

SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF KINGS

WESTPAW FILMS INC., directly and  
derivatively on behalf of the D&D Production,

Plaintiff,

-against-

JAMES SPRATTLE, MICHAEL ANDREW  
PASCAL, and FANTASY GAME FILMS  
LLC,

Defendants,

and

the D&D Production,

Nominal Defendant

Index No. 505665/2014

**AMENDED VERIFIED ANSWER  
AND DEFENSES**

Defendants James Sprattley, Michael Andrew Pascal, and Fantasy Game Films LLC (collectively, the “Defendants”), hereby amend their Verified Answer (Docket No. 65) as of right pursuant to C.P.L.R. 3025, and set forth the following Amended Verified Answer and Defenses in response to the numbered paragraphs of Plaintiff’s Verified Complaint as follows:

1. Paragraph 1 consists of legal conclusions to which no response is required. To the extent a response is required, defendants deny the allegations contained in this paragraph.
2. Paragraph 2 consists of legal conclusions to which no response is required. To the extent a response is required, defendants deny the allegations contained in this paragraph.
3. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 3 and on that basis deny the allegations contained therein.

4. Defendants admit the allegations contained in Paragraph 4.
5. Defendants admit the allegations contained in Paragraph 5.
6. Defendants admit the allegations contained in Paragraph 6.
7. Paragraph 7 consists of legal conclusions to which no response is required. To the extent a response is required, defendants deny the allegations contained in this paragraph.
8. Paragraph 8 consists of legal conclusions to which no response is required. To the extent response is required, Defendants admit only that Pascal resides and conducts business in Kings County, New York and that FGF is registered to do business in New York State; all other allegations contained therein are denied.
9. Paragraph 9 consists of legal conclusions to which no response is required. To the extent a response is required, defendants deny the allegations contained in this paragraph.
10. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 10 and on that basis deny the allegations contained therein.
11. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 11 and on that basis deny the allegations contained therein.
12. Defendants deny the allegations contained in Paragraph 12, but admit only that Savini and Pascal did discuss a documentary film project of the type described at about that date.
13. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegation regarding Savini's alleged research contained in Paragraph 13 and on that basis deny such allegations; defendants admit only that Savini indicated interest in the film project, and deny all other allegations contained therein.

14. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegation regarding Savini's alleged research contained in Paragraph 14 and on that basis deny such allegations; defendants deny all other allegations contained therein.
15. Defendants deny the allegations contained in Paragraph 15.
16. Defendants deny the allegations contained in Paragraph 16, but admit that to the extent Savini, Pascal and Sprattley agreed to work together in connection with the film project, it was agreed that decisions would be resolved by a majority of the three parties.
17. Defendants deny the allegations contained in Paragraph 17, except that they admit that it was agreed that Savini, Pascal and Sprattley would each receive production credits on a finished film, that it was agreed that Savini would direct said film, and that Westpaw would contribute the use of certain equipment.
18. Defendants deny the allegations contained in Paragraph 18, except that they admit that each of Pascal and Sprattley would own twenty-five percent of the assets of the final film.
19. Defendants deny the allegations contained in Paragraph 19.
20. Defendants deny the allegations contained in Paragraph 20, except that they admit that the parties agreed to reimburse themselves from funds raised through a Kickstarter campaign.
21. Defendants deny the allegations contained in Paragraph 21, except that they admit that Savini contributed approximately \$6,074.43 toward the costs of filmmaking.
22. Defendants deny the allegations contained in Paragraph 22, except that they admit that Pascal contributed approximately \$3,389.44.43 toward the costs of filmmaking.
23. Defendants deny the allegations contained in Paragraph 23, except that they admit that Sprattley contributed approximately \$6,875.93 toward the costs of filmmaking.

24. Defendants deny the allegations contained in Paragraph 24, except that they admit that Pascal & Sprattley formed Iconoscope Films LLC and transferred their ownership interest in the film assets to Iconoscope, while each of Sprattley and Pascal retained individually their one-third proportional voting right over management of the film project.
25. Defendants deny the allegations contained in paragraph 25, except that they admit that on July 8, 2012, a copyright preregistration was filed with the US Copyright Office under the title "Dungeons & Dragons: A Documentary" and that said preregistration is in writing and speaks for itself.
26. Defendants deny the allegations contained in paragraph 26, except that they admit that a Kickstarter campaign was launched on August 17, 2012 to raise funds for the film project.
27. Defendants deny the allegations contained in paragraph 27, except that they admit that the Kickstarter campaign generated funds.
28. Defendants deny the allegations contained in paragraph 28.
29. Defendants deny the allegations contained in paragraph 29, except that they admit that in or about July 2012, Pascal and Sprattley drafted a proposed agreement.
30. Defendants deny the allegations contained in paragraph 30, except that they admit that Westpaw never signed the proposed agreement.
31. Defendants deny the allegations contained in paragraph 31, except that they admit that the Kickstarter campaign had raised approximately \$195,480 by September 17, 2012.
32. Defendants deny the allegations contained in paragraph 32, except that they admit that Sprattley and Pascal reimbursed their respective initial contributions to the film project from funds raised by Kickstarter, and that Sprattley and Pascal continued to work in furtherance of the film project.
33. Defendants deny the allegations contained in paragraph 33.

34. Defendants deny the allegations contained in paragraph 34, except that they admit that in late 2012, relations between Savini on the one hand and Sprattley and Pascal on the other became strained.
35. Defendants deny the allegations contained in paragraph 35, except that they admit that in or about May 2013, the parties agreed to non-binding mediation.
36. Defendants deny the allegations contained in paragraph 36, except that they admit that the parties continued through and after the mediation to negotiate a settlement agreement.
37. Defendants deny the allegations contained in paragraph 37. To the extent that the paragraph references Exhibit A to the complaint, defendants aver that Exhibit A is in writing and speaks for itself.
38. Defendants deny the allegations contained in paragraph 38, except that they admit that the settlement agreement attached to the complaint as exhibit A is in writing and speaks for itself.
39. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegation regarding the allegations contained in Paragraph 39, and on that basis deny such allegations.
40. Defendants deny the allegations contained in paragraph 40, except that they admit that Pascal and Sprattley formed Fantasy Game Films LLC on or about October 4, 2013.
41. Defendants deny the allegations contained in paragraph 41, except that they admit that on January 29, 2014, a copyright preregistration was filed with the US Copyright Office under the title "The Great Kingdom," thereafter designated as Preregistration No. PRE000006859 and that said preregistration is in writing and speaks for itself.

42. Defendants deny the allegations contained in paragraph 42, except that they admit that they conducted interviews with certain persons who had previously been interviewed in connection with Dungeons & Dragons.
43. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 43 and on that basis deny the allegations contained therein.
44. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 44 and on that basis deny the allegations contained therein.
- To the extent reference is made in this paragraph to Exhibit B to the complaint, defendants aver that Exhibit B is in writing and speaks for itself.
45. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 45 and on that basis deny the allegations contained therein.
- To the extent reference is made in this paragraph to Exhibit C to the complaint, defendants aver that Exhibit C is in writing and speaks for itself.
46. Paragraph 46 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
47. Paragraph 47 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
48. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 48 and on that basis deny the allegations contained therein.
49. Paragraph 49 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
50. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 50 and on that basis deny the allegations contained therein.

To the extent reference is made in this paragraph to Exhibit D to the complaint, defendants aver that Exhibit D is in writing and speaks for itself.

51. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 51 and on that basis deny the allegations contained therein.

To the extent reference is made in this paragraph to Exhibit E to the complaint, defendants aver that Exhibit E is in writing and speaks for itself.

52. Paragraph 52 consists of an allegation concerning the contents of Exhibit F to the complaint.

Defendants aver that Exhibit F is in writing and speaks for itself. To the extent a response is required, defendants deny the allegations contained in this paragraph.

53. Paragraph 53 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein. To the extent reference is made in this paragraph to Exhibit G to the complaint, defendants aver that Exhibit G is in writing and speaks for itself.

54. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 54 and on that basis deny the allegations contained therein.

55. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 55 and on that basis deny the allegations contained therein.

56. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 56 and on that basis deny the allegations contained therein.

57. Paragraph 57 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.

58. Paragraph 58 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein, except that they

admit that the dungeonsdoc@gmail.com account was associated with a YouTube.com channel connected with the original film project.

59. Paragraph 59 consists of an allegation concerning the contents of emails. Defendants aver that such emails are writings and speak for themselves. On that basis, to the extent a response is required, defendants deny the allegations contained in this paragraph.
60. Defendants deny the allegations contained in paragraph 60, except that they admit that two such email accounts were created.
61. Paragraph 61 consists of an allegation concerning the contents of emails. Defendants aver that such emails are writings and speak for themselves. On that basis, to the extent a response is required, defendants deny the allegations contained in this paragraph.
62. Defendants deny the allegations contained in paragraph 62.
63. Defendants deny the allegations contained in paragraph 63. To the extent reference is made in this paragraph to one or more emails, defendants aver that such emails are in writing and speak for themselves.
64. Paragraph 64 consists of an allegation concerning the contents of emails. Defendants aver that such emails are writings and speak for themselves. On that basis, to the extent a response is required, defendants deny the allegations contained in this paragraph.
65. Paragraph 65 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
66. Paragraph 66 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
67. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 67 and on that basis deny the allegations contained therein.



68. Paragraph 68 consists of legal conclusions to which no response is required. To the extent reference is made in this paragraph to one or more emails, defendants aver that such emails are in writing and speak for themselves. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
69. Paragraph 69 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
70. Paragraph 70 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
71. Defendants deny the allegations contained in paragraph 71.
72. Paragraph 72 contains no factual allegations and so does not require a response. Nevertheless, to the extent a response is required, defendants deny any allegations contained therein.
73. Paragraph 73 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
74. Paragraph 74 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
75. Paragraph 75 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
76. Paragraph 76 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
77. Paragraph 77 contains no factual allegations and so does not require a response. Nevertheless, to the extent a response is required, defendants deny any allegations contained therein.
78. Paragraph 78 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.

79. Paragraph 79 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
80. Paragraph 80 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
81. Paragraph 81 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
82. Paragraph 82 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
83. Paragraph 83 contains no factual allegations and so does not require a response. Nevertheless, to the extent a response is required, defendants deny any allegations contained therein.
84. Paragraph 84 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
85. Paragraph 85 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
86. Paragraph 86 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
87. Paragraph 87 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
88. Paragraph 88 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
89. Paragraph 89 contains no factual allegations and so does not require a response. Nevertheless, to the extent a response is required, defendants deny any allegations contained therein.

90. Paragraph 90 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
91. Paragraph 91 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
92. Paragraph 92 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
93. Paragraph 93 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
94. Paragraph 94 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
95. Paragraph 95 contains no factual allegations and so does not require a response. Nevertheless, to the extent a response is required, defendants deny any allegations contained therein.
96. Paragraph 96 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
97. Paragraph 97 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
98. Paragraph 98 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
99. Paragraph 99 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
100. Paragraph 100 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.

101. Paragraph 101 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
102. Paragraph 102 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
103. Paragraph 103 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
104. Paragraph 104 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
105. Paragraph 105 contains no factual allegations and so does not require a response. Nevertheless, to the extent a response is required, defendants deny any allegations contained therein.
106. Paragraph 106 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
107. Paragraph 107 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
108. Paragraph 108 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
109. Paragraph 109 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
110. Paragraph 110 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
111. Paragraph 111 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.

112. Paragraph 112 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
113. Paragraph 113 contains no factual allegations and so does not require a response. Nevertheless, to the extent a response is required, defendants deny any allegations contained therein.
114. Paragraph 114 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
115. Paragraph 115 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
116. Paragraph 116 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
117. Paragraph 117 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
118. Paragraph 118 contains no factual allegations and so does not require a response. Nevertheless, to the extent a response is required, defendants deny any allegations contained therein.
119. Paragraph 119 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
120. Paragraph 120 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
121. Paragraph 121 contains no factual allegations and so does not require a response. Nevertheless, to the extent a response is required, defendants deny any allegations contained therein.

122. Paragraph 122 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
123. Paragraph 123 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
124. Paragraph 124 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
125. Paragraph 125 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.
126. Paragraph 126 consists of legal conclusions to which no response is required. To the extent the paragraph requires a response, defendants deny the allegations contained therein.

FIRST AFFIRMATIVE DEFENSE

The Verified Complaint fails to state a claim upon which relief can be granted.

SECOND AFFIRMATIVE DEFENSE

Plaintiff's claims are barred by the doctrines of *in pari delicto*, waiver and unclean hands.

THIRD AFFIRMATIVE DEFENSE

Plaintiff's claims are barred because plaintiff cannot show any injury or damage caused by any of its claims.

FOURTH AFFIRMATIVE DEFENSE

Plaintiff's claims should be dismissed owing to plaintiff's failure to join a necessary party, namely Iconoscope Films LLC.

FIFTH AFFIRMATIVE DEFENSE

Plaintiff's claims sounding in fraud do not meet the requirements of CPLR § 3016(b).

WHEREFORE, defendants demand judgment against plaintiff as follows:

- (a) Dismissal of the Verified Complaint in its entirety;
- (b) Costs and reasonable attorneys' fees as permitted by law or statute; and
- (c) Such other and further relief as this Court shall deem just and proper.

Dated: New York, New York  
June 8, 2015

WINSLETT STUDNICKY  
McCORMICK & BOMSER LLP



By: \_\_\_\_\_

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New York, NY 10017

*Attorneys for Plaintiff*

VERIFICATION

STATE OF NEW YORK    )  
  ) ss.:  
COUNTY OF NEW YORK )

MICHAEL ANDREW PASCAL being duly sworn, deposes and states that he is a defendant in this action, and a member of defendant Fantasy Game Films, LLC and that the foregoing answer is true to his own knowledge.

  
\_\_\_\_\_  
Michael Andrew Pascal

STATE OF NEW YORK  
COUNTY OF NEW YORK

Sworn to before me on 6/8/2015

  
\_\_\_\_\_  
Notary Public

My commission expires:

6/23/2018

**SONAL SHAH**  
**NOTARY PUBLIC-STATE OF NEW YORK**  
**No. 02SH6306592**  
**Qualified in Westchester County**  
My Commission Expires 6/23/2018