

1 GIBSON, DUNN & CRUTCHER LLP  
Theodore J. Boutrous, Jr., SBN 132099  
2 fboutrous@gibsondunn.com  
Michael H. Dore, SBN 227442  
3 mdore@gibsondunn.com  
333 South Grand Avenue  
4 Los Angeles, California 90071-3197  
(213) 229-7000 Phone  
5 (213) 229-7520 Facsimile

6 Attorneys for Plaintiffs  
NBC STUDIOS, INC.; JAY LENO; RITA  
7 RUDNER; JIMMY BROGAN; DIANE  
NICHOLS; and SUE PASCOE

9 UNITED STATES DISTRICT COURT  
10 CENTRAL DISTRICT OF CALIFORNIA  
11 WESTERN DIVISION

12  
13 NBC STUDIOS, INC., a Delaware  
corporation; JAY LENO;  
14 RITA RUDNER; JIMMY BROGAN;  
DIANE NICHOLS; and SUE PASCOE,

15 Plaintiffs,

16 v.

17 JUDY BROWN; ANDREWS MCMEEL  
PUBLISHING, LLC, a Missouri limited  
18 liability company; STERLING  
PUBLISHING CO., INC., a Delaware  
19 corporation; QUIRK PRODUCTIONS,  
INC., a Pennsylvania corporation;  
20 RONNIE SELLERS PRODUCTIONS,  
INC., a Maine corporation; OUTLAND  
21 COMMUNICATIONS, LLC, a  
New York limited liability company;  
22 THE ROWMAN & LITTLEFIELD  
PUBLISHING GROUP, INC., a  
23 Delaware corporation; and DOES ONE  
through TEN, inclusive,

24 Defendants.

CV-06-7572

Case No. \_\_\_\_\_

**COMPLAINT FOR COPYRIGHT  
INFRINGEMENT; FALSE  
ENDORSEMENT; AND  
DECLARATORY RELIEF**

**DEMAND FOR JURY TRIAL**

25 The basis for this Court's exercise of jurisdiction over this suit is 28 U.S.C.  
26 § 1331 and 28 U.S.C. § 1338(a). Plaintiffs NBC Studios, Inc. ("NBC"); Jay Leno;  
27 Rita Rudner; Jimmy Brogan; Diane Nichols; and Sue Pascoe ("Plaintiffs") allege  
28

2006 NOV 29 PM 12:43  
CLERK OF DISTRICT COURT  
LOS ANGELES

FILED

1 against Defendants Judy Brown; Andrews McMeel Publishing, LLC;  
2 Sterling Publishing Co., Inc.; Quirk Productions, Inc.; Ronnie Sellers Productions,  
3 Inc.; Outland Communications, LLC; The Rowman & Littlefield Publishing Group,  
4 Inc.; and Does One through Ten, inclusive (“Defendants”) as follows:

5 **INTRODUCTION**

6 1. Comedians work very hard to put their ideas into words and to express  
7 themselves in a way that will make people laugh. Each joke is a story, and each word  
8 serves a purpose in reaching that ultimate goal. The Plaintiffs here are comedians (or  
9 their representatives) who have worked for years writing and delivering such jokes,  
10 whether in comedy clubs, on television, or in books. Defendant Judy Brown and her  
11 publishers have co-opted Plaintiffs’ efforts and turned out approximately nineteen  
12 “joke books” over the past decade that collect and reproduce comedians’ jokes.  
13 Throughout at least part of this time, Ms. Brown apparently covered the Los Angeles  
14 comedy scene as a journalist – thus she has stolen the jokes of the very comedians she  
15 was supposed to be writing about. Ms. Brown has even sent representatives to comedy  
16 clubs to record comedians’ routines, so she can then copy the jokes into her books and  
17 profit from the original comedic works of others. Her books credit the comedians who  
18 wrote the jokes, which only serves to make the copyright violations more egregious:  
19 the books sell precisely *because* they include jokes by famous comedians, and they are  
20 marketed *on that very basis*.

21 2. Ms. Brown readily acknowledges that “Writing a joke is a craft.”  
22 Los Angeles Times, January 29, 1999, at E2. She further admits in her books: “I hafta  
23 thank the comedians and other succinct wits whose words, and the specific way they  
24 arrange them, make up this book.” *The Funny Pages* and *Funny You Should Say That*.  
25 And she knows it is hard work: “I’ve experienced firsthand the blood, sweat, and  
26 laughter involved in carving out truly funny and insightful material . . . .” 1349  
27 *Hilarious Jokes* and *Joke Stew*.

28



1 “Plaintiff Comedians”) hold the rights of publication, adaptation, distribution, and  
2 performance (and the right to authorize any of these things) with respect to their  
3 original works of authorship (in the case of Ms. Pascoe, the works originated by her  
4 deceased husband Ronnie Shakes).

5 6. Plaintiff NBC learned in Summer 2006 that Defendants have published  
6 and placed on the market a number of “joke books” that contain substantial amounts of  
7 published comedic material that is wholly original with Plaintiffs. This copying only  
8 recently came to the attention of the other plaintiffs as well. Plaintiffs allege on  
9 information and belief that several of Brown’s books have had subsequent printings  
10 after their initial publication.

11 7. These joke books reproduce the original material of numerous comedians,  
12 including Plaintiffs. As the back cover of Defendant Brown’s book entitled *Getting*  
13 *Old is a Joke* describes:

14 Editor Judy Brown (author of *Mom - This Joke’s For You, Dad - This*  
15 *Joke’s For You, Joke Soup*, and *The Funny Pages*, among others) has  
16 compiled jokes from the shining stars of stand-up comedy such as Ellen  
17 DeGeneres, Joan Rivers, Jerry Seinfeld, Lucille Ball, Jay Leno, Tim Allen  
18 and more!

19 8. Ms. Brown’s mere collections of these jokes does not legitimize her (and  
20 her publishers’) wholesale and unauthorized reproduction of them. Brown is no  
21 “author.” She is simply packaging the original copyrighted work of Plaintiffs, drawing  
22 and profiting from a well of creativity that is not her own. Two especially fertile areas  
23 of supply for Brown are the jokes of Plaintiffs Jay Leno (whether via *The Tonight*  
24 *Show with Jay Leno* or individually) and Rita Rudner. *Jokes To Go*, for example, has  
25 approximately 1,386 jokes. Of that, approximately 106 are attributed to Jay Leno and  
26 approximately 62 are attributed to Rita Rudner, which amounts to more than 12% of  
27 the book. Jokes by several other Plaintiffs appear in that book as well. Brown’s *The*  
28 *Funny Pages* includes approximately 231 Jay Leno jokes, amounting to more than

1 15% of the entire book. *She's So Funny* copies approximately 116 Rita Rudner jokes.  
2 The hollow attribution of these jokes to Plaintiffs does not permit Defendants to poach  
3 profits from Plaintiffs' efforts and, indeed, it is by attributing the jokes to famous  
4 comedians that Defendants are able to market the books and maximize their profits.

5 9. Defendants' joke books typically reproduce Plaintiffs' jokes not only  
6 inside the respective books, but also on the back cover as an advertising and  
7 "sampling" of what can be found inside the book. The back cover of *Jokes to Go*, for  
8 example, states "Jay Leno on accidents: 'There was a 194-car crash in L.A. Luckily,  
9 the guy in the first car was still able to complete his cell phone call.'" The back cover  
10 of *The Funny Pages* states: "Rita Rudner on cooking: 'Men like to barbecue. Men will  
11 cook if danger is involved.'" These reproduced jokes, and the prominent placement of  
12 the names of comedians (including several Plaintiffs) on the outside of Defendants'  
13 joke books falsely suggests to consumers that comedians listed are involved in the  
14 creation of those books and endorse them.

15 10. Ms. Brown and the other Defendants show no signs of ceasing their  
16 practice of unlawfully reproducing Plaintiffs' original material. In fact, it appears that  
17 Ms. Brown and Defendant Rowman & Littlefield Publishing Group, Inc. plan the  
18 imminent publication of other such works despite the lack of any right to do so.  
19 Plaintiffs have objected to Ms. Brown's unauthorized and infringing use of their works  
20 in these books, and insisted that she cease and desist, yet apparently she intends to  
21 continue copying Plaintiffs' jokes for her commercial gain.

22 **PARTIES**

23 11. Plaintiff NBC is a corporation organized and existing under the laws of  
24 the State of New York.

25 12. Plaintiff Jay Leno is an individual and was at all times relevant a citizen  
26 of the State of California residing in Los Angeles County, California.

27 13. Plaintiff Rita Rudner is an individual and was at all times relevant a  
28 citizen of the State of Nevada residing in Clark County, Nevada.

1           14. Plaintiff Jimmy Brogan is an individual and was at all times relevant a  
2 citizen of the State of California residing in Los Angeles County, California.

3           15. Plaintiff Diane Nichols is an individual and was at all times relevant a  
4 citizen of the State of California residing in Los Angeles County, California.

5           16. Plaintiff Sue Pascoe (the widow of Ronnie Shakes) is an individual and at  
6 all times relevant was a citizen of the State of California residing in Los Angeles  
7 County, California.

8           17. On information and belief, Plaintiffs allege that Judy Brown, an  
9 individual, was at all times relevant a citizen of the State of California residing in  
10 Los Angeles County, California.

11           18. On information and belief, Plaintiffs allege that Defendant Andrews  
12 McMeel Publishing, LLC is a limited liability company organized and existing under  
13 the laws of the State of Missouri.

14           19. On information and belief, Plaintiffs allege that Defendant Sterling  
15 Publishing Co., Inc. is a corporation organized and existing under the laws of the State  
16 of Delaware.

17           20. On information and belief, Plaintiffs allege that Defendant Quirk  
18 Productions, Inc. is a corporation organized and existing under the laws of the State of  
19 Pennsylvania.

20           21. On information and belief, Plaintiffs allege that Defendant Ronnie Sellers  
21 Productions, Inc. is a corporation organized and existing under the laws of the State of  
22 Maine.

23           22. On information and belief, Plaintiffs allege that Defendant Outland  
24 Communications, LLC is a limited liability company organized and existing under the  
25 laws of the State of New York.

26           23. On information and belief, Plaintiffs allege that Defendant The Rowman  
27 & Littlefield Publishing Group, Inc. is a corporation organized and existing under the  
28 laws of the State of Delaware.



1 adapt, and distribute every episode of *The Tonight Show with Jay Leno*, and all the  
2 material contained therein.

3 30. NBC has not licensed or authorized Defendants to record, reproduce,  
4 publish, adapt, or distribute any portion of *The Tonight Show with Jay Leno*.

5 **PLAINTIFF COMEDIANS HOLD THE RIGHTS TO**  
6 **REPRODUCE, PUBLISH, ADAPT, PERFORM, AND DISTRIBUTE**  
7 **THEIR ORIGINAL WORKS OF AUTHORSHIP**

8 31. Plaintiff comedians, including Jay Leno individually (and not in  
9 conjunction with *The Tonight Show with Jay Leno*) and Sue Pascoe (who holds the  
10 copyrights formerly held by her deceased husband Ronnie Shakes) have created and  
11 written original stand-up comedy routines for public performance in comedy clubs and  
12 other venues. These routines have been fixed in a variety of tangible forms including,  
13 but not limited to, written notes, broadcast and cable television programs, video  
14 recordings, sound recordings, books and other print media. These comedy routines  
15 contain a large amount of material wholly original with Plaintiffs. This original  
16 material is copyrightable subject matter under the laws of the United States.

17 32. Plaintiffs have either registered or applied for registration of jokes  
18 contained in Defendants' joke books, and none of Plaintiffs has licensed or authorized  
19 Ms. Brown or the other Defendants to record, reproduce, publish, adapt, or distribute  
20 any portion of his or her original material, whether in its original form or as a  
21 derivative work, for use in Defendant Brown's joke books.

22 **DEFENDANTS' WRONGFUL CONDUCT**

23 33. Judy Brown has been engaged in the systematic and repeated violation of  
24 the copyrights of Plaintiffs and other comedians. Using a variety of means she has  
25 collected Plaintiffs' jokes and then reprinted them in books under her own by-line.  
26 She engaged in some of this wrongful conduct even while she was acting as a  
27 journalist supposedly covering the very comedians from whom she was stealing  
28 material. She and the other Defendants actively encourage consumers to buy these

1 books so they too can violate Plaintiffs' copyrights and other rights by using the jokes  
2 themselves in speeches, comedy routines and other activities. In marketing these  
3 books, she and the other Defendants falsely suggest that Plaintiffs and other comedians  
4 actually endorse the publication of these books.

5 34. Plaintiffs allege on information and belief that Defendant Brown obtains  
6 at least some of the jokes reproduced in her books by sending representatives to tape  
7 record performances by comedians; many of the jokes recorded by Ms. Brown's  
8 representatives have been previously fixed in, among other things, written notes.  
9 Plaintiffs allege on information and belief that these performances then are transcribed  
10 and excerpts are used in Defendants' books.

11 35. Jokes written by comedians like Plaintiffs make up the content of  
12 Defendant Brown's books. In fact, Ms. Brown and Defendants together have  
13 published and/or licensed at least *nineteen* of these books containing thousands of  
14 jokes created by Plaintiffs and others.

15 36. For example, Defendant Andrews McMeel Publishing, LLC apparently  
16 has published and placed on the market at least eight of these collected works,  
17 including *Joke Express: Instant Delivery of 1,424 Funny Bits from the Best Comedians*  
18 (published, according to Andrews McMeel's website, in October 2006), *Squeaky*  
19 *Clean Comedy: 1512 Dirt-Free Jokes from the Best Comedians* (2005), *She's So*  
20 *Funny* (2004), *Jokes to Go: 1,386 of the Funniest Bits from the Best Comedians*  
21 (2003), *The Funny Pages: 1,473 Jokes from Today's Funniest Comedians* (2002),  
22 *Funny You Should Say That* (2002), *Joke Stew: 1,349 More Hilarious Servings* (2000),  
23 and *Joke Soup* (1998).

24 37. Defendant Sterling Publishing Co., Inc. has published and placed on the  
25 market at least one such collected work: *Love's Funny that Way: 800 Terrific Jokes*  
26 *about Romance and Relationships* (2005).

27 38. Defendant Quirk Productions, Inc. has published and placed on the market  
28 at least one such collected work: *Comedy Thesaurus* (2005).

1           39. Defendant Ronnie Sellers Productions, Inc. has published and placed on  
2 the market at least three of these collected works, including *Getting Old is a Joke*  
3 (2006), *Mom This Jokes For You: The Best Mom Jokes from the Funniest Comedians*  
4 (2004), and *Dad This Jokes For You: The Best Dad Jokes from the Funniest*  
5 *Comedians* (2004).

6           40. Defendant Outland Communications, LLC has published and placed on  
7 the market at least one such collected work: *The Best Damn Sex Jokes Period!: Over*  
8 *450 of The Funniest Sex Jokes from the Best Professional Comedians* (2005).

9           41. The aforementioned collected works are available for pre-order or  
10 purchase from various retailers, including Amazon.com, BarnesandNoble.com, and  
11 Buy.com.

12           42. Each of the aforementioned books contains copyrighted material by at  
13 least one Plaintiff. Examples of Plaintiffs' protected works in Defendants' books  
14 include, but are not limited to:

15           a. "Major League baseball has asked the players to stop tossing  
16 baseballs into the stands during games, because fans fight over them and get  
17 hurt. In fact, the Florida Marlins said that's why they never hit any home runs.  
18 It's a safety issue. —Jay Leno" *Squeaky Clean Comedy*, page 230.

19           b. "It gets harder to name children when you get older. Because by  
20 the time you're in your thirties every name you think of reminds you of someone  
21 you hate. We have to hurry, we're down to Jethro and Nefertiti. —Rita  
22 Rudner" *Squeaky Clean Comedy*, page 189.

23           c. "I'm glad God gave the Ten Commandments to a man. A  
24 woman would have thought, 'I know that's what he said, but I don't think  
25 that's what he meant.' —DIANE NICHOLS" *She's So Funny*, page 114.

26           d. "After twelve years of therapy my psychiatrist said something that  
27 brought tears to my eyes, 'No hablo inglés.' —Ronnie Shakes" *The Comedy*  
28 *Thesaurus*, page 419.

1 e. "I grew up in a mobile home. When I was a kid, I ran away from  
2 home, and it followed me. —*Jimmy Brogan*" *The Comedy Thesaurus*,  
3 page 223.

4 43. Defendant Brown, in concert with Taylor Trade Publishing, an imprint of  
5 Defendant Rowman & Littlefield Publishing Group, apparently plans to publish and  
6 place on the market a new collected work entitled *The Best Damn Sports Jokes*.  
7 Plaintiffs are informed and believe, and on the basis of such information and belief  
8 allege, that this work will include Plaintiffs' copyrighted material, as well as  
9 unpublished works original with Plaintiffs. According to its own website, Defendant  
10 Rowman & Littlefield plans a March 2007 publication date for *The Best Damn Sports*  
11 *Jokes*. Defendant Rowman & Littlefield's website has advertised the work as follows:

12 Here are over 500 of the funniest bits from professional comedians of all sorts,  
13 from baseball, football, and basketball to hunting and fishing. Judy Brown  
14 collects jokes from such top comedians as Jay Leno, Jerry Seinfeld, Chris Rock,  
15 Dave Chappelle, Bill Maher, Ellen Degeneres, Adam Sandler, David Letterman,  
16 George Carlin, Conan O'Brien, and many, many more.

17 44. *The Best Damn Sports Jokes* is available for "pre-order" through  
18 Defendant Rowman & Littlefield's website and various other retailers such as  
19 Amazon.com and Buy.com.

20 45. Defendants used and are using Plaintiffs' names and original works for  
21 the purpose of advertising, selling, and soliciting purchases of Defendant Brown's  
22 books by prominently placing Plaintiffs' names and/or original works on the back  
23 cover of at least seven (7) of Defendant's books (*1,349 Hilarious Jokes*, *Comedy*  
24 *Thesaurus*, *The Funny Pages*, *It's a Man's World*, *Jokes to Go*, *She's So Funny*, and  
25 *Squeaky Clean Comedy*). Ms. Brown solicits jokes from lesser-known comedians by  
26 making postings on websites like chucklemonkey.com, on which Ms. Brown declared:  
27 "APPEAR ALONGSIDE SEINFELD, LENO, ELLEN" and entices submissions by  
28 noting that "some of the comedians have used their inclusion alongside the famous

1 comedians to promote themselves.” In other words, she uses the jokes she has, without  
2 authorization, taken from Plaintiffs and others to attract more material for her books.

3 46. The practices described herein falsely suggest that Plaintiffs are involved  
4 in the creation of the books and endorse the books.

5 47. Defendants have encouraged others to infringe on Plaintiffs’ copyrighted  
6 works and publicity rights by advertising their books as a resource for purchasers to  
7 find jokes organized by subject-matter, so the jokes can be further copied and repeated  
8 by others without Plaintiffs’ authorization. For example, the back cover of *The Funny*  
9 *Pages* reads: “Whether you’re a speechwriter, student, businessperson, or someone  
10 who just appreciates great humor, you’re sure to find what you’re looking for in this  
11 combination humor-reference book and joke collection.” Similarly, the back cover of  
12 *Jokes to Go* encourages readers to purchase the book in order to conveniently “[e]njoy  
13 jokes on any subject at your convenience . . . without paying the two-drink minimum  
14 at a comedy club.”

15 48. Plaintiffs have put Ms. Brown and other of the Defendants on notice of  
16 their infringing behavior. During the summer of 2006, Plaintiffs contacted Defendant  
17 Brown and certain of her publishers (including defendant Andrews McMeel  
18 Publishing, LLC) requesting that they cease and desist any further publication of said  
19 collected works and abandon plans for future publication of infringing works.  
20 Nevertheless, Brown apparently has continued to create books that willfully and  
21 knowingly infringe on Plaintiffs’ works.

22 49. Defendant Brown apparently was well aware of the allegations that her  
23 books were infringing comedians’ copyrights in their jokes. In June 2006, for  
24 example, someone claiming to be Judy Brown posted an item on Amazon.com in  
25 response to a complaint that Brown was stealing comedians’ material. The response  
26 acknowledged that Brown uses comedians’ jokes but claimed to be entitled to do so.  
27 Plaintiffs allege on information and belief that Defendant Brown in fact posted the  
28 response.



1 57. Defendants' repeated and threatened publication and distribution of  
2 collected works consisting almost entirely of Plaintiffs' copyrighted and original jokes  
3 and other comic material is not only unauthorized, but is in fact willful infringement.

4 58. The ongoing unauthorized infringement and distribution by Defendants of  
5 said collected works, unless enjoined, is likely to continue.

6 59. Defendants' acts described herein have allowed Defendants to wrongfully  
7 profit at the expense of Plaintiffs.

8 **SECOND CLAIM FOR RELIEF**

9 **FALSE ENDORSEMENT (LANHAM ACT 15 U.S.C. § 1125)**

10 **(As to all Defendants)**

11 60. Plaintiffs incorporate the allegations of Paragraphs 1 through 52 in this  
12 claim for relief.

13 61. Plaintiffs allege on information and belief that Defendants have  
14 knowingly and deliberately used various Plaintiffs' names in the advertising and  
15 marketing of Defendants' books.

16 62. Reasonable consumers would believe that Plaintiffs endorse Defendants'  
17 books, even though Plaintiffs have not given such endorsement.

18 63. Plaintiffs have suffered a commercial injury from Defendants' conduct  
19 because, among other things, Defendants have diluted the market for Plaintiffs' work  
20 (including legitimate compilations of Plaintiffs' jokes).

21 64. Defendants' have directly profited from their wrongful conduct at the  
22 Plaintiffs' expense.

23 **THIRD CLAIM FOR RELIEF**

24 **CONTRIBUTORY INFRINGEMENT**

25 **(As to all Defendants)**

26 65. Plaintiffs incorporate the allegations of Paragraphs 1 through 59 in this  
27 claim for relief.

28



1           WHEREFORE, Plaintiffs pray for judgment in their favor and against

2 Defendants as follows:

3           A.    Declaring that Defendants:

- 4               1.    have no right to copy, adapt, publish or distribute in print form or  
5                    otherwise any of Plaintiffs' copyrighted comedic material;  
6               2.    have violated the Copyright Act in making and distributing any  
7                    such copy or publication;

8           B.    Permanently enjoining Defendants, their agents, servants, employees,  
9 officers, attorneys, and all other persons in active concert or participation with  
10 Defendants from copying, publishing, advertising, distributing, promoting, offering for  
11 sale, or selling any infringing materials; and further requiring Defendants to deliver to  
12 the Court for destruction or otherwise disposing of all such materials and means for  
13 producing same in Defendants' possession and control.

14          C.    Awarding Plaintiffs all damages that they have sustained as a  
15 consequence of Defendants' acts complained of herein, including any authorized actual  
16 damages and statutory damages for infringement, willful infringement, contributory  
17 infringement and false endorsement;

18          D.    Ordering Defendants to pay to Plaintiffs all the gains, profits, saving, and  
19 advantages realized by Defendants by reasons of their acts complained of herein;

20          E.    Awarding Plaintiffs the costs of this suit, including reasonable attorneys'  
21 fees and expenses and prejudgment interest; and

22          F.    Granting Plaintiffs such other and further relief as the Court may deem  
23 just.

24 //

25 //

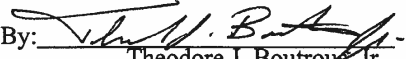
26 //

27 //

28 //

1 Dated: November 29, 2006

2 GIBSON, DUNN & CRUTCHER LLP  
3 Theodore J. Boutros, Jr.  
4 Michael H. Dore

5 By:   
6 Theodore J. Boutros, Jr.

7 Attorneys for Plaintiffs  
8 NBC Studios, Inc.; Jay Leno; Rita Rudner;  
9 Jimmy Brogan; Diane Nichols; and Sue Pascoe  
10

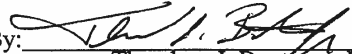
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**DEMAND FOR JURY TRIAL**

1  
2 Plaintiffs NBC Studios, Inc.; Jay Leno; Rita Rudner; Jimmy Brogan; Diane  
3 Nichols; and Sue Pascoe hereby demand, and exercise their right to demand, a jury  
4 trial in this action.  
5

6 Dated: November 29, 2006

7 GIBSON, DUNN & CRUTCHER LLP  
8 Theodore J. Boutros, Jr.  
9 Michael H. Dore

10 By:   
Theodore J. Boutros, Jr.

11 Attorneys for Plaintiffs  
12 NBC Studios, Inc.; Jay Leno; Rita Rudner;  
13 Jimmy Brogan; Diane Nichols; and Sue Pascoe  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**DECLARATION OF THEODORE J. BOUTROUS, JR.**

I am a lawyer admitted to practice in the State of California and before this Court, a partner in the law firm of Gibson, Dunn & Crutcher LLP, and counsel for Plaintiffs in this matter. I have personal knowledge of all facts herein stated. If called as a witness, I could and would testify competently to the following:

1. Comedic material owned by and/or attributed to each plaintiff in this action (or an affiliate of that plaintiff) has been reproduced in a "joke book" edited by Judy Brown.
2. Each defendant appears to have been directly involved in the publication of joke books edited by Judy Brown.
3. It is my belief that the interests of justice will be advanced, and a multiplicity of actions avoided, by joinder of all plaintiffs in this action against all defendants because each plaintiff's claims arise from the same "joke books" edited by defendant Judy Brown and published by the other defendants.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this 28th day of November, 2006.

  
Theodore J. Boutrous, Jr.  
Declarant

100078139\_2.DOC