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10 **UNITED STATES DISTRICT COURT**  
 11 **CENTRAL DISTRICT OF CALIFORNIA**

12 JOE GREGORY CARLINI, an  
 13 individual,

14 Plaintiff,

15 v.

16 PARAMOUNT PICTURES  
 17 CORPORATION, a Delaware  
 18 corporation; WILL PACKER  
 19 PRODUCTIONS, INC., a California  
 20 corporation; BLACK  
 21 ENTERTAINMENT TELEVISION,  
 22 LLC, a district of Columbia limited  
 23 liability corporation; TINA  
 24 GORDON CHISM, an individual;  
 25 PETER HYUCK, an individual;  
 26 ALEX GREGORY, an individual;  
 27 JAS WATERS, an individual; WILL  
 28 PACKER, an individual; JAMES  
 LOPEZ, an individual; and DOES 1  
 through 100, inclusive,

Defendants.

Case No.:

**COMPLAINT FOR:**

1. **COPYRIGHT INFRINGEMENT (17 U.S.C. § 101, ET SEQ.);**
2. **DECLARATORY JUDGMENT;**
3. **UNFAIR COMPETITION (CAL. BUS. & PROF. CODE SECTION 17200, ET SEQ.); AND**
4. **BREACH OF IMPLIED-IN-FACT CONTRACT**

**DEMAND FOR JURY TRIAL**

1 Plaintiff JOE GREGORY CARLINI (“Carlini” or “Plaintiff”), by and  
2 through his undersigned attorneys, hereby demands a jury trial, and for his  
3 Complaint against PARAMOUNT PICTURES CORPORATION, a Delaware  
4 corporation (“Paramount”), WILL PACKER PRODUCTIONS, INC., a California  
5 corporation (“WPP”), BLACK ENTERTAINMENT TELEVISION, LLC, a district  
6 of Columbia limited liability corporation (“BET”), TINA GORDON CHISM, an  
7 individual (“Chism”); PETER HYUCK, an individual (“Hyuck”) ALEX  
8 GREGORY, an individual (“Gregory”), JAS WATERS, an individual (“Waters”),  
9 WILL PACKER, an individual (“Packer”), JAMES LOPEZ, an individual  
10 (“Lopez”), and DOES 1 through 100, inclusive (collectively “Defendants”), alleges  
11 as follows:

12 **PARTIES**

13 1. Plaintiff Joe Gregory Carlini is a California resident living in  
14 Hollywood, California. Carlini is an author and screenwriter.

15 2. Defendant Paramount Pictures Corporation is a Delaware corporation  
16 with its headquarters and principal place of business in Los Angeles County,  
17 California.

18 3. Defendant Will Packer Productions, Inc. is a California corporation  
19 with its headquarters in Los Angeles County, California.

20 4. Defendant Black Entertainment Television, LLC, is a District of  
21 Columbia limited liability corporation doing business in Los Angeles County,  
22 California.

23 5. Defendant Tina Gordon Chism is an individual believed to have  
24 performed the acts and omissions herein referenced in the County of Los Angeles,  
25 State of California.

26 6. Defendant Peter Hyuck is an individual believed to have performed the  
27 acts and omissions herein referenced in the County of Los Angeles, State of  
28 California.

1           7. Defendant Alex Gregory is an individual believed to have performed  
2 the acts and omissions herein referenced in the County of Los Angeles, State of  
3 California.

4           8. Defendant Jas Waters is an individual believed to have performed the  
5 acts and omissions herein referenced in the County of Los Angeles, State of  
6 California.

7           9. Defendant Will Packer is an individual believed to have performed the  
8 acts and omissions herein referenced in the County of Los Angeles, State of  
9 California.

10          10. Defendant James Lopez is an individual believed to have performed  
11 the acts and omissions herein referenced in the County of Los Angeles, State of  
12 California.

13          11. The true names and capacities, whether individual, corporate,  
14 partnership, associate, agent, employee, or otherwise of defendants named in this  
15 complaint as Does 1 through 100, inclusive (the “Doe Defendants”), are unknown  
16 to Plaintiff, who therefore sues such defendants by such fictitious names. Plaintiff  
17 will amend this complaint to allege the true names and capacities of the Doe  
18 Defendants when he has ascertained the same. Plaintiff is informed and believes,  
19 and on that basis alleges that, at all relevant times, the Doe Defendants were  
20 responsible in some manner for the conduct herein alleged and proximately caused  
21 Plaintiff’s damages. Plaintiff is informed and believes, and on that basis alleges that,  
22 at all relevant times, the Doe Defendants were the agents of, and/or were acting in  
23 concert with, each of the other defendants and, in doing the things alleged, were  
24 acting within the scope of such agency. Any reference to the named defendants  
25 herein shall also constitute a reference to the Doe Defendants.

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1 **JURISDICTION AND VENUE**

2 12. This action arises under the Copyright Act of the United States, 17  
3 U.S.C. Section 501, et seq. The jurisdiction of this Court is invoked pursuant to 28  
4 U.S.C. Sections 1338 (a).

5 13. Venue is properly laid in this Court pursuant to 28 U.S.C. Sections  
6 1391(b) and 1400(a) in that the claim arises in this district and the Defendants may  
7 be found and transact business in this district.

8 **FACTUAL BACKGROUND**

9 14. Plaintiff Carlini is an author and screenwriter. Carlini has won two  
10 regional Emmy Awards and had his work shown on major television networks.  
11 Additionally, Carlini sold his first feature film at Cannes Film Festival and the same  
12 film was also exhibited at the Mall of America.

13 **A. Plaintiff’s Screenplay, *What The F Is He Thinking?***

14 15. In 2014, Plaintiff began writing an original screenplay for a feature-  
15 length film along with David Collins (“Collins”), which had as its central plot point  
16 a woman obtaining the ability to hear men’s thoughts. By 2015, Plaintiff and Collins  
17 had written a complete draft of the screenplay, titled *What The F Is He Thinking?*

18 16. In August 2015, Plaintiff registered *What The F Is He Thinking?* with  
19 the U.S. Copyright Office and received registration number Pau003796018. A true  
20 and correct copy of the Registration Certificate for *What The F Is He Thinking?* is  
21 attached hereto as **Exhibit A**. The screenplay for *What The F Is He Thinking?* was  
22 also registered with the Writers Guild of America West.

23 17. Plaintiff has never licensed or otherwise authorized anyone (including  
24 Defendants) to copy, distribute, or publicly disseminate *What The F Is He*  
25 *Thinking?*, or to make derivative works based upon it.

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1 **B. Plaintiff and Collins Shop the Screenplay for *What The F Is He***  
2 ***Thinking?***

3 18. Starting in 2015, Plaintiff and Collins began shopping *What The F Is*  
4 *He Thinking?* to various production companies, studios, financiers and actors.  
5 Broadly construed, “shopping” involves the process of circulating and/or pitching  
6 a project to various production companies, studios and film financiers for the  
7 purpose of securing production, financing, and/or distribution of the project. Efforts  
8 are also undertaken during the shopping process to attach key talent and/or a  
9 director to the project. During the shopping process, Plaintiff and Collins met with  
10 representatives of the following production companies and/or studios: Weinstein  
11 Company (now Lantern Entertainment), Montage Films, and Bloom. Plaintiff also  
12 spoke with potential talent, such as James Franco, Chris Pratt, King Bach, and Nick  
13 Swardson. The last meeting Plaintiff had with a studio representative was in July  
14 2017, when he met with a representative from Bloom. At this meeting, Plaintiff  
15 provided the screenplay and business plan for *What The F Is He Thinking?* to the  
16 representatives. This was done in furtherance of facilitating a potential business  
17 relationship.

18 19. *What The F Is He Thinking?* was not picked up by any of the  
19 production companies or studios Plaintiff and Collins met with. However, key  
20 protectable elements of Plaintiff’s plot, themes, dialogue, mood, setting, pace,  
21 characters and sequence of events from his copyrighted screenplay, *What The F Is*  
22 *He Thinking?*, eventually appeared in a film produced by Defendants: *What Men*  
23 *Want*, as described in detail below

24 **C. The Film, *What Men Want*.**

25 20. Based on information and belief, in or about November 2017 (around  
26 two and a half years after Plaintiff copyrighted *What The F Is He Thinking?*), one  
27 or more of Defendants approached actress Taraji Henson (“Henson”) to star in a  
28 film about a woman who gains the ability to hear men’s thoughts. Based on

1 information and belief, at the time Henson was approached, there was no screenplay  
2 for the proposed film, which ultimately became the film, *What Men Want*. Principal  
3 photography for *What Men Want* started around five months after the meeting with  
4 Henson and started without a complete script.

5 21. Paramount announced in 2017 (before it even had a script) that it was  
6 “fast-tracking” the film for release in early 2019, alleging the film to be a loose  
7 remake of the 2000 Nancy Meyers film *What Women Want*.

8 22. *What Men Want* was produced by Packer, Lopez, Paramount Players  
9 (a subsidiary of Defendant Paramount), WPP, and BET, and was distributed by  
10 Paramount. The screenplay for the film was credited to Defendants Chism, Gregory,  
11 and Hyuck.

12 23. In a trailer for *What Men Want*, the narrator states: “It’s the question  
13 women have been asking since the dawn of time: ‘what is he thinking?’”<sup>1</sup> This is  
14 substantially similar to the beginning of the logline and the title of Plaintiff’s  
15 copyrighted work: “For thousands of years, women have wanted to know . . .” *What*  
16 *The F Is He Thinking?*

17 24. *What Men Want* premiered in theaters in the United States on February  
18 8, 2019. The film stars Henson as the main character, Josh Brener as the main  
19 character’s sidekick, and Aldis Hodge as the main character’s love interest.

20 25. As of the filing of this Complaint, *What Men Want* has grossed  
21 approximately \$72,216,294 from box offices worldwide.

22 **D. Similarities Between *What The F Is He Thinking?* and *What Men Want*.**

23 26. Broadly construed, *What The F Is He Thinking?* is about a young  
24 working professional woman, who—after a night of partying and drinking alcoholic  
25 beverages—hits her head. She then wakes up in the hospital and notices that she  
26

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27 <sup>1</sup> *What Men Want* (2019) ‘*What Is He Thinking?*’ TV Spot [HD] Starring Taraji P.  
28 Henson, YOUTUBE (Feb. 2, 2019),  
<https://www.youtube.com/watch?v=KQUDTujQo3g&feature=youtu.be>.

1 has the power to hear men's thoughts. That power helps her navigate a world  
2 teething in sexism and misogyny, as she can now hear and understand the innermost  
3 thoughts of men who mistreat and objectify women. Additionally, the main  
4 character uses this power in various romantic situations. For example, the main  
5 character helps her close friend, a gay male, start a romantic relationship with  
6 another male who at first is believed to be straight (this happens at the friend's  
7 work). Because the main character can hear the man's thoughts, she is able to  
8 discern that he is actually attracted to men, which opens the door to a relationship  
9 with the main character's gay friend. The main character also uses her power to read  
10 a male character's mind to unveil his unfaithfulness. As the story progresses, the  
11 main character starts a romantic relationship of her own with a well-mannered and  
12 respectful male bartender. However, the main character soon learns that simply  
13 knowing what a man is thinking is not always the solution to her problems, as  
14 personal relationships grow more complicated. The main character and the  
15 bartender have a falling-out and the main character eventually annoys her friends  
16 with her antics. The main character then hits her a head a second time and, after  
17 waking up in the hospital again, realizes that her power is lost when she cannot hear  
18 a male doctor's thoughts. Eventually, the main character and the bartender reconcile  
19 at a special event that is personally important to the bartender. The story of the main  
20 character and her temporary ability to hear men's thoughts covers themes such as  
21 sexism, misogyny, romantic relationships, and the value of truth, among others.

22 27. While the above paragraph accurately summarizes the main plot,  
23 themes, dialogue, mood, setting, pace, characters and sequence of events from  
24 Plaintiff's copyrighted screenplay, *What The F Is He Thinking?*, it also accurately  
25 summarizes those same elements from Defendants' film, *What Men Want*. Indeed,  
26 the main plot, themes, dialogue, mood, setting, pace, characters and sequence of  
27 events from Plaintiff's copyrighted screenplay, *What The F Is He Thinking?* are  
28 substantially similar to those in the film, *What Men Want*, as follows.

1           28. Both *What The F Is He Thinking?* and *What Men Want* feature  
2 substantially and/or strikingly similar plots, settings, sequences of events,  
3 characters, moods, dialogue, pace and themes.

4           29. In the beginning of *What The F Is He Thinking?*, the main character,  
5 Angela Smith (“Angela”), *wishes* she could know what her then-fiancé, Eddie  
6 Sligh, is thinking and *wishes* she better understood men. In *What Men Want*, the  
7 main character, Ali Davis (“Ali”) *wishes* that she can better connect with men.

8           30. In *What The F Is He Thinking?*, Angela meets a well-mannered and  
9 respectful bartender, Thomas Riley (“Thomas”), who soon becomes her love  
10 interest. Angela and Thomas first meet at a restaurant that Angela frequents.  
11 Thomas serves Angela a drink, they have a bonding moment, and their hands briefly  
12 touch. Thomas is raising his younger brother, who is in junior high school, on his  
13 own as the brother’s legal guardian. In *What Men Want*, Ali meets a well-mannered  
14 and respectful bartender, Will, who soon becomes her love interest. Ali and Will  
15 first meet at a restaurant that Ali frequents. Will serves Ali a drink, they have a  
16 bonding moment, and their hands briefly touch. Will has a young son, who he raises  
17 on his own as a single father.

18           31. In *What The F Is He Thinking?*, Angela trips and hits her head after a  
19 night of partying and heavy drinking. She wakes up in the hospital to discover that  
20 she can hear men’s thoughts. In *What Men Want*, Ali trips and hits her head after a  
21 night of partying and heavy drinking. She wakes up in the hospital to discover that  
22 she can hear men’s thoughts.

23           32. In *What The F Is He Thinking?*, the first person to learn of Angela’s  
24 newfound power is her close friend, T.J., who is gay. Angela eventually helps T.J.  
25 start a romantic relationship by informing him that the man that T.J. is romantically  
26 interested in is actually gay, and not straight as previously believed. This happens  
27 at T.J.’s work. In *What Men Want*, the first person to learn of Ali’s newfound power  
28 is her close friend and assistant, Brandon, who is gay. Ali eventually helps Brandon



1 start a romantic relationship by informing him that the man that Brandon is  
2 romantically interested in is actually gay, and not straight as previously believed.  
3 This happens at Brandon's work.

4 33. In both stories, the main character uses her power to discover that a  
5 male character has been unfaithful in his relationship. In *What The F Is He*  
6 *Thinking?*, Angela reads the mind of her fiancé to discover that he has been  
7 unfaithful to her. In *What Men Want*, Ali reads the mind of the fiancé of one of her  
8 friends and discovers that the man cheated on her friend. The result of these events  
9 is the same in both stories: the marriage is called off once the fiancé's infidelity is  
10 revealed.

11 34. In *What The F Is He Thinking?*, Angela uses her power to get close to  
12 her love interest, Thomas. However, in the second half of the story, the characters  
13 have a falling out. Nevertheless, Angela and Thomas end up getting back together  
14 at the end of the story at an event of personal significance to Thomas, his art show.  
15 In *What Men Want*, Ali uses her power to get close to her love interest, Will.  
16 However, in the second half of the story, the characters have a falling out.  
17 Nevertheless, Ali and Will end up getting back together at the end of the story at an  
18 event of personal significance to Will, his son's birthday party.

19 35. In both stories, before the main character reconciles with her love  
20 interest, she loses her power after being hit in the head a second time. Both Angela  
21 and Ali realize that their power is gone when they are unable to hear the thoughts  
22 of a *male doctor*.

23 36. *What Men Want* clearly copies key plot elements, characters, themes,  
24 events, mood, and pace of *What The F Is He Thinking?*, including, without  
25 limitation, the following:

26 a. **Plot:** *What The F Is He Thinking?* and *What Men Want* present the  
27 same plot in the same sequence. Both stories are intended for a mature audience  
28 (*What The F Is He Thinking?* was planned for an R-rating and *What Men Want* was

1 R-rated) and both are about a woman who: (1) wishes she can better understand  
2 men; (2) has a close friend/confidant who is gay; (3) meets a respectful and nice  
3 male bartender who stands out from the other sexist and misogynistic men in the  
4 story; (4) develops a romantic relationship with the bartender; (5) hits her head  
5 after a night of partying and heavy drinking; (6) goes to the hospital as a result of  
6 hitting her head; (7) first learns in the hospital that she has the power to hear men's  
7 thoughts; (8) uses that power to her advantage in her relationships and career; (9)  
8 uses the power to help her friends in personal and romantic relationships; (10) loses  
9 the power after hitting her head again; (11) goes to the hospital again as a result of  
10 hitting her head; (12) realizes she has lost the power in the hospital; and (13)  
11 ultimately reconciles with her love interest after a separation earlier in the story.  
12 These thirteen plot elements are highly specific, purposeful, and well developed  
13 and their presence in Defendants' film cannot be explained away as mere  
14 coincidence or generic plot elements.

15 b. **Characters:** The lead characters in *What The F Is He Thinking?*  
16 and *What Men Want* are substantially similar.

17 i. Main Characters: The main character in *What The F Is He*  
18 *Thinking?* is Angela, who begins the story wishing she could  
19 better understand men. The main character in *What Men Want*  
20 is Ali, who begins the story wishing she could better understand  
21 men. Both women are professionals. One is a teacher and the  
22 other is a sports agent. While the main characters have different  
23 professions, those differences are superficial. Both characters  
24 obtain the same power—to hear men's thoughts—once they fall  
25 and hit their heads after a night of heavy partying and heavy  
26 drinking. Both Angela and Ali realize they can hear men's  
27 thoughts only after they are taken to the hospital to recover from  
28 their head injuries. Both learn they have the power in the

1 hospital. Both characters use that power to improve their  
2 careers: Angela uses the power to better understand her students  
3 and Ali uses the power to better understand athletes. Both have  
4 a love interest who is a bartender. Both meet the bartender  
5 before they gain their power. Both have a friend who is gay, who  
6 they end up helping by identifying a gay companion, earlier  
7 believed to be straight. Both are surrounded by misogynistic  
8 men: Angela's initial boyfriend/fiancé is misogynistic and Ali's  
9 male work colleagues and superiors are misogynistic. Both use  
10 their power to get close to their respective love interests (both  
11 of whom are bartenders): Angela uses her power to know what  
12 her love interest wants and for initiating sex, while Ali uses her  
13 power to know what her love interest wants and for satisfying  
14 his sexual desires. Both lose their power after hitting their head  
15 a second time. Both realize they have lost their power in the  
16 hospital. Both learn they have lost their power when they cannot  
17 hear the thoughts of a male doctor in the hospital. Both  
18 ultimately reconcile with their love interest by appearing at a  
19 special event: Angela appears at Thomas' art show and Ali  
20 appears at Will's son's birthday party.

- 21 ii. Sidekicks: Both Angela and Ali have a witty sidekick who is  
22 gay. In *What The F Is He Thinking?*, T.J. is Angela's close  
23 friend and confidant, who learns that Angela can hear men's  
24 thoughts shortly after Angela leaves the hospital. In *What Men*  
25 *Want*, Brandon is Ali's friend and confidant, and learns that Ali  
26 can hear men's thoughts shortly after Ali leaves the hospital. In  
27 *What The F Is He Thinking?*, T.J. communicates directly to  
28 Angela with his thoughts instead of speaking. In *What Men*

1           *Want*, Brandon communicates directly to Ali with his thoughts  
2           instead of speaking. Both T.J. and Brandon are romantically  
3           interested in a man who initially is portrayed as straight. In both  
4           works, however, Angela and Ali listen to the seemingly straight  
5           man's thoughts and figure out each is actually gay. With this  
6           knowledge, T.J. starts a relationship with the man who once was  
7           believed to be straight and Brandon does the same.

8           iii. Love interests: In both *What The F Is He Thinking?* and *What*  
9           *Men Want*, Angela's and Ali's primary love interest is a polite  
10           and likeable bartender who stands out from the other sexist and  
11           misogynistic men present in each story. Both the love interest in  
12           *What The F Is He Thinking?*, Thomas, and the love interest in  
13           *What Men Want*, Will, are men who are raising a younger male  
14           family member on their own: Thomas is taking care of his  
15           younger brother and Will is raising his son. Both Thomas and  
16           Will have pure thoughts about Angela/Ali and become  
17           romantically interested in Angela/Ali.

18           c. **Events**: The events in both *What The F Is He Thinking?* and *What*  
19           *Men Want* are substantially the same. The only difference is that *What Men Want*  
20           has a handful of side plots related to Ali progressing in her career as a sports agent.  
21           However, that difference is superficial given the substantial and/or striking  
22           similarities between both stories in almost all other regards. Both stories contain  
23           the same primary events in the same sequence: (1) the main character is unsatisfied  
24           with her life and wishes she could understand men better, (2) the main character  
25           meets her future love interest at a restaurant she frequents, (3) the main character  
26           falls and hits her head after partying and heavily drinking with her friends, (4) the  
27           main character wakes up at the hospital and discovers in the hospital she can hear  
28           men's thoughts, (5) the main character uses her newfound power to help herself

1 and her friends, (6) the main character and her love interest (both bartenders) get  
2 together, (7) the main character makes several mistakes, isolating her friends and  
3 eventually causes a falling out with her love interest, (8) the main character hits  
4 her head a second time and loses her ability to hear men’s thoughts, (9) the main  
5 character makes amends with her love interest at an event important to the love  
6 interest at the end of the story.

7 **d. Mood and Pace:**

- 8 i. Mood: Both *What The F Is He Thinking?* and *What Men Want*  
9 feature a woman navigating a sexist and misogynistic world.  
10 Both stories also feature sexual themes and raunchy humor.  
11 ii. Pace: Both *What The F Is He Thinking?* and *What Men Want*  
12 progress at the same pace and in the same order of main events.

13 37. Additionally, aspects of *What Men Want* are lifted directly from the  
14 business plan for *What The F Is He Thinking?* Carlini’s business plan for *What The*  
15 *F Is He Thinking?* included marketing the potential film with sports stars acting in  
16 cameo roles. Carlini and Collins discussed this idea with Terrell Owens (former  
17 professional football player who played in the National Football League (“NFL”)  
18 and member of the Pro Football Hall of Fame), Cordarrelle Patterson (current wide  
19 receiver for the Chicago Bears of the NFL), and Brett Burns (professional ice  
20 hockey player who plays for the San Jose Sharks and is one of the highest paid  
21 National Hockey League (“NHL”) players). *What Men Want* directly uses this idea  
22 with several current and retired professional basketball and football players playing  
23 themselves in the film, including Shaquille O’Neal, John Collins, Grant Hill, Karl-  
24 Anthony Towns, Devonte Freeman, and Lisa Leslie.

25 ///  
26 ///  
27 ///  
28 ///

1           38. Another example of Defendants unlawfully appropriating protectable  
2 expression from *What The F Is He Thinking?* is evident in a November 2018 trailer  
3 for *What Men Want*.<sup>2</sup> In the trailer—posted by Defendant Paramount on its  
4 YouTube channel—after the main character, Ali, and her sidekick, Brandon, fully  
5 realize that Ali can read men’s thoughts, Brandon tells Ali that “you could use this  
6 [her power] to your advantage,” to which Ali responds “you’re right.” This is  
7 virtually identical to an exchange between the main character, Angela, and her  
8 sidekick, T.J., in *What The F Is He Thinking?* In Plaintiff’s copyrighted script, after  
9 Angela and T.J. fully process Angela’s power to read men’s thoughts, T.J. tells  
10 Angela that “you can really use this [Angela’s power] to your advantage,” to which  
11 Angela eventually responds by saying “you’re right.”

12 **D. While *What Men Want* Shares a Similar Title to the 2000 Film *What***  
13 ***Women Want*, the Substance, Themes, and Characters of *What Men Want***  
14 **are not Based on that Film.**

15           39. When one hears the title *What Men Want*, one may recall an earlier  
16 movie with a similar title, *What Women Want*. However, while *What Men Want*  
17 shares a similar title and basic premise as the 2000 film, *What Women Want*, the  
18 specific elements of *What Men Want* (described above) are clearly not based on that  
19 film and are instead copied from *What The F Is He Thinking?* The following  
20 differences between *What Men Want* and *What Women Want* are clear:

21           a. In *What Women Want*, the main character (played by Mel Gibson)  
22 gains the power to hear women’s thoughts after he is electrocuted and loses that  
23 power in the same way. The main character does not hit his head to gain the power.  
24  
25

26 \_\_\_\_\_  
27 <sup>2</sup> *What Men Want* (2019) - Red Band Trailer - Paramount Pictures, YOUTUBE  
28 <https://www.youtube.com/watch?v=oIrQ7q0xdVc&feature=youtu.be>.

1 In *What Men Want* and *What The F Is He Thinking?*, the main character gains and  
2 loses her power from hitting her head.

3 b. In *What Women Want*, the main character realizes he can hear  
4 women's thoughts while at his apartment; he also realizes that he has lost his power  
5 at his co-worker's apartment. In *What Men Want* and *What The F Is He Thinking?*,  
6 the main character realizes she can hear men's thoughts and realizes she has lost her  
7 power, both while at the hospital.

8 c. In *What Men Want* and *What The F Is He Thinking?*, both main  
9 characters wish they could understand men better. There is no similar desire in *What*  
10 *Women Want* before the main character gains his power.

11 d. In *What Women Want*, the main character's power helps him  
12 overcome his own sexism and misogyny. In *What Men Want* and *What The F Is He*  
13 *Thinking?*, the female main characters must overcome the sexism and misogyny  
14 directed at them by men.

15 e. In *What Men Want* and *What The F Is He Thinking?*, each main  
16 character has a sidekick who is gay. The main characters in those stories use their  
17 powers to help their sidekicks obtain romantic relationships. This storyline is  
18 completely absent from *What Women Want*.

19 40. Furthermore, even the director of *What Men Want* admitted that the  
20 film is not a copy of *What Women Want*, stating in an interview that *What Men*  
21 *Want* is "so not a remake."<sup>3</sup> Additionally, several film critics have noted that, other  
22 than its title and basic premise, *What Men Want* is not similar at all to *What Women*  
23 *Want*. For example, one critic noted that *What Men Want* "doesn't borrow much  
24  
25

26 \_\_\_\_\_  
27 <sup>3</sup> Ali Joseph, *Taraji P. Henson in "What Men Want": Don't call it a remake of a*  
28 *Mel Gibson movie*, SALON (Feb. 9, 2019, 4:00 PM),  
<https://www.salon.com/2019/02/09/taraji-p-hensons-what-men-want-dont-call-it-a-remake-of-a-mel-gibson-movie/>.

1 more than the original film's [*What Women Want*] core premise."<sup>4</sup> And another  
2 critic has stated:

3 One of the first things to know about *What Men Want* is that it requires  
4 little familiarity with its predecessor, Nancy Meyers' 2000 Mel Gibson  
5 starrer *What Women Want*. Although the filmmakers of the update  
6 name-check screenwriters Cathy Yuspa and Josh Goldsmith in this  
7 feature "inspired by" Meyers' movie, they pretty much dispense with  
8 most of the details from the original.<sup>5</sup>

9 41. Based on the above, *What Men Want* clearly was not an adaptation or  
10 remake of *What Women Want* with a new angle or for a new audience. Instead,  
11 *What Men Want* is a completely different film with different characters, events, and  
12 themes. And the characters, events, and themes of *What Men Want* are direct copies  
13 and/or are derivative of the characters, events, and themes of *What The F Is He*  
14 *Thinking?*

15 **FIRST CLAIM FOR RELIEF FOR COPYRIGHT INFRINGEMENT**

16 **(Against All Defendants)**

17 42. Plaintiff incorporates by reference all preceding paragraphs and re-  
18 alleges them here as though fully set forth herein.

19 43. Plaintiff is the sole owner of the copyright in an original work that is  
20 fixed in a tangible medium of expression. Plaintiff obtained the copyright for his  
21 work, *What The F Is He Thinking?*, on August 14, 2015, under registration number  
22 Pau003796018 (See Exhibit A).  
23

24 <sup>4</sup> Carolin Siede, *Film Review: What Men Want Flips the Script and Finds Mixed*  
25 *Results*, CONSEQUENCE OF SOUND (Feb. 7, 2019, 6:32 AM),  
26 <https://consequenceofsound.net/2019/02/film-review-what-men-want/>.

27 <sup>5</sup> Justin Lowe, '*What Men Want*': *Film Review*, HOLLYWOOD REPORTER (Feb. 6,  
28 2019, 10:00 PM), <https://www.hollywoodreporter.com/review/what-men-want-review-1182787>.



1 44. Based on information and belief, Defendants have produced,  
2 reproduced, and prepared a derivative work (*What Men Want*) based upon and  
3 copied from Plaintiff's protected work (*What The F Is He Thinking?*) without  
4 Plaintiff's consent.

5 45. Defendants' infringement has been undertaken knowingly, and with  
6 intent to financially gain from Plaintiff's protected copyrighted work. Defendants  
7 have failed to exercise their right and ability to supervise persons within their  
8 control to prevent infringement, and they did so with intent to further their financial  
9 interest in the infringement of *What The F Is He Thinking?* Accordingly,  
10 Defendants have directly, contributorily, and vicariously infringed Plaintiff's  
11 protected work.

12 46. Because of Defendants' infringing acts, Plaintiff is entitled to actual  
13 damages and Defendants' profits attributable in an amount to be proven at trial, and  
14 all other relief allowed under the Copyright Act (17 U.S.C. § 101, *et seq.*).

15 **SECOND CLAIM FOR RELIEF FOR A DECLARATORY JUDGMENT**

16 **(Against All Defendants)**

17 47. Plaintiff incorporates by reference all preceding paragraphs and re-  
18 alleges them here as though fully set forth herein.

19 48. An actual controversy has arisen and now exists relating to the rights  
20 and duties of Plaintiff and Defendants under U.S. copyright laws in that Plaintiff  
21 contends that Defendants' use, reproduction, marketing, sale, and distribution of  
22 *What Men Want* infringe upon Plaintiff's exclusive copyrights in *What The F Is He*  
23 *Thinking?* Upon information and belief, Plaintiff alleges that Defendants contend  
24 that their use, reproduction, marketing, sale, and distribution of *What Men Want* are  
25 lawful.

26 49. A judicial declaration is necessary and appropriate at this time under  
27 the circumstances presented in order that the parties may ascertain their respective  
28 rights.

1           50. Pursuant to the Declaratory Judgment Act, 28 U.S.C. §§ 2201 and  
2 2202, and Rule 57 of the Federal Rules of Civil Procedure, Plaintiff is entitled to a  
3 judicial determination of his rights and a judicial declaration that Defendants’ use,  
4 reproduction, marketing, sale, and distribution of *What Men Want* infringe upon  
5 Plaintiff’s exclusive rights in *What The F Is He Thinking?* in violation of the U.S.  
6 copyright laws.

7                           **THIRD CLAIM FOR RELIEF FOR UNFAIR COMPETITION**

8                                   **(Cal. Bus. & Prof. Code Section 17200, et seq.)**

9   **(Against All Defendants)**

10           51. Plaintiff incorporates by reference all preceding paragraphs and re-  
11 alleges them here as though fully set forth herein.

12           52. Section 17200 of the California Business and Professions Code  
13 prohibits unfair competition, including “any unlawful, unfair, or fraudulent business  
14 act or practice...”

15           53. By engaging in the alleged conduct, Defendants have engaged in  
16 unlawful, unfair, or fraudulent business acts of unfair competition in violation of  
17 Cal. Bus. & Prof. Code Section 17200, et seq. This conduct includes Defendants’  
18 unauthorized use of Plaintiff’s copyrighted work and unlawful appropriation of  
19 Plaintiff’s property.

20           54. As an actual and proximate result of Defendants’ unfair competition,  
21 Defendants have unjustly enriched themselves by, among other things, obtaining  
22 profits, depriving Plaintiff of the compensation to which he is rightly entitled, and  
23 taking credit for Plaintiff’s original work. Plaintiff is thus entitled to restitution of  
24 such sums in an amount to be proven at trial.

25 ///

26 ///

27 ///

28



- 1           3.     That Defendants be ordered to pay over to Plaintiff all damages,  
2           including future damages, that Plaintiff has sustained, or will sustain,  
3           as a consequence of the acts complained of herein and that Plaintiff be  
4           awarded any profits derived by Defendants as a result of said acts, or as  
5           determined by said accounting, or in the alternative, statutory damages,  
6           pursuant to 17 U.S.C. § 504;
- 7           4.     For a judicial declaration that Defendants’ use, reproduction,  
8           marketing, sale, and distribution of *What Men Want* infringes on  
9           Plaintiff’s exclusive rights in *What The F Is He Thinking?* under the  
10          copyright laws;
- 11          5.     That Plaintiff be awarded his costs, attorneys’ fees, and expenses in this  
12          action pursuant to 17 U.S.C. § 505;
- 13          6.     That Plaintiff be awarded pre-judgment interest; and
- 14          7.     That Plaintiff may have such other and further relief as the Court may  
15          deem appropriate.

16  
17 Dated: September 25, 2019           **FOLEY BEZEK BEHLE & CURTIS, LLP**

18  
19    By: /s/ Jordan A. Liebman  
20   Jordan A. Liebman  
21   Roger N. Behle, Jr.  
22   Attorneys for Plaintiff  
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**DEMAND FOR JURY TRIAL**

Plaintiff hereby demands a Jury Trial for all claims that can be tried by a jury.

Dated: September 25, 2019      **FOLEY BEZEK BEHLE & CURTIS, LLP**

By: /s/ Jordan A. Liebman  
Jordan A. Liebman  
Roger N. Behle, Jr.  
Attorneys for Plaintiff

# **EXHIBIT A**

# **EXHIBIT A**



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

United States Register of Copyrights and Director

Registration Number

**PAu 3-796-018**

Effective Date of Registration:

August 14, 2015

## Title

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Title of Work: What The F Is He Thinking?

## Completion/Publication

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Year of Completion: 2015

## Author

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- **Author:** Joe Gregory Carlini  
**Author Created:** Screenwriter  
**Work made for hire:** No  
**Citizen of:** United States  
**Domiciled in:** United States  
**Year Born:** 1987
- **Author:** David Collins  
**Author Created:** Screenwriter  
**Work made for hire:** Yes  
**Citizen of:** United States  
**Domiciled in:** United States  
**Year Born:** 1987

## Copyright Claimant

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**Copyright Claimant:** Joe Carlini  
4225 Babcock Ave, Studio City, CA, 91604, United States

## Rights and Permissions

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**Name:** Joe Gregory Carlini  
**Email:** mysenioryear12@gmail.com  
**Telephone:** (651)328-1544

## Certification

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**Name:** Joe Carlini

**Date:** August 14, 2015

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