Boyz marks to promote and advertise their infringing 12 O'Clock Boys (2013) film in New York and elsewhere.

17. This Court also has general and/or specific personal jurisdiction over Defendants Overbrook Entertainment, Sony and Will Smith because they purposefully availed themselves of the privilege of conducting business in New York. Defendants Overbrook Entertainment, Sony and Will Smith market and promote the infringing 12 O'Clock Boys Feature Adaptation bearing the 12 O'Clock Boyz Marks that are the subject of this lawsuit through their 12 O'Clock Boys IMDB movie page, and other means to consumers located in New York and use those 12 O'Clock Boyz Marks to promote and advertise their infringing 12 O'Clock Boys Feature Adaptation in New York and elsewhere.

THE PARTIES

18. Plaintiff Taje Monbo is a resident of Maryland and Owner of the *12 O'Clock Boyz* entities. Plaintiff Taje is known by the nickname "Moe-Town" or "Moe" by members of the Baltimore urban dirt-bike community. Plaintiff Taje served as Author, Director, Producer, Writer, Actor, Sound Engineer, and Videographer, in the 12 O'Clock Boyz film series released in 2001 and 2003. *See Exhibit 3*

19. Plaintiff Deafueh Monbo is a resident of Maryland and Owner of the 12 O'Clock Boyz entities. Co-Plaintiff, Deafueh Monbo and her brother, Plaintiff Taje are owners and authors of the following properties, including but not limited to: (i) 12 O'Clock Boyz - an independent motion picture released in 2001 under the following copyrights - PAu002610236, VA0001982689 (ii) 12 O'Clock Boyz "The Paparazzi Edition" - an independent motion picture released in 2003 under the following copyrights - PAu003760848, VA0002062926 (iii) 12 O'Clock Boyz - standard character mark - Serial No. 4991835, 4991753 (iv) 12 O'Clock Boyz - logo and design mark - Registration No. 5021939, 5338490. *See Exhibit 4* for Trademarks

20. Defendant Lotfy Nathan is a resident of New York. Lotfy Nathan is the director and producer of the infringing 12 O'Clock Boys (2013) film. Lotfy Nathan is the owner and controlling member of Red Gap Film Group, LLC (*See Exhibit 5*) and Vertical Entertainment LLC. (*See Exhibit 6*). Lotfy Nathan conducts business within the jurisdiction and venue of this Court.

21. Defendant Red Gap Film Group, LLC ("Red Gap") is a corporation organized under the laws of Maryland. Red Gap is the Licensor of both Oscilloscope and Oscilloscope Pictures. Red Gap conducts business within the jurisdiction and venue of this Court. Since October 3, 2014, Red Gap was and is still in "Forfeited" status under the laws of the State of

Maryland. *See Exhibit 7*

22. Defendant Vertical Entertainment, LLC ("Vertical Entertainment") is a corporation organized under the laws of Maryland. Vertical Entertainment acting in concert with Defendants Lotfy Nathan, Red Gap and the other Defendants developed, created, and produced the infringing 12 O'Clock Boys (2013) film. Vertical Entertainment conducts business within the jurisdiction and venue of this Court.

23. Defendant Oscilloscope Pictures, Inc. ("Oscilloscope Pictures") is a corporation organized under the laws of New York. Oscilloscope Pictures is the distributor of the infringing 12 O'Clock Boys (2013) film. Oscilloscope Pictures distributes the infringing 12 O'Clock Boys (2013) film worldwide. Oscilloscope Pictures is also the Executive Producer of the infringing 12 O'Clock Boys (2013) film. Oscilloscope Pictures is doing business as Oscilloscope Laboratories. Oscilloscope Pictures is affiliated with Oscilloscope and operated out of the same 511 Canal Street, 5E, New York, NY 10013 office address with Defendant Oscilloscope during the period of 2009 through 2018. *See Exhibit 8*

24. Defendant Oscilloscope Inc. ("Oscilloscope") is a corporation organized under the laws of New York. Oscilloscope is the distributor of the infringing 12 O'Clock Boys (2013) film. Oscilloscope distributes the infringing 12 O'Clock Boys (2013) film worldwide. Oscilloscope is also the Executive Producer of the infringing 12 O'Clock Boys (2013) film. Oscilloscope is doing business as Oscilloscope Laboratories. Oscilloscope is affiliated with Oscilloscope Pictures and operated out of the same 511 Canal Street, 5E, New York, NY 10013 office address with Defendant Oscilloscope Pictures during the period of 2009 through 2018. *See Exhibit 9*

25. Defendant Daniel Berger is a resident of New York. Daniel Berger is the President of Oscilloscope and Oscilloscope Pictures. Daniel Berger is also the Executive Producer of the infringing 12 O'Clock Boys (2013) film. *See Exhibit 10*

26. Defendant Thomas Sladek is a resident of New York. Thomas Sladek is the Vice President of Digital and Ancillary Sales of Oscilloscope. Thomas Sladek is actively involved in the distribution of the infringing 12 O'Clock Boys (2013) film. Thomas Sladek conducts business within the jurisdiction and venue of this Court.

27. Defendant Overbrook Entertainment, Inc. ("Overbrook Entertainment") is a corporation organized under the laws of California. Overbrook Entertainment is a motion picture and production company owned by Defendant Will Smith. Overbrook Entertainment and Will Smith licensed the rights from New York Defendants Lotfy Nathan, Oscilloscope Pictures, Oscilloscope, Daniel Berger and Thomas Sladek and/or other Defendants to produce the infringing 12 O'Clock Boys Feature Adaptation based on the infringing 12 O'Clock Boys (2013) film. Overbrook Entertainment is the production company of the infringing 12 O'Clock Boys Feature Adaptation. (*See Exhibit 11*). Overbrook conducts business within the jurisdiction and venue of this Court.

28. Defendant Overbrook Entertainment, LLC ("Overbrook Entertainment") is a corporation organized under the laws of California. Overbrook Entertainment is a motion picture and production company owned by Defendant, Will Smith. Overbrook Entertainment and Will Smith licensed the rights from New York Defendants Lotfy Nathan, Oscilloscope Pictures, Oscilloscope, Daniel Berger and Thomas Sladek and/or other Defendants to produce the infringing 12 O'Clock Boys Feature Adaptation based on the infringing 12 O'Clock Boys (2013) film. Overbrook Entertainment is the production company of the infringing 12 O'Clock Boys

Feature Adaptation. (**Exhibit 11**). Overbrook Entertainment conducts business within the jurisdiction and venue of this Court.

29. Defendant Will Smith be a resident of California and an actor. Will Smith is the controlling principal and member of Overbrook Entertainment. Will Smith is also the Executive Producer of the infringing 12 O'Clock Boys Feature Adaptation. (See **Exhibit 12**, at page 1). Will Smith conducts business within the jurisdiction and venue of this Court.

30. Defendant Sony Pictures Entertainment, Inc. ("Sony") is a corporation organized under the laws of Delaware with subsidiaries in California. Sony licensed the rights from New York Defendants Lotfy Nathan, Oscilloscope Pictures, Oscilloscope, Daniel Berger and Thomas Sladek and/or other Defendants to produce and distribute the infringing 12 O'Clock Boys Feature Adaptation based on the infringing 12 O'Clock Boys (2013) film. Sony is the production company and distributor of the infringing 12 O'Clock Boys Feature Adaptation. (See **Exhibit 11**) Sony conducts business within the jurisdiction and venue of this Court.

31. Defendant Mission Film, Inc. ("Mission Film") is a corporation organized under the laws of Maryland. Mission Film produced the infringing 12 O'Clock Boys (2013) film. (See **Exhibit 13**, at page 7). Mission Film conducts business within the jurisdiction and venue of this Court.

32. Defendant Eric Blair is a resident of Maryland. Eric Blair is the controlling principal of Mission Film. Eric Blair is also the producer of the infringing 12 O'Clock Boys (2013) film. (See **Exhibit 13**, at page 6-7). Eric conducts business within the jurisdiction and venue of this Court.

33. Defendant Maria Mochin is a resident of Maryland. Maria Mochin is one of the creators of the infringing 12 O'Clock Boys (2013) film. Maria Mochin does business as Mission

Film Productions and is the Managing Owner of Mission Film Productions. Maria Mochin conducts business within the jurisdiction and venue of this Court.

34. Defendant Mission Film Productions is an unincorporated multimedia production business owned by Defendant Maria Mochin. Mission Film Productions is affiliated with Defendants Mission Film, Inc. and Eric Blair. Mission Film Productions conducts business within the jurisdiction and venue of this Court.

35. Each defendant acted in concert with, as agent or representative for, or at the request or on behalf of the other defendants, and all of the acts alleged herein to have been done by each defendant were authorized, approved, and/or ratified by each of the other defendants.

ALLEGATIONS COMMON TO ALL CLAIMS

I. Plaintiffs' 12 O'Clock Boyz Copyrighted Works

36. Plaintiff, Taje Monbo, also known as, "Moe-Town or "Moe", in the Baltimore urban dirt-bike community is a well-known filmmaker, entertainer and dirt-bike rider in Baltimore.

37. 12 O'Clock Boyz is a legendary film series that was released in 2001 and 2003, showcasing the exploits of young African-American dirt bike riders in Baltimore, Maryland.

38. 12 O'Clock Boyz (2001) is the first independent urban dirt-bike film released in the northeastern region of the United States.

39. For his film, Taje used his creative forces to organize a group of highly skilled dirt-bike riders, which included friends, to establish a plot that would highlight the exploits of an ostentatious group of dirt-bike riders in Baltimore called 12 O'Clock Boyz.

40. The title of the film is a phrase coined by Taje to describe the way in which riders would elevate the front of their bikes and ride only on the back wheels until their bikes would be

perpendicular to the road or in the "12 O'Clock" position.

41. As Writer, Director, and Producer, Taje's vision was to make an entertainment dirt-bike film that would (1) unite East and West Baltimore and (2) encourage young men in Baltimore to focus their attention on recreation that would steer them away from violence and crime in the inner city.

42. Moreover, as a Writer, Director and Producer, Taje wrote the entire script for the 12 O'Clock Boyz films. (See **Exhibit 3** for snapshot of the 2001 film credit). Taje initiated the film project and used his personal money to fund the creation and production of the 12 O'Clock Boyz films. Taje bought the camera to shoot the 12 O'Clock Boyz films, exercised all the control over the creative design for the films, selected the riders, controlled the film scheduled and location and secured the music for the films. Taje handled all business matters and billing arrangements with third-parties including, but not limited to MasterVision, Mirrorball Films, and the Editor. Taje coordinated the films' publicity and marketing. Taje exercised all decision-making authority over the making of 12 O'Clock Boyz film series.

43. Taje who is a dirt-bike rider also appeared in the films as an actor. Taje's character, Moe-Town, is the lead character in the 12 O'Clock Boyz films.

44. As an actor, Taje's character, Moe-Town, delivered breathtaking dirt-bike stunts, comic relief, boisterous bravado, camaraderie, and excitement which captured his audience.

45. The 12 O'Clock Boyz film series were sold throughout the Maryland, Washington DC, and Virginia metropolitan area via independent advertising and promotional efforts.

46. The 12 O'Clock Boyz film series were sold at motorcycle stunt shows, clothing, apparel and accessory stores, street and flea markets, college campuses, and many other locations.

47. The first 12 O'Clock Boyz film released in 2001 sold 50,000 copies in two weeks and revolutionized the Baltimore dirt-bike culture.

48. Taje subsequently released the second film in a series of 12 O'Clock Boyz films titled "The Paparazzi Edition" in 2003. The success of Plaintiffs' films is the reason kids in Baltimore aspired to be 12 O'Clock Boyz.

49. An article in the Baltimore City Paper archives documents Taje' performances, statements, and his 12 O'Clock Boyz film series. *See Exhibit 14*

50. 12 O'Clock Boyz has been used as the title of an ongoing series of creative works evidenced by the release of a second 12 O'Clock Boyz film, and the phrase has acquired secondary meaning.

51. Plaintiffs have plans to release the third 12 O'Clock Boyz film in the 12 O'Clock Boyz film series in the upcoming year or so.

52. Plaintiffs are also authors of the 12 O'Clock Boyz logo and visual artworks.

53. Plaintiffs own United States copyrights in the 12 O'Clock Boyz film series and the 12 O'Clock Boyz visual artworks (collectively, the "12 O'Clock Boyz Copyrighted Works"). Plaintiffs have duly registered copyrights in and to the 12 O'Clock Boyz Copyrighted Works with the United States Copyright Office. The United States Copyright Office has issued Certificates of Registration for the 12 O'Clock Boyz Copyrighted Works that bear the numbers identified in **Exhibit 1**.

54. The 12 O'Clock Boyz Copyrighted Works are original works of authorship and constitute copyrightable subject matter under the Copyright Act, 17 U.S.C. § 101, et seq.

55. Plaintiffs own the exclusive right to develop, create, and/or produce films and motion pictures based on the 12 O'Clock Boyz Copyrighted Works, including but not limited to

the characters, themes, plots, dialogue and incidents therein. Plaintiffs are entitled to all of the protections and remedies for the 12 O'Clock Boyz Copyrighted Works accorded to a copyright owner.

II. Plaintiffs' 12 O'Clock Boyz Trademarks

56. In addition, the 12 O'Clock Boyz Marks have been used by Plaintiffs as a business name for multiple businesses, and in connection with the sale of sound recordings and clothing. Specifically, Plaintiffs have used the 12 O'Clock Boyz Marks for several businesses, including but not limited to those listed below:

<u>No.</u>	<u>Business Name</u>
1	12 O'Clock Boyz, Inc.
2	12 O'Clock Girlz, Inc.
3	12 O'Clock Boyz Records, LLC
4	12 O'Clock Boyz, LLC
5	12 O'Clock Boyz Sports, Inc.

57. Plaintiffs have also used the 12 O'Clock Boyz Marks to sell merchandise to promote the 12 O'Clock Boyz films.

58. Plaintiffs have been using the title "12 O'Clock Boyz" for their film series and their businesses as early as 2001. Plaintiffs acquired trademark common law rights for their "12 O'Clock Boyz" Marks in 2001 when they began selling in interstate commerce.

59. In 2016, Plaintiff obtained federal registration for their "12 O'Clock Boyz" Marks.

60. Plaintiffs are owners of valid and subsisting U.S. federal trademark registrations for their 12 O'Clock Boyz Marks. *See Exhibit 4*

III. Various Dirt-Bike Groups in Baltimore

61. Although, the riders in Plaintiffs' films are known for riding their dirt-bikes in a vertical position, not every dirt-bike rider who rides his bike in a vertical position identifies as "12 O'Clock Boyz". There are at least two other dirt-bike riding groups in Baltimore: (1) Wildout Wheelie Boyz and (2) Raise It Up.

62. Wildout Wheelie Boyz, LLC is a business entity established in 2010 in Baltimore by Nathaniel "Steven" Burden. (*See Exhibit 15*). Wildout Wheelie Boyz, LLC has its own "Wildout Wheelie Boyz" dirt-bike riding group and organizes its own dirt-bike riding events. *See Exhibit 16*

63. Raise It Up Entertainment, LLC is a business entity established in 2011 in Baltimore by Munir Bahar and Dawayne "Wheelie Wayne" Davis. (*See Exhibit 17*). Raise It Up Entertainment, LLC has its own "Raise It up" dirt-bike riding group and organizes its own dirt-bike riding events. *See Exhibit 18*

64. 12 O'Clock Boyz, Inc. is a business entity established in 2001 in Baltimore by Plaintiffs. 12 O'Clock Boyz promotes and organizes its own dirt-bike riding events.

65. Wildout Wheelie Boyz LLC, Raise It Up Entertainment LLC, and 12 O'Clock Boyz Inc., each sell their respective branded merchandise and products (*See Exhibit 19 - 21*) and maintain their respective branded Twitter Accounts, Facebook Pages, and other social media accounts. *See Exhibit 22* for Wildout Wheelie Boyz, *Exhibit 23* for Raise It Up, and *Exhibit 24* for 12 O'Clock Boyz branded social media accounts.

66. More than one hundred (100) riders appeared in the infringing 12 O'Clock Boys (2013) film.

67. Besides the riders seen in the unauthorized clips taken from Plaintiffs' 2001 and 2003 films, none of the individuals who appeared in the infringing 12 O'Clock Boys (2013) film is 12 O'Clock Boyz.

68. The riders seen in the infringing 12 O'Clock Boys (2013) film are riders from Wildout Wheelie Boyz, Raise It Up and other random dirt-bike riding groups. (See **Exhibit 25**) Also, see **Exhibit 26** for an actual movie clip from the infringing 12 O'Clock Boys (2013) showing a rider wearing a Wildout Wheelie Boyz T-shirt.

IV. Defendant's Infringing 12 O'Clock Boys (2013) Film

A. Copyright Infringement Allegations

69. Defendants' infringing 12 O'Clock Boys (2013) film is a docu-fiction film that was directed by Defendant Lotfy Nathan.

70. According to Defendant Lotfy Nathan's Kickstarter campaign launched on February 4, 2013, Defendant Lotfy Nathan stated that he began filming his infringing 12 O'Clock Boys (2013) film in 2008. See **Exhibit 27**, at page 1, paragraph 2.

71. In an interview published on January 30, 2014 by The Moveable Fest, Defendant Lotfy Nathan stated that in 2008, he wrote Nathaniel "Steven" Burden, the founder and owner of Wildout Wheelie Boyz, to meet him "after seeing this [Wildout Wheelie Boyz] YouTube page", where Nathaniel "Steven" Burden was filming Wildout Wheelie videos. **Exhibit 28**, at page 3.

72. In 2008, Defendant Lotfy Nathan met Steven for the first time at a car wash in East Baltimore where Defendant Lotfy Nathan and Steven drove around in Steven's car for Defendant Lotfy Nathan to film riders. See **Exhibit 28**, at page 3.

73. During the period of 2008 - 2009, Defendant Lotfy Nathan continued to meet with Steven at Steven's home and at various Wildout Wheelie Boyz hangout locations where

Defendant Lotfy Nathan continued to film Steven and the Wildout Wheelie Boyz. Defendant Lotfy Nathan recorded six DVDs of footages on the Wildout Wheelie Boyz and other random riders.

74. In an interview published on January 24, 2014 by the New York Times, Steven, the founder of Wildout Wheelie Boyz, stated that he "took Lotfy Nathan to action, showed Lotfy Nathan who to record and a different way of recording". See **Exhibit 29**, page 2, last paragraph

75. When Defendant Lotfy Nathan began filming his infringing 12 O'Clock Boys (2013) film in 2008, and at all times relevant to this action, Defendant Lotfy Nathan had access to Plaintiffs 12 O'Clock Boyz Copyrighted Works.

76. Although, Defendant Lotfy Nathan spent two years (2008 - 2009) filming the Wildout Wheelie Boyz and other random riders, Defendant Lotfy Nathan copyrighted his six DVDs of footages on the Wildout Wheelie Boyz and the other random riders under the title "The Twelve O'Clock Boyz" in 2009. See **Exhibit 30** for Copyright Registration PAu003430990

77. This was Defendant Lotfy Nathan's earliest intent to pass off the Wildout Wheelie Boyz and other random riders as the "12 O' Clock Boyz" to trade on the goodwill and reputation of Plaintiffs' 12 O'Clock Boyz Marks.

78. At about 0.12 seconds into Plaintiffs' 2003 Paparazzi Edition film, Plaintiffs' title card "*Twelve O'Clock Boyz*" with the number "12" spelled out as "*Twelve*" appears on the screen in Plaintiffs' 2003 Paparazzi Edition film. (See **Exhibit 31**). When Lotfy Nathan copyrighted his six DVDs of footages on the Wildout Wheelie Boyz as "The Twelve O'Clock Boyz" in 2009, and at all times relevant to this action, Lotfy Nathan had access to Plaintiffs' 12 O'Clock Boyz Copyrighted Works.

79. In 2009, Defendant Lotfy Nathan identified his six DVDs of footages on the

Wildout Wheelie Boyz and other random riders as derivative work under the Copyright Act. See **Exhibit 30** for Copyright Registration PAu003430990

80. In 2009, Defendant Lotfy Nathan met Defendants Eric Blair, Mission Film, Maria Mochin and Mission Film Productions where Defendant Lotfy Nathan showed them his 2009 six DVDs of footages.

81. During his Creative Mornings talk¹ published on YouTube on March 20, 2014, Defendant Eric Blair stated that in 2009, after seeing Defendant Lotfy Nathan's 2009 six DVDs of footages of the Wildout Wheelie Boyz and other random riders, he hired Defendant Lotfy Nathan in 2009 to work for his production company, Mission Film, where he and Defendants Lotfy Nathan, Mission Film, Vertical Entertainment, Mission Film Productions, and Maria Mochin began filming the infringing 12 O'Clock Boys (2013) film. See **Exhibit 32** for DVD evidence at about 5:00 - 6:00 minutes.

82. Defendants Lotfy Nathan, Red Gap, Eric Blair, Mission Film, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger, Maria Mochin, and Mission Film Productions directed and produced the infringing 12 O'Clock Boys (2013) film.

83. During his Creative Mornings talk published on March 20, 2014 on YouTube, Defendant Eric Blair stated that during the filming of the infringing 12 O'Clock Boys (2013) film, Nathaniel "Steven" Burden, the founder of Wildout Wheelie Boyz participated in prep meetings for the infringing film. (See **Exhibit 32** for DVD evidence at about 25:01 -25.17 minutes). Defendant Eric Blair also stated that the scenes of riders riding dirt-bikes on the streets of Baltimore City that appears in the infringing 12 O'Clock Boys (2013) film, were shot from the back of Defendant Eric Blair's pick-up truck which was driven by Nathaniel "Steven" Burden, the founder of Wildout Wheelie Boyz. See **Exhibit 32** for DVD evidence at about 18:09 -18.20

¹ <https://www.youtube.com/watch?v=MrFL5C179Lo>

minutes.

84. When Defendants Lotfy Nathan, Red Gap, Eric Blair, Mission Film, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger, Maria Mochin, and Mission Film Productions filmed and produced their infringing 12 O'Clock Boys (2013) film, and at all times relevant to this action, Defendants Lotfy Nathan, Red Gap, Eric Blair, Mission Film, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger, Maria Mochin, and Mission Film Productions had access to Plaintiffs' 12 O'Clock Boyz Copyrighted Works.

85. The infringing 12 O'Clock Boys (2013) film tells the story of Pug, a thirteen-year-old child who wants to be a "12 O'Clock Boy" just like Pug has repeatedly watched in Plaintiffs' 12 O'Clock Boyz films.

86. According to Defendants' 2014 press notes:

The Infringing 12 O'Clock Boys (2013) is about Pug, a wisecracking thirteen-year-old living on a dangerous Westside block in Baltimore, who has one goal in mind: to join the 12 O'Clock Boys, the notorious urban dirt-bike group (riding off-road motorbikes and four-wheelers).

See **Exhibit 33**, at page 3, first paragraph.

87. Defendants exploited a 13-year-old child's fantasy of joining Plaintiffs' 12 O'Clock Boyz as an excuse to produce an unauthorized derivative work of Plaintiffs' 12 O'Clock Boyz Copyrighted Works.

88. Although, Defendants' film plot states that Pug's one goal is to "join the 12 O'Clock Boys", Pug can be seen in the infringing 12 O'Clock Boys (2013) film wearing a Wildout Wheelie Boyz T-shirt. See **Exhibit 34**

89. Defendants Lotfy Nathan, Red Gap, Eric Blair, Mission Film, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger, Maria Mochin, and Mission

Film Productions incorporated numerous elements of Plaintiffs' 12 O'Clock Boyz Copyrighted Works into their infringing 12 O'Clock Boys (2013), including but not limited to the character Pug, clips, the title card, concepts, feel, mood, theme, and approach.

90. The infringing 12 O'Clock Boys (2013) film is directly and unabashedly intended to be a derivative work of Plaintiffs' 12 O'clock Boyz or a 12 O'Clock Boyz work, and uses numerous elements from Plaintiffs' 12 O'Clock Boyz Copyrighted Works. In fact, the title of this infringing work is "12 O'Clock Boys".

91. Defendants Lotfy Nathan, Red Gap, Eric Blair, Mission Film, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger, Maria Mochin, Mission Film Productions, and Thomas Sladek are currently distributing and publicly performing their infringing 12 O'Clock Boys (2013) film domestically and worldwide in theaters, film festivals, and online via Netflix.com, Vimeo.com, YouTube.com, Chassy.com, Kanopy.com, and other means not yet known to Plaintiffs.

B. Defendants' Reckless Disregard of Plaintiffs' Rights

92. On October 20, 2014, Plaintiffs through counsel, sent a letter to Defendants Lotfy Nathan, Oscilloscope and Red Gap notifying them that the unauthorized use of Plaintiffs' 12 O'Clock Boyz Copyrighted Works and the title "12 O'Clock Boys" infringed on Plaintiffs' rights. See **Exhibit 35** for letter from Plaintiffs' Counsel.

93. Despite Plaintiffs' warning, Defendants continued to distribute and publicly perform Plaintiffs' 12 O'Clock Boyz Copyrighted Works.

94. In November 2017, Plaintiffs issued several Digital Millennium Copyright Act (DMCA) Takedown Notices against Defendants' infringing 12 O'Clock Boys (2013) film, for copyright and trademark infringement pursuant to 17 U.S.C. 512(c)(3).

95. In response to the Plaintiffs' DMCA Takedown Notices, on November 17, 2017 Defendant Oscilloscope Pictures through their counsel, Manis Rapkowski, LLP sent Plaintiffs a letter stating as follows:

"Oscilloscope acquired certain distribution rights to the motion picture "12 O'Clock Boys" (the Picture") from Red Gap Film Group, LLC (the "Licensor") pursuant to a distribution agreement dated as of **April 3, 2012** (the "Distribution Agreement"). The Distribution Agreement was validly entered and remains in full force and effect."

See **Exhibit 36** for the November 17, 2017 letter from Oscilloscope Pictures' counsel.

96. The "Distribution Agreement" is a transparent sham that is designed to make Oscilloscope Pictures appear to be a licensee for the purposes of piracy and distributing the infringing 12 O'Clock Boys (2013) film, meanwhile **Red Gap Film Group, LLC did not even exist on April 3, 2012** (See **Exhibit 5**) and Red Gap Film Group did not have any copyright registration for the motion picture "12 O'Clock Boys" on April 3, 2012.

97. Defendant Oscilloscope Pictures has not acquired true distribution rights from Red Gap Film Group, LLC as Red Gap Film Group, LLC did not even exist on April 3, 2012. See **Exhibit 5**

98. On December 14, 2017, in response to the Plaintiffs' DMCA Takedown Notices, Defendant Oscilloscope Pictures through their counsel, Meloni & McCaffrey, PC sent Plaintiffs another letter, but this time, alleging that Oscilloscope Pictures had received a purported license to use Plaintiffs' 12 O'Clock Boyz Copyrighted Works from Michael [REDACTED].

99. On July 26, 2018, Michael [REDACTED], the purported grantor of Defendants' Lotfy Nathan and Red Gap's alleged license to use clips and excerpts from Plaintiffs' 12 O'Clock Boyz Copyrighted Works, averred in his declaration to this Court in Oscilloscope Pictures v. Monbo, et al., Case No: 1:17-CV-07458-MKB-ST as follows:

"I [Michael ██████████],] did not give written or verbal license to Red Gap Film Group or Lotfy Nathan to use any portion of the 12 O'Clock Boyz VHS film in the Red Gap documentary. The copy of the VHS film which I [Michael ██████████],] provided to Lofty Nathan was an autographed keepsake and was not intended for use absent the authorization of the copyright holders."

See **Exhibit 37** for the July 26, 2018 Declaration of Michael ██████████.

100. In an article published on March 9, 2013 by the Filmmaker Magazine, Defendant Lotfy Nathan stated that he had "heard about [Plaintiffs' original "12 O'Clock Boyz" VHS tape] for years, and seen the actual physical tape itself at people's houses on a few occasions still in its wrapping", prior to him ever receiving the autographed keepsake from Michael ██████████ ██████████ in or about 2013. See **Exhibit 38**, at page 2.

101. In other words, Defendant Lotfy Nathan could have easily gotten Plaintiffs' 12 O'Clock Boyz films from one of the people's houses which Defendant Lotfy Nathan visited and saw Plaintiffs' original "12 O'Clock Boyz" VHS film.

C. Trademark Infringement Allegations

102. 12 O'Clock Boyz has been used as the title of Plaintiffs' ongoing series of creative works as evidenced by the release of a second 12 O'Clock Boyz film in 2003.

103. Defendants brazenly hijacked Plaintiffs' 12 O'Clock Boyz Mark as the title for their infringing 2013 film despite featuring Wildout Wheelie Boyz, Raise It Up, and random dirt-bike/quad riders to capitalize on the goodwill of Plaintiffs' film series. See **Exhibit 25**

104. By intentionally misidentifying Wildout Wheelie Boyz, Raise It Up, and random dirt-bike riders as "12 O'Clock Boys", Defendants attempt to make generic a specific term which identifies an exclusive group of highly skilled riders casted in the creative works produced under Plaintiffs' 12 O'Clock Boyz brand.

105. The use of the phrase "12 O'Clock Boys" as the title of Defendants' infringing 2013 film constitutes trademark infringement and unfair competition under the Lanham Act. Although trademark rights may not attach to the title of a single creative work, in this case, 12 O'Clock Boyz has been used as the title of Plaintiffs' film series.

106. The use of the clip "12 O'Clock Boyz, Inc. presents The Official 12 O'Clock Boyz" in Defendants' infringing 12 O'Clock Boys (2013) film creates the false impression that there is an endorsement by Plaintiffs of the infringing 12 O'Clock Boys (2013) film or an affiliation between Plaintiffs' 12 O'Clock Boyz Copyrighted Works and Defendants' infringing 12 O'Clock Boys (2013) film. This false association is likely to dilute the distinctiveness and value of the Plaintiffs' 12 O'Clock Boyz Mark.

107. Defendants Lotfy Nathan and Oscilloscope Pictures registered the domain name 12oclockboys.com with the Godaddy, LLC domain name registrar. (See **Exhibit 39 and 40**). Defendants Lotfy Nathan and Oscilloscope Pictures, *et al.* have been operating a website at <http://www.12oclockboys.com/> where Defendants promote and sell their infringing 2013 film under the 12 O'Clock Boyz Marks. See **Exhibit 41**

108. Defendants are part of an ongoing scheme to create and maintain the dilution of Plaintiffs' 12 O'Clock Boyz Mark, which expands the marketplace for casting any dirt-bike rider as a "12 O'Clock Boy" while shrinking the marketplace for Plaintiffs' genuine branded goods.

109. Although some Defendants may be acting independently, they may properly be deemed to be acting in concert because the combined force of their actions serves to multiply the harm caused to Plaintiffs.

110. Fully aware of Plaintiffs' rights, Defendants have acted knowingly, willfully, in reckless disregard of those rights, and in bad faith.

111. Plaintiffs have no adequate remedy at law.

V. The Infringing 12 O'Clock Boys (2013) Film Is Substantially Similar to the Plaintiffs' 12 O'Clock Boyz Copyrighted Works

112. The infringing 12 O'Clock Boys (2013) film is substantially similar to Plaintiffs' 12 O'clock Copyrighted Works, including but not limited to the substantial similarities set forth below.

113. The concept, setting, feel, mood, and approach of the infringing 12 O'Clock Boys (2013) film are the same as that of the Plaintiffs 12 O'Clock Boyz' Copyrighted Works.

114. The infringing 12 O'Clock Boys (2013) film copies many elements of Plaintiffs' 12 O'Clock Boyz Copyrighted Works, including the character named Pug, the title card, clips, excerpts, and scripted scenes of the characters Moe-Town, PeeWee, Nephew Fred, Weedy, Shorty, and Silly Willy.

115. The infringing 12 O'Clock Boys (2013) film even altered and manipulated the words of Taje's character, Moe-Town.



116. The clips and excerpts taken by Defendants were substantial and part of the "heart" of Plaintiffs' film.

117. These clips taken from Plaintiffs' film represent scenes from all of the seven chapters found in Plaintiffs' film.

118. Defendants took about 70% or more of Plaintiffs' 2001 film and used editing tools to compress those scenes into minutes of footages which Defendants then incorporated into their infringing 2013 film.

119. Defendants Lofty Nathan, Red Gap, Eric Blair, Mission Film, Mission Film Productions, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger and Maria Mochin, have intentionally sought to replicate the Plaintiffs' 12 O'Clock Boyz Copyrighted Works and, in doing so, they have sought to create a "12 O'Clock Boyz" film. The copied copyrighted 12 O'Clock Boyz elements include, but are not limited to those listed below:



Infringing Elements in 12 O'Clock Boys (2013)	Plaintiffs' 12 O'Clock Boyz Copyrighted Work
SETTING	
Baltimore, Maryland	<p>Baltimore, Maryland</p> <p>Plaintiffs' 12 O'Clock Boyz films were filmed on Reisterstown Road, Druid Hill Park, and Interstate 83 etc. in Baltimore Maryland.</p> <p>The infringing 12 O'Clock Boys (2013) was filmed on the same street (Reisterstown Road), in the same park (Druid Hill Park), and on the same highway (Interstate 83) that were used as the setting in Plaintiffs' 12 O'Clock Boyz film series.</p>
CHARACTERS	
Baltimore dirt-bike riders	<p>Baltimore dirt-bike riders</p> <p>Plaintiffs' 12 O'Clock Boyz films casted a specific group of highly-skilled dirt-bike riders who Plaintiff Taje called the 12 O'Clock Boyz.</p> <p>The infringing 12 O'Clock Boys (2013) casted Wildout Wheelie Boyz, Raise It Up, and random dirt-bike riders to play the 12 O'Clock Boys.</p>

Infringing Elements in 12 O'Clock Boys (2013)	Plaintiffs' 12 O'Clock Boyz Copyrighted Work
CHARACTERS	
<p data-bbox="183 506 763 541">Pug (pictured with hat turned backwards)</p> 	<p data-bbox="816 506 1396 541">Pug (pictured with hat turned backwards)</p>  <p data-bbox="816 1045 1422 1155">Pug is the name of one of the riders who appears in Plaintiffs' 12 O'Clock Boyz 2001 film wearing his hat turned backwards (above).</p> <p data-bbox="816 1192 1429 1411">For the infringing 12 O'Clock Boys (2013) press note, Defendants release a picture of "Pug" with his hat turned backward. "Pug" can also be seen on Defendants' DVD cover with his hat turned backwards (see DVD cover design below).</p>

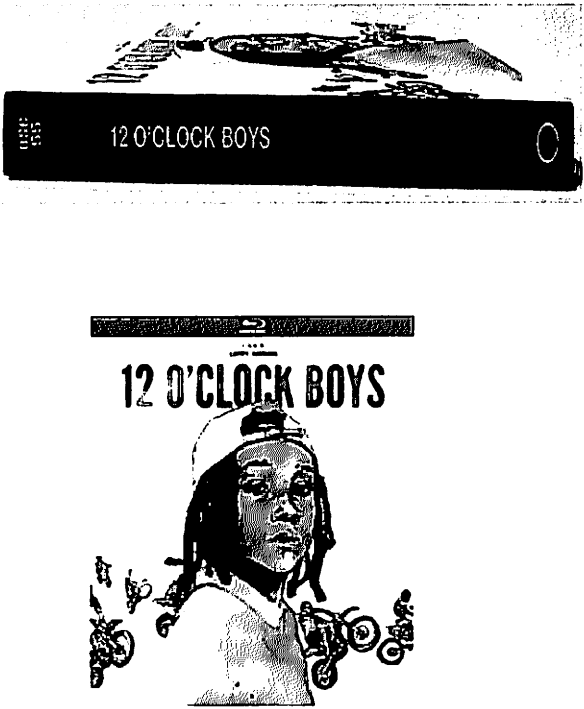
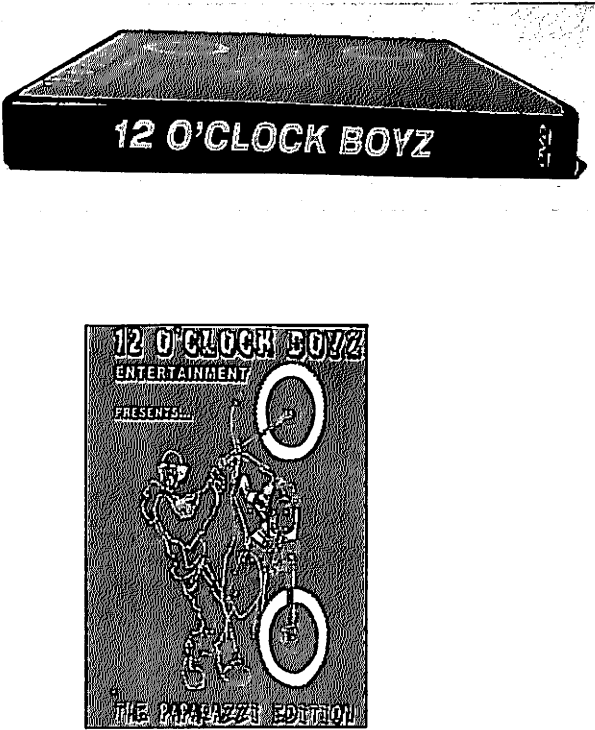
<p align="center">Infringing Elements in 12 O’Clock Boys (2013)</p>	<p align="center">Plaintiffs' 12 O'Clock Boyz Copyrighted Work</p>
<p align="center">MOOD AND THEME</p>	
<p>Docu-fiction</p>	<p>Docu-fiction</p> <p>Docu-fiction is the cinematographic combination of documentary and fiction, this term often meaning narrative film. It is a film genre which attempts to capture reality such as it is (as direct cinema) and which simultaneously introduces unreal elements or fictional situations in narrative in order to strengthen the representation of reality. More precisely, it is a documentary mixed with fictional elements, in real time, filmed when the events take place, and in which the main character or characters, — often portrayed by non-professional or amateur actors — are essentially playing themselves, or slightly fictionalized versions of themselves, in a fictionalized scenario.</p> <p>The mood and theme of Plaintiffs' 12 O'Clock Boyz as a docu-fiction first appeared in Plaintiffs' 12 O'Clock Boyz (2001) film, and also appeared in the second film in a series of 12 O'Clock Boyz films titled "The Paparazzi Edition" in 2003.</p> <p>Defendants 12 O’Clock Boys (2013) intentionally mimics the artistic expression of Plaintiff’s 12 O’Clock Boyz film series by also mixing real events with fictional scenes to support their narrative.</p>
<p>Amateur Docu-fiction style</p>	<p>Amateur Docu-fiction style</p> <p>As Author, Director, and Producer, Taje produced his first film in an amateurish fashion. Taje also consciously intermixed actuality with fiction to produce the hybrid cinema giving an appearance of a true documentary about the chosen group of riders who Taje called the 12 O’Clock Boyz.</p>





<p align="center">Infringing Elements in 12 O’Clock Boys (2013)</p>	<p align="center">Plaintiffs' 12 O'Clock Boyz Copyrighted Work</p>
<p align="center">MOOD AND THEME</p>	
<p>Film begins with the voice of a real radio host</p>	<p>Film begins with the voice of a real TV news anchor</p> <p>To give a feel of a documentary, Plaintiffs' 12 O’Clock Boyz (2001) film begins with an actual news footage from a Baltimore TV News segment. This news segment shows PeeWee, one of the riders who appears in Plaintiffs’ 12 O’Clock Boyz films, riding down the street while a young man talks about the four-wheel stunt riders in Baltimore. In the next news clip, PeeWee can be seen talking to the TV news reporter with kids on his bike before looking into the camera and telling former Baltimore Mayor Martin O’Malley to call him “Superman”.</p> <p>To give an appearance of a documentary, this real news clip was used as a segway into the scripted narrative about a group of dirt bike riders in Baltimore which Plaintiff Taje called the 12 O’Clock Boyz.</p> <p>In copying the mood and theme of Plaintiffs’ 12 O’Clock Boyz film series, the infringing 12 O’Clock Boys (2013) begins with the voice of a real radio host talking about dirt-bike riders in Baltimore to give an appearance of a true documentary.</p>

<p>Infringing Elements in 12 O’Clock Boys (2013)</p>	<p>Plaintiffs’ 12 O’Clock Boyz Copyrighted Work</p>
<p>MOOD AND THEME</p>	
<p>Interviewing people sitting outside on the front steps of the house.</p>	<p>Interviewing people sitting outside on the front steps of the house.</p> <p>The scene of riders being interviewed while sitting outside on the front steps of the house first appeared in Plaintiffs’ 12 O’Clock Boyz film released in 2001.</p> <p>The infringing 12 O’Clock Boys (2013) film also features scenes of people being interviewed while sitting outside on the front steps of the house.</p>
<p>Transitioning from riding scenes to interview scenes</p>	<p>Transitioning from riding scenes to interview scenes</p> <p>Plaintiffs 12 O’Clock Boyz film transitions from riders riding on the street - to interviews on the streets - to interviews on the front steps of the house in an amateurish fashion.</p> <p>The infringing 12 O’Clock Boys (2013) film copies this amateurish fashion of transitioning from riders riding on the streets - to interviews on the streets - to interviews on the front steps of the house.</p>
<p>Death</p>	<p>Death</p> <p>In Plaintiffs’ 12 O’Clock Boyz (2001) film, Plaintiffs pay respect to a rider named "Buck" who passed away during the filming of 12 O’Clock Boyz (2001).</p> <p>The infringing 12 O’Clock Boys (2013) film pays respect to Tibba, the brother of Pug, whom the Defendants claimed passed away during the filming of the infringing 12 O’Clock Boys (2013) film.</p>

<p>Infringing Elements in 12 O’Clock Boys (2013)</p>	<p>Plaintiffs’ 12 O’Clock Boyz Copyrighted Work</p>
<p>MOOD AND THEME</p>	
<p>12 O’Clock Boys riding down the street</p>  <p>The screenshot shows a video player interface. At the top left, it says "12 O'clock Boys The Movie". The main video area shows a group of people riding dirt bikes down a street. At the bottom of the video area, the text "The 12 O'Clock Boys" is overlaid. Below the video is a standard video player control bar with play, pause, and volume icons.</p>	<p>12 O’Clock Boyz riding down the street</p>  <p>The image is a still from the 2001 film '12 O'Clock Boyz'. It shows a group of dirt bike riders on a street, similar to the scene in the 2013 film. The scene is captured in a similar perspective and setting.</p> <p>The infringing 12 O’Clock Boys (2013) film took the above clip from Plaintiffs’ 2001 film showing the 12 O’Clock Boyz riding down the street. Defendants then altered the scene by labeling these riders “ The 12 O’Clock Boys”.</p>
<p>Slow-motion camera trick</p>	<p>Slow-motion camera trick</p> <p>Plaintiffs’ 12 O’Clock Boyz VHS film released in 2001 was the first to use the slow-motion camera trick when filming dirt-bike stunts. The slow-motion camera trick can also be seen in Plaintiffs’ second film.</p> <p>The infringing 12 O’Clock Boys (2013) film copies the slow-motion camera tricks seen in Plaintiffs’ 12 O’Clock Boyz film series.</p>

<p>Infringing Elements in 12 O’Clock Boys (2013)</p>	<p>Plaintiffs' 12 O'Clock Boyz Copyrighted Work</p>
<p style="text-align: center;">MOOD AND THEME</p>	
<p>Camera angle from a moving vehicle</p>	<p>Camera angle from a moving vehicle</p> <p>Plaintiffs' 12 O'Clock Boyz film released in 2001 was the first to film riders on the street from a moving vehicle while riders simultaneously rode dirt-bikes on the street. Plaintiff Taje was the first to capture the gritty sounds and dirt-bike stunts from a moving vehicle.</p> <p>To copy this artistic expression, Defendants asked Nathaniel “Steven” Burden to drive Defendant Eric Blair's truck while Defendants Lotfy Nathan, Eric Blair, and crew filmed from said truck.</p>
<p style="text-align: center;">PLOT SIMILARITIES</p>	
<p>Baltimore’s 12 O’Clock Boys</p>	<p>Baltimore’s 12 O’Clock Boyz</p> <p>In Plaintiffs’ 12 O’Clock Boyz film, elite young riders (including "Pug") showcase their talents and discuss what it takes for other young men to join the 12 O’Clock Boyz.</p> <p>In the infringing 12 O’Clock Boys (2013) film, Pug, a young boy, wants to join the 12 O’Clock Boys.</p>

<p>Infringing Elements in 12 O'Clock Boys (2013)</p>	<p>Plaintiffs' 12 O'Clock Boyz Copyrighted Work</p>
<p>LOGO AND ARTWORK</p>	
<p>DVD cover design</p>  <p>The image shows two views of a DVD cover. The top view is a perspective of the DVD case with the title "12 O'CLOCK BOYS" printed on the spine. The bottom view is the front cover, featuring a Blu-ray logo at the top, the title "12 O'CLOCK BOYS" in a stylized font, and a black and white portrait of a woman with braids wearing a cap. There are decorative elements around the portrait.</p>	<p>DVD cover design</p>  <p>The image shows two views of a DVD cover. The top view is a perspective of the DVD case with the title "12 O'CLOCK BOYZ" printed on the spine. The bottom view is the front cover, featuring the title "12 O'CLOCK BOYZ" at the top, "ENTERTAINMENT PRESENTS" below it, a central illustration of a figure holding a gun, and "THE PARAZZI EDITION" at the bottom. There are large circular graphics on the right side.</p> <p>Plaintiffs' DVD cover contains the title "12 O'Clock Boyz" on the front and side.</p> <p>The infringing 12 O'Clock Boys (2013) DVD cover design is a derivative design of Plaintiffs' DVD cover.</p>

<p>Infringing Elements in 12 O'Clock Boys (2013)</p>	<p>Plaintiffs' 12 O'Clock Boyz Copyrighted Work</p>
<p>LOGO AND ARTWORK</p>	
<p>12 O'Clock Boys design</p> 	<p>12 O'Clock Boyz design</p>  <p>The 12 O'Clock Boyz logo first appeared on Plaintiffs' 12 O'Clock Boyz (2001) film. It was subsequently used on merchandise.</p> <p>The infringing 12 O'Clock Boys (2013) design is a derivative design of Plaintiffs' copyrighted logo.</p>
<p>Riding Formation on latest DVD cover</p> 	<p>Riding Formation</p>  <p>As Author, Director, and Producer, Taje choreographed and directed the riding formation seen above and the other riding formations that appear in his 12 O'Clock Boyz films.</p> <p>The infringing 12 O'Clock Boys (2013) film copies the Plaintiffs' 12 O'Clock Boyz film riding formation and the image is now being used on the DVD cover of Defendants' infringing film.</p>

120. The infringing 12 O'Clock Boys (2013) film is intended to be a work of 12 O'Clock Boyz or a 12 O'Clock Boyz work or a continuation of the 12 O'Clock Boyz film series; in other words, an unauthorized derivative work.

121. The infringing 12 O'Clock Boys (2013) film includes several clips that can also be found in Plaintiffs' 2001 and 2003 Copyrighted Works. Defendants guilefully attempt to capture all of Plaintiffs' fan base by using 30 scenes from Plaintiffs' 12 O'Clock Boyz films into the infringing 12 O'Clock Boys (2013) film. Anyone who has seen either one of Plaintiffs' 12 O'Clock Boyz films would recognize Plaintiffs' 12 O'Clock Boyz clips in the infringing 12 O'Clock Boys (2013) film.

122. The infringing 12 O'Clock Boys (2013) film is not a parody, nor does it constitute fair use of Plaintiffs' 12 O'Clock Boyz Copyrighted Works.

123. The infringing 12 O'Clock Boys (2013) film is not licensed by Plaintiffs.

124. Defendants did not contact Plaintiffs during the period in which it took to produce and distribute their infringing 12 O'Clock Boys (2013) film.

125. Defendants did not clear, or license the rights to, any of the clips from Plaintiffs' films before using them in their infringing 12 O'Clock Boys (2013) film despite the fact that an online search of the Copyright Office database shows that 12 O'Clock Boyz was registered in 2001, and that Plaintiffs are the copyright owners.

126. Defendants had no interest in legitimately securing authorization to use Plaintiffs' 12 O'Clock Boyz Copyrighted Works.

127. Pursuant to 17 U.S.C. § 106, Plaintiffs have the exclusive right to cast riders as "12 O'Clock Boyz" in films.

128. Defendants have not acknowledged Taje's contribution, obtained permission from Plaintiffs to use Taje's image, actual voice, words, and performance. While Lotfy and others have received many accolades and substantial profits from their infringing 12 O'Clock Boys (2013) film, Taje has not received acknowledgment, credit, or remuneration.

VI. Defendants' Infringing 12 O'Clock Boys Feature Adaptation

A. Copyright Infringement Allegations

129. The 12 O'Clock Boys Feature Adaptation is an adaptation film produced by Defendants Overbrook Entertainment, Sony and Will Smith, which is based on the infringing 12 O'Clock Boys (2013) film by Defendant Lotfy Nathan, et al.

130. On or after 2014, Defendants Lotfy, Oscilloscope, Oscilloscope Pictures, and/or the other Defendants licensed or authorized the licensing of their infringing 12 O'Clock Boys (2013) film to Overbrook Entertainment, Sony and Will Smith to create and produce the 12 O'Clock Boys Feature Adaptation.

131. On February 18, 2016, Plaintiffs sent Defendants Overbrook Entertainment and Will Smith a letter, advising Defendants Overbrook Entertainment and Will Smith that "any use of the phrase 12 O'Clock Boys as a title of a motion picture shall constitute trademark infringement of Plaintiffs' 12 O'Clock Boyz Mark and unfair competition under the Lanham Act" and as such they should refrain from using the phrase. Defendants' Overbrook Entertainment and Will Smith were also advised that Plaintiffs are the sole owners of the 12 O'Clock Boyz Copyright Works. *See Exhibit 42*

132. Defendants Overbrook Entertainment and Will Smith did not respond to Plaintiffs' February 18, 2016 Letter.

133. On April 5, 2016, Plaintiffs sent a second notice to Defendants Overbrook Entertainment and Will Smith, again advising Defendants Overbrook Entertainment and Will Smith that "any use of the phrase 12 O'Clock Boys as a title of a motion picture shall constitute trademark infringement of Plaintiffs' 12 O'Clock Boyz Mark and unfair competition under the Lanham Act" and as such they should refrain from using the phrase. Defendants' Overbrook Entertainment and Will Smith were again advised that Plaintiffs are the sole owners of the 12 O'Clock Boyz Copyright Works. *See Exhibit 43*

134. On April 14, 2016, Defendant Overbrook Entertainment sent Plaintiffs a response letter stating that Defendant Overbrook Entertainment "did not intend to produce a motion picture with the title 12 O'Clock Boys". And that Defendant Overbrook Entertainment "had no current plans to use the title 12 O'Clock Boys as a title of any motion picture that Defendant Overbrook Entertainment was producing". *See Exhibit 44*

135. Contrary to the April 14, 2016 representations and statements made by Defendant Overbrook Entertainment, on September 1, 2018, Defendants' Overbrook Entertainment, Sony and Will Smith announced that they were producing a Feature Adaptation film based on the infringing 12 O'Clock Boys (2013) film by Defendant Lotfy Nathan, *et al.* *See Exhibit 45*

136. Defendants' Overbrook Entertainment, Sony and Will Smith also announced that the filming of their infringing 12 O'Clock Boys Feature Adaptation will begin October 1, 2018 in Baltimore, Maryland. *See Exhibit 45*

137. Defendants Overbrook Entertainment, Sony and Will Smith (possibly with the aid of the other Defendants) have created a 12 O'Clock Boys Feature Adaptation Script, and versions thereof, for the 12 O'Clock Boys Feature Adaptation, which scripts are fixed works.

138. When Defendants Overbrook Entertainment, Sony, Will Smith, and the other Defendants wrote the 12 O'Clock Boys Feature Adaptation and at all times relevant to this action, Defendants Overbrook Entertainment, Sony, Will Smith, and the other Defendants had access to the Plaintiffs' 12 O'Clock Boyz Copyrighted Works.

139. According to Defendants Overbrook Entertainment, Sony and Will Smith's casting call, the plot of the infringing 12 O'Clock Boys Feature Adaptation is as follows:

"Mouse wants nothing more than to be a part of the Midnight Clique, a tough group of Baltimore bike riders, who rule the summertime streets. As he navigates the challenges of coming of age in a complicated world, he learns the hard way that the choices you make early on can change your life forever."

See **Exhibit 12** for the casting call by Overbrook Entertainment and Sony.

140. Defendants Overbrook Entertainment, Sony and Will Smith incorporated numerous elements of Plaintiffs' 12 O'Clock Boyz Copyrighted Works that appeared in the infringing 12 O'Clock Boys (2013) into the infringing 12 O'Clock Boys Feature Adaption, including but not limited to the characters, concepts, feel, and mood.

141. In an article published on October 30, 2018 by the Baltimore Sun Newspaper, Defendants Overbrook Entertainment and Sony filmed a movie scene on North Monroe Street in West Baltimore (the "North Monroe Scene") for their infringing 12 O'Clock Boys Feature Adaptation. See **Exhibit 46**

142. In an interview published on November 24, 2018 by Interviewer Betty Boo, Caleb Pinkett, the Producer of Overbrook Entertainment and Sony's infringing 12 O'Clock Boys Feature Adaptation stated that as of November 17, 2018, they have "filmed all the scenes for the [Defendants'] 12 O'Clock Boys Feature Adaptation". See **Exhibit 47** for DVD evidence.

143. During the same interview published on November 24, 2018 by Interviewer Betty Boo, Angel Manuel Soto, the Director of Overbrook Entertainment and Sony's infringing 12 O'Clock Boys Feature Adaptation stated that as of November 17, 2018, they "have completed the production of the [Defendants] 12 O'Clock Boys Feature Adaptation" and they "will spend some time working on the post-production for the 12 O'Clock Boys Feature Adaptation". See **Exhibit 47** for DVD evidence.

144. Defendants Overbrook Entertainment, Sony and Will Smith knew or had reason to know that the 12 O'Clock Boys Feature Adaptation based on the infringing 12 O'Clock Boys (2013) film is unauthorized derivative work based on Plaintiff's 12 O'Clock Boyz Copyrighted Works.

145. Fully aware of Plaintiffs' rights, Defendants Overbrook Entertainment, Sony and Will Smith have acted knowingly, willfully, maliciously, in reckless disregard of Plaintiffs copyright rights, and in bad faith.

146. Although Defendants Overbrook Entertainment, Sony and Will Smith and some Defendants may be acting independently, they may properly be deemed to be acting in concert because the combined force of their actions serves to multiply the harm caused to Plaintiffs.

147. Plaintiffs have no adequate remedy at law.

B. Trademark Infringement Allegations

148. In addition to the above-described copyright infringing activities, Defendants Overbrook Entertainment, Sony and Will Smith have also unashamedly promoted their infringing 12 O'Clock Boys Feature Adaptation under Plaintiffs' 12 O'Clock Boyz Marks, without Plaintiffs' consent or authorization.

149. Defendants Overbrook Entertainment, Sony and Will Smith created or authorized

the creation of a Wikipedia page for their infringing 12 O'Clock Boys Feature Adaptation which they titled 12 O'Clock Boys (upcoming film). *See Exhibit 48*

150. Defendants Overbrook Entertainment, Sony and Will Smith created or authorized the creation of an IMDB page for their 12 O'Clock Boys Feature Adaptation, where they listed Plaintiffs' 12 O'Clock Boyz Mark as the working title for their infringing 12 O'Clock Boys Feature Adaptation. *See Exhibit 49*

151. Defendants Overbrook Entertainment, Sony and Will Smith authorized the advertising of their infringing 12 O'Clock Boys Feature Adaptation using Plaintiffs' 12 O'Clock Boyz Mark on Twitter and other social media platforms. *See Exhibit 59*

152. Defendants Overbrook Entertainment, Sony and Will Smith have used and continued to use Plaintiffs' 12 O'Clock Boyz Mark, to promote their infringing Feature Adaptation despite the fact that an online search of the Trademark Office database shows that 12 O'Clock Boyz is federal registered mark and that Plaintiffs are the trademark owners.

153. Defendants Overbrook Entertainment, Sony and Will Smith have continued to use Plaintiffs' 12 O'Clock Boyz Mark after Plaintiffs' warning, and have continued to promote their infringing 12 O'Clock Boys Feature Adaptation bearing Plaintiffs' 12 O'Clock Boyz Mark after Plaintiffs' warning.

154. Defendants Overbrook Entertainment, Sony and Will Smith are part of an ongoing scheme to create and maintain the dilution of Plaintiffs' 12 O'Clock Boyz Mark, which expands the marketplace for casting any dirt-bike rider as a "12 O'Clock Boy" while shrinking the marketplace for Plaintiffs' genuine branded goods.

155. Defendants Overbrook Entertainment, Sony and Will Smith are engaging in the above-described infringing activities willfully, knowingly and intentionally, or with reckless

disregard or willful blindness to Plaintiffs' rights for the purpose of trading on the goodwill and reputations of Plaintiffs' 12 O'Clock Boyz Marks.

156. Defendants Overbrook Entertainment, Sony and Will Smith use of Plaintiffs' 12 O'Clock Boyz Mark creates the false impression that there is an endorsement by Plaintiffs of the infringing 12 O'Clock Boys Feature Adaptation or an affiliation between Plaintiffs' original films and the infringing 12 O'Clock Boys Feature Adaptation.

157. Defendants Overbrook Entertainment, Sony and Will Smith infringing activities are causing confusion, deception, and mistake in the minds of consumers and the public.

158. After seeing Defendants' Overbrook Entertainment, Sony and Will Smith casting call advertisement for the infringing 12 O'Clock Boys Feature Adaptation, Justin Fenton, a news reporter for the Baltimore Sun Newspaper who is a reasonable third-party, tweeted on Twitter that "Pug replaced by Mouse and 12 O'Clock Boys become Midnight Clique". *See Exhibit 50*

159. On January 17, 2019, (one week after receiving the Summons in this case) Defendants Overbrook Entertainment, Sony and Will Smith also used and continued to use "Twelve", another colorable imitation of Plaintiffs' registered 12 O'Clock Boyz Mark to promote and advertise their infringing 12 O'Clock Boys Feature Adaptation without the consent of Plaintiffs, which is likely to cause confusion or mistake, or deception. *See Exhibit 51*, at entry dated 15:19, 17 January 2019.

160. Although Defendants Overbrook Entertainment, Sony and Will Smith and some of the Defendants may be acting independently, they may properly be deemed to be acting in concert because the combined force of their actions serves to multiply the harm caused to Plaintiffs.

161. Plaintiffs have no adequate remedy at law.

VII. Overbrook Entertainment and Sony have Produced an Unauthorized Derivative Work of the Plaintiffs' 12 O'Clock Boyz Copyrighted Works

162. The 12 O'Clock Boys Feature Adaption Script contains the copyrighted elements from Plaintiffs' 12 O'Clock Boyz Copyrighted Works that appear in the infringing 12 O'Clock Boys (2013) film, and many more copyrighted 12 O'Clock Boyz elements.

163. The following chart includes some of the infringing elements from Plaintiffs' 12 O'Clock Boyz Copyrighted Works that appear in the infringing 12 O'Clock Boys (2013) film and are copied into the infringing 12 O'Clock Boys Feature Adaption.

Infringing Elements in 12 O'Clock Boys (2013)	Infringing Elements in 12 O'Clock Boys Feature Adaptation	Plaintiffs' 12 O'Clock Boyz Copyrighted Work
CHARACTER AND PLOT		
Pug, a young boy wants to join the 12 O'Clock Boys. Pug also aspires to be a veterinarian.	Mouse, a young boy who wants to join the Midnight Clique. Mouse also aspires to be a veterinarian. <u>Note:</u> "Midnight" is "12 O'Clock".	In Plaintiffs' 12 O'Clock Boyz, elite young riders (including Pug) showcase their riding talents and discuss what it takes for other young men to become a "12 O'Clock Boy".
Wildout Wheelie Boyz, Raise It Up and random dirt-bike riders were casted as the 12 O'Clock Boys.	Wildout Wheelie Boyz, Raise It Up and other riders from around the country were casted as the Midnight Clique/12 O'Clock Boys.	Taje casted an exclusive group of highly skilled riders to play the 12 O'Clock Boyz.
SETTING		
Baltimore, Maryland	Baltimore, Maryland	Baltimore, Maryland

164. The infringing 12 O'Clock Boys Feature Adaptation is intended to be a 12 O'Clock Boyz film or a 12 O'Clock Boyz Work; in other words, an unauthorized derivative

VIII. Defendants and Their Willful Ongoing Infringement of Plaintiffs' 12 O'Clock Boyz Copyrighted Works

166. Beginning in or about January 9, 2013 and continuing to this date, Defendants Lofty Nathan, Red Gap, Eric Blair, Mission Film, Maria Mochin, Mission Film Productions, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger and Thomas Sladek made their infringing 12 O'Clock Boys (2013) film available for purchase on the website located at www.12OClockBoys.com. Oscilloscope Pictures owns the domain name "www.12OClockBoys.com". See **Exhibit 40**

167. Beginning in or about February 21, 2013, and continuing to this date, Defendants Lofty Nathan, Red Gap, Eric Blair, Mission Film, Maria Mochin, Mission Film Productions, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger and Thomas Sladek released their infringing film 12 O'Clock Boys (2013) film for reproduction, marketing, distribution and sale in the form of showings at film festivals. See **Table 1** below

168. Beginning in or about March 26, 2013 and continuing to this date, Defendants Lofty Nathan, Red Gap, Eric Blair, Mission Film, Maria Mochin, Mission Film Productions, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger and Thomas Sladek made their infringing 12 O'Clock Boys (2013) film available for purchase on the website located at www.Oscilloscope.net. Oscilloscope and Oscilloscope Pictures own the domain name "www.Oscilloscope.net". See **Table 1** below

169. Beginning in or about January 31, 2014 and continuing to this date, Defendants Lofty Nathan, Red Gap, Eric Blair, Mission Film, Maria Mochin, Mission Film Productions, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger and Thomas Sladek released their infringing 12 O'Clock Boys (2013) film for reproduction, marketing, distribution and sale in the form of (1) Video-On-Demand, (2) Digital Releases, (3) Streaming, (4) High

Definition(HD) Downloads,(5) Standard Definition(SD) Downloads and (6) at Theaters. (See Table 1)

170. Beginning in or about April 1, 2014 and continuing to this date, Defendants Lofty Nathan, Red Gap, Eric Blair, Mission Film, Maria Mochin, Mission Film Productions, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger and Thomas Sladek continue to license their infringing 12 O'Clock Boys (2013) film to air on cable networks and television. See **Table 1** below

171. Beginning in or about August 5, 2014 and continuing to this date, Defendants Lofty Nathan, Red Gap, Eric Blair, Mission Film, Maria Mochin, Mission Film Productions, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger and Thomas Sladek released their infringing 12 O'Clock Boys (2013) film for reproduction, marketing, distribution and sale in the form of (1) DVDs, (2) Blu-Ray Discs (3) Commercial Permits (4) Screening Permits (5) Institutional Permits. See **Table 1** below

172. Defendants Lofty Nathan, Red Gap, Eric Blair, Mission Film, Maria Mochin, Mission Film Productions, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger and Thomas Sladek have also marketed, produced, copied, released, and distributed their infringing 12 O'Clock Boys (2013) film on (1) Video-On-Demand (2) Digital Releases (3) Streaming (4) High Definition(HD) Downloads (5) Standard Definition(SD) Downloads (6) DVDs and (7) Blu-Ray Discs for purchase in English and foreign languages in the United States and other countries including Canada, United Kingdom, Australia, Sweden.

173. Beginning October 1, 2018, Defendants' Overbrook Entertainment, Sony and Will Smith began the production of a feature adaptation based on the infringing 12 O'Clock Boys (2013) film by Defendants Lofty Nathan, Red Gap, Eric Blair, Mission Film, Maria Mochin,

Mission Film Productions, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger and Thomas Sladek. *See Table 1* below

174. Continuing to this date, Defendants Lofty Nathan, Red Gap, Eric Blair, Mission Film, Maria Mochin, Mission Film Productions, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger and Thomas Sladek continue to exploit their infringing 12 O'Clock Boys (2013) film in other ways, all to their advantage and profit.

175. Defendants Lofty Nathan, Red Gap, Eric Blair, Mission Film, Maria Mochin, Mission Film Productions, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger Thomas Sladek, Overbrook Entertainment, Sony and Will Smith knowingly and willfully infringed after Plaintiffs' warning, and will continue to infringe Plaintiffs' 12 O'Clock Boyz Copyrighted Works.

176. Defendants ongoing infringing activities include, but are not limited to, those listed below in Table 1:

Table 1: Ongoing Infringement of Plaintiffs' Copyrighted Works

Infringement Date	Form of Infringement	Infringement of Plaintiffs' Copyrighted Works
January 9, 2013 and continuing to this date	Website	Defendants made their infringing 12 O'Clock Boys (2013) available for purchase at www.12OClockBoys.com
February 21, 2013 and continuing to this date	Film Festival Showings	Defendants publicly displayed their infringing 12 O'Clock Boys (2013) at film festivals including, but not limited, to those listed below: <ul style="list-style-type: none"> ▪ Milwaukee Film Festival ▪ Eastern Oregon Film Festival ▪ South By Southwest (SXSW) Film Festival ▪ Hot Docs Film Festival ▪ Viennale Film Festival ▪ AFI Film Festival ▪ BETX Film Festival ▪ Rooftop Film Festival

		<ul style="list-style-type: none"> ▪ Sundance Film Festival ▪ Athens Film Festival ▪ Santa Fe Independent Film Festival ▪ Philadelphia Film Festival ▪ Chicago International Film Festival ▪ Documentary Edge Film Festival ▪ Copenhagen Film Festival ▪ Matatu Film Festival ▪ Maryland Film Festival
March 26, 2013 and continuing to this date	Website	Defendants made their infringing 12 O'Clock Boys (2013) available for purchase at www.Oscilloscope.net
January 31, 2014 and continuing to this date	<ol style="list-style-type: none"> (1) Video-On-Demand (2) Digital Releases (3) Streaming (4) High Definition(HD) Downloads (5) Standard Definition(SD) Downloads (6) Theaters 	<p>Defendants released their infringing 12 O'Clock Boys (2013) for reproduction, marketing, distribution and sale at online stores and theaters including, but not limited to, those listed below:</p> <ul style="list-style-type: none"> ▪ YouTube.com ▪ Kanopy.com ▪ iTunes ▪ Google Play ▪ Vudu ▪ XBOX ▪ PlayStation 3 ▪ Microsoft ▪ Xfinity ▪ VHX ▪ Vimeo ▪ Vimeo On Demand ▪ DVD.COM by NETFLIX ▪ Hulu ▪ TV Guide ▪ Direct TV ▪ Yido ▪ Beama Film ▪ Transmission Films ▪ Cinando.com ▪ Fandor ▪ Hoopla Digital ▪ NonStop Entertainment ▪ Video Services Corp. ▪ Movie Unlimited ▪ MovieFone ▪ Solar Movies ▪ All Movies.com

		<ul style="list-style-type: none"> ▪ Steamdb.info ▪ Bookmyshow.co.nz ▪ Egyptian Theater ▪ IFC Center Theater ▪ Lincoln Center Theater ▪ www.Oscilloscope.net ▪ www.12OClockBoys.com
<p>April 1, 2014 and continuing to this date</p>	<p>Cable Networks and Television</p>	<p>Defendants licensed their infringing 12 O'Clock Boys (2013) to air on cable networks and television including, but not limited to, those listed below:</p> <ul style="list-style-type: none"> ▪ SBS on Demand ▪ HBO ▪ Showtime ▪ Cox Communication ▪ Time Warner Cable ▪ Comcast Cable ▪ Verizon On Demand ▪ InDemand ▪ Sasktel On Demand ▪ Shaw On Demand ▪ Telus On Demand ▪ Rogers on Demand
<p>August 5, 2014 and continuing to this date</p>	<p>(1) DVDs (2) Blu-Ray Discs (3) Commercial Permits (4) Screening Permits (5) Institutional Permits</p>	<p>Defendants released their infringing 12 O'Clock Boys (2013) for reproduction, marketing, distribution and sale at online stores and other places including, but not limited to, those listed below:</p> <ul style="list-style-type: none"> ▪ Target ▪ Amazon ▪ Walmart ▪ KMART ▪ Chassy Media ▪ Barnes & Nobles ▪ Best Buy ▪ eBay ▪ Etsy ▪ TakeAlot.com ▪ Paramount Home Entertainment of Australia ▪ Renaissance Society ▪ 382 Libraries Worldwide - (University & Public) ▪ www.Oscilloscope.net ▪ www.12OClockBoys.com

October 1, 2018 to present	The production and post-production of the 12 O'Clock Boys Feature Adaptation	<ul style="list-style-type: none"> ▪ Overbrook, Sony and Will Smith's production and post-production of the 12 O'Clock Boys Feature Adaptation based on the infringing 12 O'Clock Boys (2013) film.
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IX. Lotfy Nathan and Red Gap made Material Misstatements in the Copyright Registration Application for 12 O'Clock Boys, PAu003699143

177. Defendant Lotfy Nathan and Red Gap made knowing material misrepresentations in Red Gap's registration application to the Copyright Office.

178. Defendant Lotfy Nathan admits that his infringing 12 O'Clock Boys (2013) film includes upward of thirty (30) clips from the Plaintiffs' 12 O'Clock Boyz Copyrighted Works.

179. Yet, Defendant Lotfy Nathan knowingly misrepresented in Red Gap's application to the Copyright Office that Red Gap's infringing 12 O'Clock Boys (2013) film did not include pre-existing materials from Plaintiffs' 12 O'Clock Boyz Copyrighted Works.

180. Defendant Lotfy Nathan intentionally and purposefully concealed relevant information from the Copyright Office such as the inclusion of the thirty (30) clips taken from the Plaintiffs' 12 O'Clock Boyz Copyrighted Works in order to distribute his infringing 12 O'Clock Boys (2013) film under the pretense that his 12 O'Clock Boys (2013) film is original work.

181. Moreover, Red Gap alleges to be the owner by work-for-hire of Copyright Registration No. PAu003699143 for the film entitled "12 O'Clock Boys", which was issued on September 6, 2013. *See Exhibit 52*

182. Copyright Registration No. PAu003699143 states that Red Gap is the author of the infringing film entitled "12 O'Clock Boys". *See Exhibit 52*

183. Red Gap is not the true and original author of the infringing film entitled 12 O'Clock Boys.

184. In an interview published on February 2, 2014 by the Wall Street Journal, Defendant Eric Blair stated that Lotfy Nathan was hired by his production company, Mission Film Inc., at the time they began producing the 12 O'Clock Boys film in 2009. (See **Exhibit 53**). The copyright application submitted by Lotfy Nathan falsely identifies Red Gap as the author of the entire infringing 12 O'Clock Boys (2013) film. See **Exhibit 54**

185. Red Gap was founded on May 24, 2012 (**Exhibit 7**) and the infringing 12 O'Clock Boys film was being produced from 2009 to early 2012; in other words prior to the existence of Red Gap. Red Gap did not exist at the time the infringing 12 O'Clock Boys film was being produced from 2009 to May 23, 2012. See **Exhibit 7**, at page 2.

186. Under the “work for hire” doctrine, in order for the entity hiring the work to be able to claim ownership of the work, a written agreement to that effect must be signed prior to the creation of the work, 17 U.S.C. §201 (b), *Community for Creative Non-Violence v. Reid*, 490 U.S. 730 (1989). Therefore, Red Gap is not entitled to claim authorship of the 12 O'Clock Boys (2013) film by Lotfy Nathan under the “work for hire” doctrine and, as a result, is not entitled to ownership of the Copyright Registration, PAu003699143.

187. Red Gap's copyright registration PAu003699143 for the film entitled “12 O'Clock Boys” is invalid as a result of Lotfy Nathan's knowing material misrepresentations in Red Gap's registration application to the Copyright Office pursuant to 17 U.S.C. § 411(b)(1)(A).

188. Prior to registration, on December 2, 2013, the Copyright Office questioned Defendant Lotfy Nathan repeatedly about the authorship of the infringing 12 O'Clock Boys (2013) film. Each time, Defendant Lotfy Nathan knowingly misrepresented to the Copyright

Office that Red Gap was the Author and that Red Gap acquired authorship by means of work-for-hire, when Red Gap did not even exist at the time the infringing 12 O'Clock Boys film was being produced from 2009 to May 23, 2012². *See Exhibit 55*

189. Furthermore, on December 9, 2013, Defendant Lotfy Nathan knowingly misrepresented to the Copyright Office that his infringing 12 O'Clock Boys work had not yet been published, when in fact, his infringing 12 O'Clock Boys work had already been published, and had its world premiere on March 10, 2013 at the South by Southwest Film Festival. *See Exhibit 56*, at page 3.

190. Red Gap's application submitted at Defendant Lotfy Nathan's direction to the Copyright Office for copyright registration PAu003699143 for his infringing 12 O'Clock Boys (2013) film includes omissions, inaccurate information, and material misstatements that if known, would have caused the Register of Copyrights to refuse Red Gap's copyright application pursuant to 17 U.S.C. § 411(b)(1)(A) of the Copyright Act. *See Exhibit 54*

191. Defendant Lotfy Nathan intentionally and falsely listed Red Gap as the author on the copyright application so that the silent partners and members of Red Gap could illegally enjoy the exclusive rights granted to legitimate copyright holders such as the right to distribute, reproduce, display and create adaptations. *See Exhibit 54*

² Moreover, in 2012, Patrick Wright, the Editor of infringing 12 O'Clock Boys (2013) film registered a copyright entitled "The Twelve O'Clock Boyz", bearing Registration No. PAu003636756. *See Exhibit 57*

X. Lotfy Nathan and Vertical Entertainment made Material Misstatements in the Copyright Registration Application for The Twelve O'Clock Boyz, PAu003430990

192. Vertical Entertainment alleges to be the owner by work-for-hire of Copyright Registration No. PAu003430990 for the six DVDs entitled "The Twelve O'Clock Boyz", which was issued on December 8, 2009. *See Exhibit 30*

193. Copyright Registration No. PAu003430990 states that Vertical Entertainment is one of the authors of the six DVDs entitled "The Twelve O'Clock Boyz". *See Exhibit 30*

194. Vertical Entertainment is not a true and original author of the six DVDs entitled "The Twelve O'Clock Boyz".

195. According to Defendant Lotfy Nathan's Kickstarter page, Lotfy Nathan stated that he started producing the six DVDs entitled "The Twelve O'Clock Boyz" in 2008. *See Exhibit 27*, at page 2

196. The copyright application submitted by Lotfy Nathan falsely identifies Vertical Entertainment as one of the authors of the six DVDs entitled "The Twelve O'Clock Boyz". *See Exhibit 58*

197. Vertical Entertainment was founded on October 27, 2009 (*See Exhibit 6*) and the six DVDs entitled "The Twelve O'Clock Boyz" were produced in 2008, prior to the existence of Vertical Entertainment. Vertical Entertainment did not exist at the time that the six DVDs entitled "The Twelve O'Clock Boyz" were being produced in 2008. *See Exhibit 6*, at page 2

198. Under the "work for hire" doctrine, in order for the entity hiring the work to be able to claim ownership of the work, a written agreement to that effect must be signed prior to the creation of the work, 17 U.S.C. §201 (b), *Community for Creative Non-Violence v. Reid*, 490 U.S. 730 (1989). Therefore, Vertical Entertainment is not entitled to claim authorship of the film

entitled "The Twelve O'Clock Boyz" under the "work for hire" doctrine and, as a result, is not entitled to ownership of the Copyright Registration, PAu0033430990.

199. Vertical Entertainment's copyright registration PAu0033430990 for the six DVDs entitled "The Twelve O'Clock Boyz" is invalid as a result of Lotfy Nathan's knowing material misrepresentations in Vertical Entertainment's registration application to the Copyright Office pursuant to 17 U.S.C. § 411(b)(1)(A).

200. Vertical Entertainment's application submitted at Defendant Lotfy Nathan's direction to the Copyright Office for copyright registration PAu0033430990 for the six DVDs entitled "The Twelve O'Clock Boyz" includes material misstatements and false information that if known, would have caused the Register of Copyrights to refuse Vertical Entertainment's copyright application pursuant to 17 U.S.C. § 411(b)(1)(A) of the Copyright Act. *See Exhibit 58*

201. Defendant Lotfy Nathan intentionally and falsely listed Vertical Entertainment as an author on the copyright application so that Vertical Entertainment could illegally enjoy the exclusive rights granted to legitimate copyright holders such as the right to distribute, reproduce, display and create adaptations. *See Exhibit 58*

XI. INJURY TO PLAINTIFFS AND THE PUBLIC

202. Defendants' unauthorized use of the 12 O'Clock Boyz Mark is likely to cause confusion, mistake, and deception as to the source or origin of Defendants' products, and is likely to falsely suggest a sponsorship, connection, or association between Defendants, its products, and/or its commercial activities with Plaintiffs.

203. Defendants' unauthorized use of the 12 O'Clock Boyz Mark is likely to dilute the distinctiveness and value of Plaintiffs' legendary 12 O'Clock Boyz Mark.

204. Plaintiffs are suffering irreparable and indivisible injury and damages as a result of Defendants' unauthorized and wrongful use of Plaintiffs' 12 O'Clock Boyz Copyrights and Marks. If Defendants infringing, cybersquatting, and unfairly competitive activities are not preliminarily and permanently enjoined by this Court, Plaintiffs will continue to be harmed.

205. Defendants' acts, described above, have irreparably injured, and, if permitted to persist, will continue to irreparably injure the public, who has an interest in being free from confusion, mistake, and deception.

FIRST CAUSE OF ACTION
Copyright Infringement
(Against All Defendants)

206. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

207. Plaintiffs' 12 O'Clock Boyz Copyrighted Works constitute copyrightable subject matter under the Copyright Act, 17 U.S.C. § 101, et seq. Plaintiffs have recorded the copyrights in and to the Plaintiffs' 12 O'Clock Boyz Copyrighted Works with the United States Copyright Office.

208. Plaintiffs own the United States copyrights in the 12 O'Clock Boyz Copyrighted Works, and the exclusive right to develop, create, and/or produce motion pictures and television shows based on the 12 O'Clock Boyz Copyrighted Works, including but not limited to the characters, plots, theme, settings, dialogues, situations, and incidents therein and also events. Plaintiffs are entitled to all of the protections and remedies for the 12 O'Clock Boyz Copyrighted Works accorded to a copyright owner.

209. In direct violation of Plaintiffs' exclusive rights, Defendants have directly infringed, and unless enjoined by this Court, will continue to infringe the copyrights in the 12 O'Clock Boyz Copyrighted Works by, among other things:

- a) Preparing unauthorized derivative works of the 12 O'Clock Boyz Copyrighted Works in the form of the infringing 12 O'Clock Boys (2013) film and the 12 O'Clock Boys Feature Adaptation.
- b) Reproducing copyrighted elements of the 12 O'Clock Boyz Copyrighted Works in the infringing 12 O'Clock Boys (2013) film and the 12 O'Clock Boys Feature Adaptation;
- c) Distributing copies of the infringing 12 O'Clock Boys (2013) film, which contain copyrighted elements of the 12 O'Clock Boyz Copyrighted Works;
- d) Publicly performing the infringing 12 O'Clock Boys (2013) film which contains copyrighted elements of the 12 O'Clock Boyz Copyrighted Works;
- e) Preparing unauthorized derivative works of the Plaintiffs' 12 O'Clock Boyz films referenced in Paragraphs 119 and 163, above, in the form of the infringing 12 O'Clock Boys (2013) film and the 12 O'Clock Boys Feature Adaptation;
- f) Reproducing copyrighted elements of the Plaintiffs' 12 O'Clock Boyz films referenced in Paragraphs 119 and 163, above, in the infringing 12 O'Clock Boys (2013) film and the 12 O'Clock Boys Feature Adaptation;
- g) Distributing copies of the infringing 12 O'Clock Boys (2013) film, which contain copyrighted elements of Plaintiffs' 12 O'Clock Boyz films referenced in Paragraphs 119 and 163 above; and

- h) Publicly performing the infringing 12 O'Clock Boys (2013) film, which contain copyrighted elements of Plaintiffs' 12 O'Clock Boyz films referenced in Paragraphs 119 and 163.

SECOND CAUSE OF ACTION
Contributory Copyright Infringement

(Against All Defendants)

210. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

211. Defendants knew or had reason to know that the infringing 12 O'Clock Boys (2013) film and the 12 O'Clock Boys Feature Adaptation are unauthorized derivative works based on the 12 O'Clock Boyz Copyrighted Works that are, at least in part, substantially similar to the copyrighted elements in the 12 O'Clock Boyz Copyrighted Works.

212. Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions induced, caused, and materially contributed to the unauthorized preparation, duplication, distribution, and public performance of the infringing 12 O'Clock Boys (2013) film, and are continuing to do so.

213. Further, Defendants Overbrook Entertainment, Sony and Will Smith induced, caused, and materially contributed to the unauthorized preparation of the infringing 12 O'Clock Boys Feature Adaptation, and are continuing to do so.

214. In violation of Plaintiffs' exclusive rights, Defendants have contributed to the infringement and, unless enjoined by this Court, will continue to contribute to the infringement of the copyrights in the 12 O'Clock Boyz Copyrighted Works.

**THIRD CAUSE OF ACTION
Vicarious Copyright Infringement**

(Against All Defendants)

215. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

216. Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope Pictures, Oscilloscope, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions have the right and ability to supervise the other Defendants, and did supervise them in their unlawful preparation, duplication, and distribution of the infringing 12 O'Clock Boys (2013) film.

217. Further, Defendants Overbrook Entertainment, Sony and Will Smith have the right and ability to supervise the others, and did supervise them in their unlawful preparation of the infringing 12 O'Clock Boys Feature Adaptation.

218. Defendants enjoy a direct financial benefit from the preparation, duplication, and distribution of the infringing 12 O'Clock Boys (2013) film and the 12 O'Clock Boys Feature Adaptation.

219. In direct violation of Plaintiffs' exclusive rights and as a consequence of the foregoing, Defendants have vicariously infringed the copyrights in the 12 O'Clock Boyz Copyrighted Works and in the Plaintiffs' 12 O'Clock Boyz films referenced in Paragraph 119 - and 163 above.

FOURTH CAUSE OF ACTION
Infringement on Right of Publicity

(Against Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions)

220. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

221. Taje (also known as "Moe-Town" or "Moe") is not only the copyright owner and author of "12 O'Clock Boyz" but he also appeared in the films as an actor. At least two of the segments taken from Plaintiffs' films that are shown in the infringing 12 O'Clock Boys (2013) film feature Taje being interviewed. Taje did not grant permission, nor has he been compensated, for the use of his image and likeness in the infringing 12 O'Clock Boys (2013) film.

222. Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions taking and selling the image of Taje without his knowledge or consent, violates Taje's right of publicity.

223. Similarly, Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions licensing of unauthorized images of Taje to various film festivals, YouTube, HBO, Showtime, Netflix, Paramount Home Entertainment, SBS on Demand, Vimeo.com, Kanopy.com etc, without Taje's knowledge or consent, violates Taje's right of publicity.

224. Defendants are liable to Taje for these violations, in an amount of damages to be determined by a jury.

FIFTH CAUSE OF ACTION
Trademark Infringement Under
Section 32(1) of the Lanham Act, 15 U.S.C. § 1114(1)

(Against All Defendants)

225. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

226. Further, without Plaintiffs' consent, Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions used and continues to use in commerce reproductions, copies, and colorable imitations of Plaintiffs' registered 12 O'Clock Boyz Marks in connection with the offering, distribution, and advertising of the infringing 12 O'Clock Boys (2013) film and other goods, which is likely to cause confusion, or to cause mistake, or to deceive, in violation of Section 32(1) of the Lanham Act, 15 U.S.C. § 1114(1).

227. Further, without Plaintiffs' consent, Defendants Overbrook Entertainment, Sony and Will Smith used and continues to use in commerce reproductions, copies, and colorable imitations of Plaintiffs' registered 12 O'Clock Boyz Marks in connection with the offering, and advertising of the infringing 12 O'Clock Boys Feature Adaptation, which is likely to cause confusion, or to cause mistake, or to deceive, in violation of Section 32(1) of the Lanham Act, 15 U.S.C. § 1114(1).

SIXTH CAUSE OF ACTION
Trademark Infringement, False Designation of Origin, Passing Off,
and Unfair Competition Under Section 43(a)(1)(A) of the
Lanham Act, 15 U.S.C. § 1125(a)(1)(A)

(Against All Defendants)

228. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

229. The use of the phrase "12 O'Clock Boys" as the title of the infringing 12 O'Clock Boys (2013) film and the infringing 12 O'Clock Boys Feature Adaptation constitute trademark infringement and unfair competition under the Lanham Act. Although trademark rights may not attach to the title of a single creative work, in this case, "12 O'Clock Boyz" has been used as the title of an ongoing series of creative works evidenced by the release of a second 12 O'Clock Boyz film, and the phrase has acquired secondary meaning. In addition, the 12 O'Clock Boyz Mark has been used by Plaintiffs as a business name for multiple businesses, and in connection with the sale of sound recordings and clothing.

230. Defendants' actions, as described above, are likely to cause confusion, or to cause mistake, or to deceive as to the origin, endorsement, or approval of Defendants, its products, and/or its commercial activities by or with Plaintiffs, and thus constitute trademark infringement, false designation of origin, passing off, and unfair competition in violation of Section 43(a)(1)(A) of the Lanham Act, 15 U.S.C. § 1125(a)(1)(A).

SEVENTH CAUSE OF ACTION
Trademark Dilution
Under Section 43(c) of the Lanham Act, 15 U.S.C. § 1125(c)

(Against All Defendants)

231. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

232. By guilefully misidentifying Wildout Wheelie Boyz, Raise It Up, and random dirt-bike riders as "12 O'Clock Boys" in the infringing 12 O'Clock Boys (2013) film, Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, and Mission Film attempt to dilute Plaintiffs' 12 O'Clock Boyz Mark.

233. Further, by casting random riders from random dirt-bike groups from across the United States as "12 O'Clock Boys" in the infringing 12 O'Clock Boys Feature Adaptation, Defendants Overbrook Entertainment, Sony and Will Smith attempt to dilute Plaintiffs 12 O'Clock Boyz Mark.

234. Plaintiffs' 12 O'Clock Boyz Mark is widely recognized, as that term is used in 15 U.S.C. § 1125(c), and was widely recognized before Defendants' first use of the "12 O'Clock Boys" Mark, based on, among other things, the inherent distinctiveness and federal registration of Plaintiffs' 12 O'Clock Boyz Mark and the use and recognition of that mark.

235. Defendants' actions, as described above, are likely to dilute the distinctive quality of Plaintiffs' 12 O'Clock Boyz Mark by blurring in violation of Section 43(c) of the Lanham Act, 15 U.S.C. §1125(c), as amended by the Trademark Dilution Revision Act of 2006.

EIGHTH CAUSE OF ACTION
Cybersquatting
Under Section 43(d) of the Lanham Act, 15 U.S.C. § 1125(d)

(Against Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film Maria Mochin, and Mission Film Productions)

236. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

237. Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions caused to be registered, registered, and/or used the 12oclockboys.com domain name with a bad-faith intent to profit from Plaintiffs' 12 O'Clock Boyz Mark.

238. Plaintiffs' 12 O'Clock Boyz Mark was distinctive at the time Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions caused to be registered, registered, and/or used the 12oclockboys.com domain name.

239. Plaintiffs' 12 O'Clock Boyz Mark was widely recognized at the time Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions caused to be registered, registered, and/or used the 12OClockboys.com domain name.

240. The 12oclockboys.com domain name is confusingly similar to Plaintiffs' 12 O'Clock Boyz Mark.

241. The 12oclockboys.com domain name is dilutive of Plaintiffs' 12 O'Clock Boyz Mark. Defendants' actions, as described above, violate Section 43(d) of the Lanham Act,

15 U.S.C. § 1125(d).

NINTH CAUSE OF ACTION
Trademark Infringement
Under Maryland Code Bus. Reg. § 1-414 et seq.

(Against All Defendants)

242. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

243. Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions use, without the consent of Plaintiffs, of a reproduction and/or colorable imitation of Plaintiffs' registered 12 O'Clock Boyz Mark in connection with the sale, offering for sale, and/or advertising of the infringing 12 O'Clock Boys (2013) film or goods or services, is likely to cause confusion, or to deceive as to the origin of the goods or services, and thus constitutes trademark infringement in violation of Md. Code Bus. Reg. § 1-414 *et seq.*

244. Further, Defendants Overbrook Entertainment, Sony and Will Smith use, without the consent of Plaintiffs, of a reproduction and/or colorable imitation of Plaintiffs' registered 12 O'Clock Boyz Mark in connection with the production, marketing and/or advertising of the infringing 12 O'Clock Boys Feature Adaptation or goods or services, is likely to cause confusion, or to deceive as to the origin of the goods or services.

245. Defendants' reproduction and/or colorable imitation of Plaintiffs' registered 12 O'Clock Boyz Marks and application of that reproduction and/or colorable imitation to Defendants' advertising, labels, prints, receptacles, signs, or wrappers that are intended to be used with goods or services and/or in conjunction with the sale or other distribution of goods or services in Maryland constitutes trademark infringement in violation of Md. Code Bus. Reg. § 1-

414 *et seq.*

TENTH CAUSE OF ACTION
Trademark Infringement, False Advertising, and Unfair Competition
Under Maryland Common Law

(Against All Defendants)

246. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

247. Defendants' actions, as described above, are likely to cause confusion, or to cause mistake, or to deceive as to the affiliation, connection, or association of Defendants with Plaintiffs, or as to the origin, sponsorship, or approval of Defendants, its products, and its commercial activities by or with Plaintiffs such that Defendants' acts constitute infringement of Plaintiffs' proprietary rights in their 12 O'Clock Boyz Marks, misappropriation of Plaintiffs' goodwill in those marks, and unfair competition under Maryland common law.

248. Defendants' actions, as described above, constitute false and misleading descriptions and misrepresentations of fact in commerce, which, in commercial advertising and promotion, materially misrepresent the nature, characteristics, and qualities of Defendants' products and constitute false and deceptive advertising under Maryland common law.

ELEVENTH CAUSE OF ACTION
Contributory Trademark Infringement

(Against All Defendants)

249. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

250. The actions of Defendants Lotfy Nathan, Red Gap, Vertical Entertainment,

Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions described above and specifically, without limitation, their knowledge, participation, and inducement of the unauthorized use of Plaintiffs 12 O'Clock Boyz Marks, and confusingly similar variations thereof, in commerce to advertise, market, and sell the infringing 12 O'Clock Boys (2013) film throughout the United States, constitute contributory trademark infringement in violation of federal law and the Maryland common law.

251. Further, the actions of Defendants Overbrook Entertainment, Sony and Will Smith described above and specifically, without limitation, their knowledge, participation, and inducement of the unauthorized use of Plaintiffs' 12 O'Clock Boyz Marks, and confusingly similar variations thereof, in commerce to advertise and promote the infringing 12 O'Clock Boys Feature Adaptation throughout the United States, constitute contributory trademark infringement in violation of federal law and the Maryland common law.

252. The actions of Defendants, if not enjoined, will continue. Plaintiffs have suffered and continues to suffer damages in an amount to be proven at trial consisting of, among other things, diminution in the value of and goodwill associated with the 12 O'Clock Boyz Marks, and injury to Plaintiffs.

253. The actions of Defendants described above were and continue to be deliberate, malicious and willful.

**TWELVETH CAUSE OF ACTION
Vicarious Trademark Infringement**

(Against All Defendants)

254. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

255. The actions of Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions described above and specifically, without limitation, their knowledge, participation, and inducement of the unauthorized use of Plaintiffs' 12 O'Clock Boyz Marks, and confusingly similar variations thereof, in commerce to advertise, market, and sell the infringing 12 O'Clock Boys (2013) film throughout the United States, constitute vicarious trademark infringement in violation of federal law and common law.

256. Further, the actions of Defendants Overbrook Entertainment, Sony and Will Smith described above and specifically, without limitation, their knowledge, participation, and inducement of the unauthorized use of Plaintiffs' 12 O'Clock Boyz Marks, and confusingly similar variations thereof, in commerce to advertise and promote the infringing 12 O'Clock Boys Feature Adaptation throughout the United States, constitute vicarious trademark infringement in violation of federal law and common law.

257. Defendants each have the ability to control the actions of the Affiliate Defendants, fund the advertising activities of the Affiliate Defendants, and derive a direct financial benefit from the illegal acts of the Affiliate Defendants.

258. The actions of Defendants, if not enjoined, will continue. Plaintiffs have suffered and continues to suffer damages in an amount to be proven at trial consisting of, among other things, diminution in the value of and goodwill associated with Plaintiffs' 12 O'Clock Boyz

Marks, and injury to Plaintiffs.

259. The actions of Defendants described above were and continue to be deliberate, malicious, and willful.

**THIRTEENTH CAUSE OF ACTION
Unjust Enrichment**

(Against All Defendants)

260. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

261. Plaintiffs assert that Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions have been unjustly enriched by their unauthorized use of Plaintiffs' movie title card, clips and excerpts and the character named Pug in the infringing 12 O'Clock Boys (2013) film. Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions have also been unjustly enriched by their unauthorized use of Taje's image, actual voice, words and performance in the infringing 12 O'Clock Boys (2013) film. Taje is not only the copyright owner and author of "12 O'Clock Boyz" but he also appeared in Plaintiffs' films as an actor.

262. Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions never contracted with Plaintiffs or advised Plaintiffs that the upwards of thirty (30) excerpts taken from 12 O'Clock Boyz (the "Copyrighted Works") were being used in the infringing 12 O'Clock Boys (2013) film.

263. Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions have received millions of dollars of royalties, DVD sales, and licensing fees, due to their unauthorized use of Plaintiffs' 12 O'Clock Boyz Copyrighted Works including Taje's image.

264. Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions unauthorized use of Plaintiffs' 12 O'Clock Boyz Copyrighted Works including Taje's image have impoverished Plaintiffs due to consumers' perception that Plaintiffs consented to Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions use of their 12 O'Clock Boyz Copyrighted Works and Taje image, which have impaired Taje's reputation and credibility as a revolutionary and independent filmmaker in the Baltimore dirt-bike community.

265. The public perception that Plaintiffs' consented to use of their 12 O'Clock Boyz Copyrighted Works and Taje's image by Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions have reduced the market for Plaintiffs' 12 O'Clock Boyz Copyrighted Works.

266. Plaintiffs further assert that Defendants Overbrook Entertainment, Sony, and Will Smith have been unjustly enriched by their unauthorized use of Plaintiffs' 12 O'Clock Boyz Marks to promote and advertise the infringing 12 O'Clock Boys Feature Adaptation.

267. Plaintiffs has used and promoted the 12 O'Clock Boyz Marks for Plaintiffs' film series, as a business name for multiple businesses, and in connection with the sale of sound recordings and clothing since 2001.

268. Defendants Overbrook Entertainment, Sony and Will Smith never contracted with Plaintiffs or obtained authorization from Plaintiffs prior to their use of the 12 O'Clock Boyz Marks to promote and advertise their infringing 12 O'Clock Boys Feature Adaptation.

269. Defendants Overbrook Entertainment, Sony and Will Smith have received financial and non-financial benefits, due to their unauthorized use of Plaintiffs' 12 O'Clock Boyz Marks and associated goodwill.

270. Defendants Overbrook Entertainment, Sony and Will Smith have falsely associated their infringing 12 O'Clock Boys Feature Adaptation with the Plaintiffs' 12 O'Clock Boyz Marks.

FOURTEENTH CAUSE OF ACTION
Declaratory Judgment of Invalidity of
Copyright Certificate of Registration PAu003699143

(Against Lotfy Nathan and Red Gap)

271. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

272. An actual controversy exists between Plaintiffs and Red Gap, based upon Red Gap asserting that Red Gap has a valid copyright registration. Plaintiffs have been injured and damaged by Red Gap's distribution, public display and licensing of its infringing 12 O'Clock Boys (2013) film, asserting a registered copyright that is invalid.

273. Red Gap alleges to be the owner by work-for-hire of copyright registration no. PAu003699143 for the film entitled "12 O'Clock Boys", which was issued on September 6,

2013.

274. Copyright Registration No. PAu003699143 states that Red Gap is the author of the infringing 2013 film entitled "12 O'Clock Boys".

275. Red Gap is not the true and original author of the infringing 2013 film, 12 O'Clock Boys.

276. The applicant for Copyright Registration PAu003699143 failed to disclose the true and original author of the infringing 12 O'Clock Boys (2013) film, as required by 17 U.S.C. §409.

277. Copyright Registration No. PAu003699143 for the 2013 film entitled "12 O'Clock Boys" is invalid as a result of Red Gap's failure to comply with the statutory requirements for registration of a copyright set out in 17 U.S.C. §408 and 409.

278. Plaintiffs have been injured and damaged, and have incurred substantial attorneys' fees and other expenses in bringing and prosecuting this action against Red Gap and the other defendants.

279. For the reasons stated above, Plaintiffs are entitled to a declaratory judgment pursuant to 28 U.S.C. § 2201 that Red Gap's copyright registration no. PAu003699143 for the film entitled, "12 O'Clock Boys" is invalid. This court has exclusive jurisdiction over the copyright issue pursuant to 28 U.S.C. §1338(b).

FIFTEENTH CAUSE OF ACTION
Declaratory Judgment of Invalidity of
Copyright Certificate of Registration PAu003430990

(Against Lotfy Nathan and Vertical Entertainment)

280. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

281. An actual controversy exists between Plaintiffs and Vertical Entertainment and Lotfy Nathan, based upon Vertical Entertainment asserting that Vertical Entertainment has a valid copyright registration. Plaintiffs have been injured and damaged by Lotfy Nathan and Vertical Entertainment's distribution, public display and licensing of the film entitled "The Twelve O'Clock Boyz", asserting a registered copyright that is invalid.

282. Vertical Entertainment alleges to be the owner by work-for-hire of copyright registration no. PAu003430990 for the film entitled "The Twelve O'Clock Boyz", which was issued on December 8, 2009.

283. Copyright Registration No. PAu003430990 states that Vertical Entertainment is one of the authors of the film entitled "The Twelve O'Clock Boyz".

284. Vertical Entertainment is not the true and original author of the film entitled "The Twelve O'Clock Boyz".

285. The applicant for Copyright Registration PAu003430990 failed to disclose the true and original author of the film entitled "The Twelve O'Clock Boyz", as required by 17 U.S.C. §409.

286. Copyright Registration No. PAu003430990 for the film entitled "The Twelve O'Clock Boyz" is invalid as a result of Lotfy Nathan and Vertical Entertainment's failure to comply with the statutory requirements for registration of a copyright set out in 17 U.S.C. §408

and §409.

287. Plaintiffs have been injured and damaged, and have incurred substantial attorneys' fees and other expenses in bringing and prosecuting this action against Lotfy Nathan, Vertical Entertainment, and the other defendants.

288. For the reasons stated above, Plaintiffs are entitled to a declaratory judgment pursuant to 28 U.S.C. § 2201 that Lotfy Nathan and Vertical Entertainment's copyright registration no. PAu003430990 for the film entitled, "The Twelve O'Clock Boyz" is invalid. This court has exclusive jurisdiction over the copyright issue pursuant to 28 U.S.C. §1338(b).

**SIXTEENTH CAUSE OF ACTION
Declaratory Judgment For Copyright Infringement
for 12 O'Clock Boys Feature Adaptation**

(Against All Defendants)

289. Plaintiffs re-allege and incorporate by reference each and every allegation in each and every aforementioned paragraph as if fully set forth herein.

290. Defendants Lotfy Nathan, Red Gap, Vertical Entertainment, Oscilloscope, Oscilloscope Pictures, Daniel Berger, Thomas Sladek, Eric Blair, Mission Film, Maria Mochin, and Mission Film Productions have licensed and authorized the licensing to Defendants Overbrook Entertainment, Sony and Will Smith to produce a feature adaptation based on the infringing 12 O'Clock Boys (2013) film.

291. Defendants Overbrook Entertainment, Sony and Will Smith have produced an infringing 12 O'Clock Boys Feature Adaptation, without obtaining Plaintiffs' authorization.

292. In addition to the infringing elements already copied into the infringing 12 O'Clock Boys (2013) film, Defendants Overbrook Entertainment, Sony and Will Smith have incorporate numerous other copyrighted 12 O'Clock Boyz elements into the infringing

12 O'Clock Boys Feature Adaptation, including but not limited to: the character named Pug from the 12 O'Clock Boyz 2001 and 2003 films.

293. An actual controversy has arisen and now exists relating to the rights and duties of Plaintiffs and Defendants under the United States copyright laws in that Plaintiffs contend that they are the sole owners of the 12 O'Clock Boyz Copyrighted Works and that the infringing 12 O'Clock Boys Feature Adaptation infringe Plaintiffs' rights in the 12 O'Clock Boyz Copyrighted Works. Defendants apparently contend that they are entitled to create, distribute, market, advertise, promote, sell, or offer for sale derivative works of the 12 O'Clock Boyz Copyrighted Works in the form of the infringing 12 O'Clock Boys Feature Adaptation, which contain elements that are substantially similar to the 12 O'Clock Boyz Copyrighted Works.

294. Pursuant to the Declaratory Judgment Act, 28 U.S.C. § 2201 and 2202, and Rule 57 of the Federal Rules of Civil Procedure, Plaintiffs request a judicial determination of their rights, and a declaration that Defendants Overbrook Entertainment, Sony and Will Smith's continued production of the infringing 12 O'Clock Boys Feature Adaptation constitutes infringement of the Plaintiffs' 12 O'Clock Boyz Copyrighted Works.

295. A judicial declaration is necessary and appropriate at this time in order that Plaintiffs may ascertain the parties' rights.

JURY TRIAL DEMANDED

Pursuant to Fed. R. Civ. P. 38, Plaintiffs respectfully demand a trial by jury on all issues properly triable by a jury in this action.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs respectfully request that this Court enter judgment against Defendants as follows:

COPYRIGHT

1. That the Court find that:
 - a) Defendants have infringed the copyrights in the 12 O'Clock Boyz Copyrighted Works;
 - b) Defendants have contributed to the infringement of the copyrights in the 12 O'Clock Boyz Copyrighted Works;
 - c) Defendants have vicariously infringed the copyrights in the 12 O'Clock Boyz Copyrighted Works.
 - d) Defendants have willfully, maliciously and intentionally infringed the copyrights in the 12 O'Clock Boyz Copyrighted Works.
2. That the Court enter a declaration that Defendants' continued production of the infringing 12 O'Clock Boys Feature Adaptation constitutes infringement of the 12 O'Clock Boyz Copyrighted Works.
3. That the Court find that as a direct and proximate result of Defendants' foregoing acts, Plaintiffs are entitled to the following damages:
 - a) At Plaintiffs' election, statutory damages of up to \$150,000 for each separate 12 O'Clock Boyz Copyrighted Work infringed, for willful infringement pursuant to 17 U.S.C. § 504(c), or Plaintiffs' actual damages sustained as a result of Defendants' acts of copyright infringement according to proof and Defendants' profits obtained as a result of their acts of copyright infringement according to proof; and

b) Plaintiffs' reasonable attorneys' fees and costs pursuant to the Copyright Act of 1976, 17 U.S.C. § 101, et seq., 17 U.S.C. § 505 and 28 U.S.C § 1927.

4. That the Court find that the threat of irreparable harm to Plaintiffs as a result of Defendants' conduct leaves Plaintiffs without adequate remedy at law, and therefore that Plaintiffs are entitled to an injunction restraining Defendants, their agents, servants, employees, attorneys, successors, assigns, subsidiaries, and all persons, firms, and corporations acting in concert with them, from directly or indirectly infringing the copyrights in the 12 O'Clock Boyz Copyrighted Works, including but not limited to continuing to distribute, market, advertise, promote, produce, sell, or offer for sale the infringing 12 O'Clock Boys (2013) film and the infringing 12 O'Clock Boys Feature Adaption or any works derived or copied from the 12 O'Clock Boyz Copyrighted Works, and from participating or assisting in any such activity whether or not it occurs in the United States.

5. That the Court enjoin Defendants, their agents, servants, employees, attorneys, successors, assigns, subsidiaries, and all persons, firms, and corporations acting in concert with them, from directly or indirectly infringing the copyrights in the 12 O'Clock Boyz Copyrighted Works, including but not limited to continuing to distribute, copy, publicly perform, market, advertise, promote, produce, sell, or offer for sale the infringing 12 O'Clock Boys (2013) film and the infringing 12 O'Clock Boys Feature Adaption or any works derived or copied from the 12 O'Clock Boyz Copyrighted Works, and from participating or assisting in any such activity whether or not it occurs in the United States.

6. That the Court find that Defendants are liable to Taje for federal and common law claims of appropriation of Taje's likeness and violation of his federal and common law rights of publicity.

7. That the Court order Defendants to render an accounting of and disgorge to Plaintiffs any and all profits obtained by Defendants as a result of their wrongful acts.

8. That the Court request the Register of Copyrights to advise the Court whether the inaccurate information in Red Gap's copyright application if known, would have caused the Register of Copyrights to refuse registration pursuant to 17 U.S.C. § 411(b)(2).

9. That the Court request the Register of Copyrights to advise the Court whether the inaccurate information in Lotfy Nathan and Vertical Entertainment's copyright application if known, would have caused the Register of Copyrights to refuse registration pursuant to 17 U.S.C. § 411(b)(2).

TRADEMARK

10. An Order declaring that Defendants' use of the 12 O'Clock Boyz Marks infringe Plaintiffs' 12 O'Clock Boyz Marks, dilute Plaintiffs' 12 O'Clock Boyz Marks, and constitute unfair competition under federal and/or state law, as detailed above;

11. An Order declaring that Defendants have willfully, maliciously and intentionally infringed Plaintiffs' 12 O'Clock Boyz Marks, as detailed above;

12. A temporary, preliminary, and permanent injunction enjoining Defendants and their employees, agents, partners, officers, directors, owners, shareholders, principals, subsidiaries, related companies, affiliates, distributors, dealers, and all persons in active concert or participation with any of them;

- a) From using the 12 O'Clock Boyz Marks in any form, including but not limited to in connection with any other wording or designs, and from using any other marks, logos, designs, designations, or indicators that are

confusingly similar to any of Plaintiffs' 12 O'Clock Boyz Marks and/or dilutive of Plaintiffs' 12 O'Clock Boyz Marks;

- b) From representing by any means whatsoever, directly or indirectly, that Defendants, any products or services offered by Defendants, or any activities undertaken by Defendants, are associated or connected in any way with Plaintiffs or sponsored by or affiliated with Plaintiffs in any way;
- c) From assisting, aiding or abetting any other person or business entity in engaging in or performing any of the activities referred to in subparagraphs 12(A)-(B);

13. An Order directing Defendants to destroy all products, packaging, signage, advertisements, promotional materials, stationery, forms, and/or any other materials and things that contain or bear "12 O'Clock Boys" or any other marks, logos, designs, designations, or indicators that are confusingly similar to any of Plaintiffs' 12 O'Clock Boyz Marks and/or dilutive of Plaintiffs' 12 O'Clock Boyz Marks;

14. An Order directing Defendants (and the relevant registrar) to transfer to Plaintiffs the 12oclockboys.com domain name and all other domain names Defendants owns or controls that contain any of Plaintiffs' 12 O'Clock Boyz Marks (including but not limited to any domain names comprised of or containing 12 O'Clock Boys), any marks confusingly similar to any of Plaintiffs' 12 O'Clock Boyz Marks, and/or any marks dilutive of Plaintiffs' 12 O'Clock Boyz Marks;

15. An Order requiring Defendants to disseminate pre-approved corrective advertising and send pre-approved letters to all customers, resellers, retailers, agents, partners,

and/or representatives to address the likely confusion and dilution caused by use of 12 O'Clock Boys name/marks and the 12oclockboys.com domain name.

16. An Order directing that, within thirty (30) days after the entry of the injunction, Defendants file with this Court and serve on Plaintiffs' a report in writing and under oath setting forth in detail the manner and form in which Defendants has complied with the injunction;

17. An Order requiring Defendants to account for and pay to Plaintiffs any and all profits arising from the foregoing acts, and increasing such profits, in accordance with 15 U.S.C. § 1117 and other applicable laws, including but not limited to Md. Code Bus. Reg. § 1-414 et seq.;

18. An Order requiring Defendants to pay statutory damages under 15 U.S.C. § 1117(d), on election by Plaintiffs, in an amount of one hundred thousand dollars (\$100,000) for the registration and use of the 12oclockboys.com domain name;

19. An Order requiring Defendants to pay Plaintiffs damages in an amount as yet undetermined caused by the foregoing acts, and trebling such damages in accordance with 15 U.S.C. § 1117 and other applicable laws, including but not limited to Md. Code Bus. Reg. § 1-414 et seq.;

20. Entry of an order pursuant to 28 U.S.C. § 1651(a), the All Writs Act canceling for the life of the current registration or, at Plaintiffs' election, transferring any other domain names used by Defendants to engage in their infringement and counterfeiting of Plaintiffs' 12 O'Clock Boyz Marks at issue to Plaintiffs' control so they may no longer be used for infringement purposes;

21. An Order requiring Defendants to change the title of their work from Plaintiffs' 12 O'Clock Boyz Marks on Copyright Registration No. PAu003430990 issued on December 8,

2009 and Copyright Registration No. PAu003699143 issued on September 6, 2013 (including but not limited to any Copyright Registration comprised of, or containing "12 O'Clock Boys" or "Twelve O'Clock Boyz").

22. An Order requiring Defendants to pay Plaintiffs all of their litigation expenses, including reasonable attorneys' fees and the costs of this action pursuant to 15 U.S.C. § 1117 and other applicable laws;


23. An Order requiring Defendants to pay Plaintiffs punitive damages for trademark infringement and unfair competition under Maryland common law;


24. An Order requiring Defendants to pay Plaintiffs damages in an amount sufficient to compensate them for the damages caused by Defendants for contributory trademark infringement and vicarious trademark infringement;

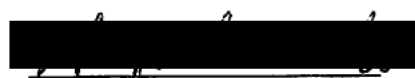
25. An Order that Plaintiffs be granted pre-judgment and post-judgment interest;

26. Other relief as the Court may deem appropriate.

This the 29th Day of August 2019



Taje Monbo, Plaintiff

Owings Mills, MD 21117




Deafueh Monbo, Plaintiff

Owings Mills, MD 21117

EXHIBIT LIST

This complaint is supported by the following attached exhibits.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION OF EXHIBIT</u>
Exhibit 1	<ul style="list-style-type: none">▪ Plaintiffs' Copyright Registration No. PAu002610236 issued August 24, 2001 entitled 12 O'Clock Boyz▪ Plaintiffs' Copyright Registration No. PAu003760848 issued March 20, 2015 entitled 12 O'Clock Boyz: The Paparazzi Edition▪ Plaintiffs' Copyright Registration No. VA0001982689 issued December 28, 2015 entitled 12 O'Clock Boyz (Visual Material)▪ Plaintiffs' Copyright Registration No. VA0002062926 issued January 6, 2017 entitled 12 O'Clock Boyz: The Paparazzi Edition (Visual Material)
Exhibit 2	Thirty (30) clips from the Plaintiffs' 2001 and 2003 12 O'Clock Boyz films that appear in Defendants' infringing 12 O'Clock Boys (2013) film.
Exhibit 3	Plaintiffs' 2001 film credit showing Taje Monbo as the Author of the 12 O'Clock Boyz 2001 VHS film. (excerpts)
Exhibit 4	<ul style="list-style-type: none">▪ Plaintiffs' Trademark Registration No. 4991835 issued on July 5, 2016 for the 12 O'Clock Boyz Mark▪ Plaintiffs' Trademark Registration No. 4991753 issued on July 5, 2016 for the 12 O'Clock Boyz Mark▪ Plaintiffs' Trademark Registration No. 5021939 issued on August 16, 2016 for the 12 O'Clock Boyz Mark▪ Plaintiffs' Trademark Registration No. 5338490 issued on September 5, 2017 for the 12 O'Clock Boyz Mark
Exhibit 5	Red Gap Film Group, LLC's Article of Organization filed May 24, 2012 with the State of Maryland.
Exhibit 6	Vertical Entertainment, LLC's Article of Organization filed October 28, 2009 with the State of Maryland.
Exhibit 7	Printout of the State of Maryland's online database showing Red Gap Film Group, LLC in "FORFEITED" status

- Exhibit 8 Oscilloscope Laboratories' publicity flyer from 2009 with Oscilloscope Pictures' address listed as 511 Canal Street, #5E, New York, NY 10013
- Exhibit 9 Oscilloscope Inc.'s Biennial Corporate Statements with Oscilloscope Inc. address listed as 511 Canal Street, #5E, New York, NY 10013 for the period of 2013, 2015 and 2017
- Exhibit 10 IMDB page for Daniel Berger
- Exhibit 11 IMDB page for the infringing 12 O'Clock Boys Feature Adaptation
- Exhibit 12 Overbrook Entertainment and Sony Pictures Entertainment's Casting Call released on September 1, 2018 on Backstage.com for the 12 O'Clock Boys Feature Adaptation
- Exhibit 13 The Press Notes from 2014 for the infringing 12 O'Clock Boys (2013) film.
- Exhibit 14 Baltimore City Paper archived article from May 21, 2003 entitled "High Noon: Taking it to the Streets with the 12 O'Clock Boyz"
- Exhibit 15 Wildout Wheelie Boyz, LLC's Article of Organization filed September 22, 2010 with the State of Maryland.
- Exhibit 16 Ride Magazine article from June 8, 2011 on the Wildout Wheelie Boyz entitled "Wildout Wheelie Boyz: Baltimore's Boyz have become a national tail-scrapin' sensation".
- Exhibit 17 Raise It Up Entertainment, LLC's Article of Organization filed October 20, 2011 with the State of Maryland.
- Exhibit 18 Baltimore Sun article from November 14, 2010 entitled "Riding dirty -- Dirt bike culture: Menace to society or art form?"
- Exhibit 19 Wildout Wheelie Boyz merchandise sold on Rageon.com
- Exhibit 20
- Raise It Up merchandise sold on Riseartdesign.com
 - Raise It UP DVD sold on RaiseItUpTV.com
- Exhibit 21 12 O'Clock Boyz merchandise
- Exhibit 22
- Wildout Wheelie Boyz Facebook page
 - Wildout Wheelie Boyz Twitter account

- Exhibit 23
 - Raise It Up YouTube account
 - Raise It Up Twitter account
- Exhibit 24
 - 12 O'Clock Boyz Twitter account
 - 12 O'Clock Boyz YouTube account
 - 12 O'Clock Boyz Wikipedia page
- Exhibit 25 12 O'Clock Boys (2013) Film Credit (portion)
- Exhibit 26 Rider wearing a Wildout Wheelie Boyz T-Shirt in the 12 O'Clock Boys (2013) Film.
- Exhibit 27 Kickstarter Campaign launched on February 4, 2013 by Lotfy Nathan
- Exhibit 28 Moveable Fest article from January 30, 2014 entitled "Interview: Lotfy Nathan on Riding High With " 12 O'Clock Boys""
- Exhibit 29 New York Times article from January 24, 2014 entitled "Running Wild, Wheelies to the Wind"
- Exhibit 30 Lotfy Nathan and Vertical Entertainment's Copyright Registration PAu003430990 entitled "The Twelve O'Clock Boyz" issued on December 8, 2009 from the U.S. Copyright Office Online Database
- Exhibit 31 Snapshot of Title Card from Taje Monbo's 12 O'Clock Boyz: Paparazzi Edition (2003) Film showing the number "12" spelled out as "Twelve"
- Exhibit 32 DVD Evidence of Creative Mornings Talk of Eric Blair published March 20, 2014 on YouTube
- Exhibit 33 Press Notes from 2014 for Lotfy Nathan's 12 O'Clock Boys (2013) Film
- Exhibit 34 Pug wearing Wildout Wheelie Boyz T-Shirt
- Exhibit 35 Letter dated October 20, 2014 from Astrachan Gunst Thomas, P.C., counsel for Taje Monbo to Lotfy Nathan, Oscilloscope, Inc., Red Gap Film Group, LLC, and Daniel Berger and David Laub (Co-Presidents of Oscilloscope Laboratories)
- Exhibit 36 Letter dated November 21, 2017 from Manis Rapkowski,LLP, counsel for Oscilloscope Pictures, Inc. to Deafueh Monbo (dba 12 O'Clock Boyz)
- Exhibit 37 Notarized Affidavit of Michael [REDACTED] dated July 25, 2018 in Oscilloscope Pictures v. Monbo, et al., Case No: 1:17-CV-07458-MKB-ST; United States District Court for the Eastern District of New York

- Exhibit 38 Filmmaker Magazine article from March 9, 2013 entitled "Five Questions with 12 O'Clock Boys Director Lotfy Nathan"
- Exhibit 39 Domain Registration from January 9, 2013 for 12oclockboys.com showing Lotfy Nathan as registrant.
- Exhibit 40 Domain Registration after January 9, 2013 for 12oclockboys.com showing Oscilloscope Pictures as registrant.
- Exhibit 41 12OClockboys.com website
- Exhibit 42 Certified letter dated February 18, 2016 from Deafueh Monbo (dba 12 O'Clock Boyz) to Overbrook Entertainment, Will Smith and James Lassiter
- Exhibit 43 Certified letter dated April 5, 2016 from Deafueh Monbo (dba 12 O'Clock Boyz) to Overbrook Entertainment, Will Smith and James Lassiter
- Exhibit 44 Certified letter dated April 14, 2016 from Grodsky & Olecki, LLP, counsel for Overbrook Entertainment to Deafueh Monbo (dba 12 O'Clock Boyz)
- Exhibit 45 Deadline.com article from September 19, 2018 entitled "Sony & Overbrook Entertainment Team On Film About Dirt-Bike Riders"
- Exhibit 46 Baltimore Sun article from October 30, 2018 entitled "Dirt bikers zip through West Baltimore while filming movie scenes" showing Overbook Entertainment and Sony Pictures Entertainment filming a scene on North Monroe Street.
- Exhibit 47 DVD Evidence of interview of Caleb Pinkett and Angel Manuel Soto published November 24, 2018 by Interviewer Betty Boo.
- Exhibit 48 Wikipedia page created September 19, 2018 entitled "12 O'Clock Boys (upcoming film)"
- Exhibit 49 IMDB page showing "12 O'Clock Boys" as the working title for Feature Adaptation
- Exhibit 50 Twitter Tweet of Justin Fenton, a reasonable third-party from September 1, 2018
- Exhibit 51 Revision history for the Wikipedia page entitled "12 O'Clock Boys (upcoming film)"
- Exhibit 52 Red Gap Film Group, LLC's Copyright Registration PAu003699143 entitled "12 O'Clock Boys" issued on September 6, 2013 from the U.S. Copyright Office Online Database
- Exhibit 53 Wall Street Journal article from February 2, 2014 entitled "Shooting the Two-Hour Wheelie"

- Exhibit 54 Full Copyright Application of Red Gap Film Group, LLC's for Registration PAu003699143 entitled "12 O'Clock Boys" issued on September 6, 2013
- Exhibit 55 Copyright Office email correspondences with Lotfy Nathan for PAu003699143
- Exhibit 56 Southwest Film Festival (SXSW) event schedule from March 10, 2013 for 12 O'Clock Boys screening date.
- Exhibit 57 Editor, Patrick Wright's Copyright Registration PAu003636756 entitled "The Twelve O'Clock Boyz" issued on October 16, 2012
- Exhibit 58 Full Copyright Application of Lotfy Nathan and Vertical Entertainment for Copyright Registration PAu003430990 entitled "The Twelve O'Clock Boyz" issued on December 8, 2009
- Exhibit 59 Twitter search results for the 12 O'Clock Boyz Mark (72 pages)