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DREAMWORKS ANIMATION SKG,
11 Inc. and DW STUDIOS LLC, (formerly
known as, and erroneously sued as,
12 DREAMWORKS, LLC, aka
DREAMWORKS SKG)
13

14 SUPERIOR COURT OF THE STATE OF CALIFORNIA
15 FOR THE COUNTY OF LOS ANGELES, CENTRAL DISTRICT
16

17 TERENCE DUNN,
18 Plaintiff,
19 v.
20 DREAMWORKS ANIMATION SKG,
INC.; DREAMWORKS, LLC also known
21 as DREAMWORKS SKG; and DOES 1
through 20, inclusive,
22 Defendants.
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) Case No. BC438833

) Assigned to Hon. JoAnne O'Donnell, Dept.
37

) **DECLARATION OF ETHAN
LOWELL REIFF**

1 I, Ethan Lowell Reiff, declare as follows:

2 1. I am a professional screenwriter with writing credits on numerous television
3 series and major motion pictures, including *Kung Fu Panda*. I developed the idea for
4 *Kung Fu Panda* with my writing partner of many years, Cyrus Voris. I make this
5 declaration to address certain claims that I am informed have been made by the plaintiff in
6 this case related to the alleged use of the plaintiff's ideas in the movie *Kung Fu Panda*.

7 2. I make this declaration based upon my own personal knowledge and belief,
8 and, if called upon to testify in this action, I would and could competently testify to the
9 matters set forth in this declaration.

10 **BACKGROUND**

11 3. I graduated in 1986 from New York University's ("NYU") Tisch School of
12 the Arts with a Bachelor's degree in Fine Arts. It was at NYU where I met my writing
13 partner, Cyrus Voris who also graduated from NYU. We have been writing together since
14 1987. Currently we both live and work in Los Angeles, California.

15 4. One of the many things that has made my partnership with Mr. Voris work
16 over the past two decades is our mutual interest in, and love for, Hong Kong cinema,
17 including martial arts films. Together, we have discussed and/or watched numerous
18 martial arts films over the years, including kung fu movies that were produced by Hong
19 Kong's famous Shaw Brothers Studios in the 1970's.

20 5. In addition to my knowledge of martial arts movies, I have developed a
21 strong understanding of China and its culture. I worked in China, visited many times,
22 lived there for six months, and have been able to learn a great deal about Chinese society
23 and culture. My wife is Chinese and, through her, I have learned a great deal about
24 Chinese customs and traditions.

25 6. My and Mr. Voris' knowledge of martial arts films, and my understanding of
26 Chinese culture, has informed and inspired our screenwriting for many projects including,
27 *Bulletproof Monk*, *Kung Fu Panda*, and, most recently, *The Karate Kid 2*, which is
28 scheduled for release in 2013.

1 7. In early 2001 Mr. Voris and I sold a big budget movie project, entitled
2 *Bulletproof Monk*, which was a martial arts action-comedy. *Bulletproof Monk* follows a
3 mysterious monk who, after fulfilling a prophecy, is charged with protecting an ancient
4 scroll that holds the key to limitless power. So long as the monk protects the scroll he does
5 not age, and is impervious to injury. However, at the end of 60 years, the monk must pass
6 the knowledge and power of the scroll on to the next protector. As the monk is seeking his
7 successor, he encounters an unlikely heir – a young, fast-talking pickpocket named Kar.
8 After fate brings Kar and the monk together, they must team up to protect the scroll from
9 an evil force that intends to use the scroll as a means of world domination. Through this
10 journey, Kar and his love interest, Jade, fulfill the prophecy and become the new protectors
11 of the scroll and holders of its wisdom and powers.

12 8. Although *Bulletproof Monk* was not released until 2003, Mr. Voris and I
13 gained substantial notoriety for the screenplay in 2001. The screenplay had substantial
14 exposure in the entertainment industry, and several well-recognized names were attached,
15 including producer John Woo, Hong Kong film star Chow Yun-Fat as the titular monk,
16 and comedic actor Sean Williams Scott as the humorous and unlikely hero. Attached
17 hereto as Exhibit “A” is a true and correct copy of a November 2001 Variety article about
18 *Bulletproof Monk*, which discusses the three aforementioned stars and names Cyrus Voris
19 and myself as the writers.

20 **KUNG FU PANDA WAS CREATED WITHOUT USE OF ANY OF THE**
21 **PLAINTIFF’S WORKS OR IDEAS.**

22 9. Until this lawsuit was filed, I had never heard of Terence Dunn, nor have I
23 ever had contact with him. Moreover, until this lawsuit was filed I had never heard of,
24 read about or seen any representations of “Zen-Bear” or any ideas, characters or stories
25 related thereto.

26 10. As discussed below, the initial story and treatment for the film, *Kung Fu*
27 *Panda*, was created by myself and my writing partner, Cyrus Voris. The initial written
28 treatment was the result of weeks of writing and brainstorming by myself and Mr. Voris.

1 In connection with our creation of the treatment for *Kung Fu Panda*, we were given very
2 little direction by executives at DreamWorks Animation LLC (“DreamWorks”).

3 11. At our first meeting, we traveled to Glendale and met with Chris Kuser of
4 DreamWorks. Mr. Kuser told us about an idea that DreamWorks was working on for an
5 animated film involving a kung fu panda character set in China. We were given a very
6 general outline of the idea that DreamWorks was working on and we were asked to come
7 up with a pitch for their kung fu panda project. After this initial meeting, we attended
8 three separate “pitch” meetings with DreamWorks executives to discuss our story ideas for
9 the kung fu panda project.

10 12. It was only in advance of our third and final pitch that we came up with the
11 idea of the “Furious Five” – a group of five animals who are kung fu heroes – each
12 practicing a different “animal-style” of kung fu. We were familiar with the various animal
13 styles of Kung Fu many through martial arts films and Hong Kong cinema, which often
14 feature humans practicing Kung Fu styles such as tiger style, leopard style, crane style,
15 snake style, monkey style and mantis style. Having grown up around fans of kung fu
16 movies and practitioners of martial arts, I also believed that these various animal styles of
17 kung fu were well enough known to have some resonance with members of the general
18 public. The idea of combining five animals into the “Furious Five” was a natural step in
19 our development of a story which already involved Chinese animals performing kung fu.
20 Our working title was “Master P: The Kung Fu Panda.” Although “Master P” was a
21 reference to the lead character becoming Master Po or Master Panda, it also could have
22 been construed as a play on the name of a rapper known as Master P.

23 13. The term “Furious Five” had other significance that was relevant to Kung Fu
24 Panda. The number five has significant meaning in the Chinese culture due to the various
25 traditions associated with the five elements: wood, water, metal, earth and fire. Also, as a
26 result of my experiences in China and my knowledge of Hong Kong cinema, I was aware
27 of the Shaolin Temple and the “five animals” associated with Shaolin kung fu. Indeed,
28 several Shaw Brothers kung fu movies I was aware of included references to the number

1 five, various animal styles or Shaolin (e.g., Five Fingers of Death, The 36th Chamber of
2 Shaolin, Five Shaolin Masters and Five Deadly Venoms). As Mr. Voris and I initially
3 developed the concept, we replaced two of the Shaolin-affiliated animal styles in the
4 “Furious Five” – leopard and dragon – with monkey and mantis because we envisioned a
5 leopard (who we named Tai Lung) in the role of the antagonist and we had been using the
6 plotline relating to “dragon teeth” in prior pitches so we elected to not use a dragon
7 character.

8 14. We also came up with the idea of a wise old tortoise named Oogway who
9 predicts the arrival of a kung fu savior who will defend the animals from an evil leopard.
10 Oogway means “tortoise” or “turtle” in Chinese and including a turtle as a character was a
11 natural part of the development of our story as I had learned the term “oogway” and that
12 turtles are revered in Chinese culture during the summer of 1989 in Shanghai, from my
13 future nephew, who was 6 or 7 years old at that time.

14 15. We also created a comedic protagonist who is “the unlikeliest hero” in the
15 form of a fat, lazy panda who is trained by the Furious Five to become the savior the
16 animals have been hoping for.

17 16. These elements, among others, were created by myself and my writing
18 partner and our treatment, including the plot and characters described therein, was the
19 basis for the film, Kung Fu Panda. Aside from the general concepts of a kung fu panda
20 who fights off attackers in the setting of China, we came up the other ideas in the treatment
21 independently by using the inspiration from our prior work and from our love of, and
22 familiarity with, Hong Kong movies and Chinese culture. At no time during the creation
23 and development of these ideas did anyone at DreamWorks, including without limitation
24 Lance Young and Michael Lachance, disclose to us or otherwise suggest that we include
25 the Furious Five, Oogway the tortoise, or the story element of a prophesized panda who
26 becomes the savior of a peaceful village.

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1 **MY INITIAL CONTACT WITH DREAMWORKS**

2 17. In early 2002, my screenwriting agent scheduled a meeting between myself,
3 Cyrus Voris, and Chris Kuser, an employee at DreamWorks. The purpose of the meeting
4 was to discuss the development of one or several projects with DreamWorks. Mr. Kuser
5 discussed several projects that DreamWorks was working on.

6 18. During this initial meeting we discussed our work on *Bulletproof Monk* as
7 well as my extensive knowledge of, and experience with, China. Mr. Kuser then informed
8 my partner and I that DreamWorks was developing a kung fu panda movie idea. At the
9 conclusion of our initial meeting, Mr. Kuser offered Mr. Voris and I an opportunity to
10 pitch an idea for the panda project. Mr. Voris and I were interested in the project and
11 agreed to develop and pitch an idea. We set up a pitch meeting with Mr. Kuser and other
12 DreamWorks creative executives to take place on April 10, 2002.

13 **THREE SUBSEQUENT PITCH MEETINGS WITH DREAMWORKS**

14 • **The April 10, 2002 Pitch.**

15 19. On or around April 10, 2002 Mr. Voris and I pitched our first idea to
16 DreamWorks for an epic movie about pandas set in China (the "April 10 Pitch"). The
17 April 10 Pitch was recorded. I have listened to the recording and identified my voice and
18 can verify that it is a true and correct recording of the April 10 Pitch. Attached hereto as
19 Exhibit "B" is a copy of the recording of the April 10 Pitch. Also attached hereto as
20 Exhibit "C" is a copy of a transcript of the April 10 Pitch meeting. Although I did not
21 create the transcript, I have reviewed it and it appears to accurately memorialize the
22 conversation that took place during the April 10 Pitch.

23 20. Our April 10 Pitch centers around a male panda named Po Po, who lives
24 among a community of pandas in a bamboo forest in ancient China. His love interest is a
25 female panda named Shin Di (or "Cindi"). There is a prophecy in the animal kingdom,
26 told by Confucius' cricket, that, if any species is able to locate the teeth of a dragon, that
27 species will reign supreme over the animal kingdom. After the evil snow leopard, Tai
28 Lung, finds the dragon teeth, he sets off with an army of leopards to conquer and consume

1 the panda colony. In order to protect the pandas from Tai Lung, Po Po sets off to find the
2 Buddha kung fu master. During his journey, Po Po first encounters an old golden-furred
3 monkey, who happens to be the greatest kung fu master of the monkey world and,
4 possibly, the animal kingdom. After hearing about Po Po's plight, the monkey agrees to
5 accompany and mentor Po Po in the ways of kung fu. Po Po and the monkey then
6 encounter Confucius' cricket, who also agrees to join them on their journey.

7 21. Along the way, the three of them are attacked by other animals that have
8 kung fu styles named after them – e.g., the snake and the praying mantis – and, through his
9 battles with them, Po Po learns the ways of kung fu. Mr. Voris and I independently came
10 up with the idea to have other animals performing “animal styles” of kung fu. This idea
11 was not suggested to us by anyone at DreamWorks. When Po Po finally reaches the
12 Buddha, he discovers that it is merely a stone statue, not a kung fu master. At first he is
13 confused. However, Po Po looks down into a stream at the base of the statue, sees his
14 reflection, and realizes that through his journey he has become the enlightened kung fu
15 master that he originally set out to find. Po Po then travels back to the bamboo forest
16 where he helps the pandas defeat Tai Lung and his snow leopard army and return balance
17 to the animal kingdom. Po Po (now with his adult name, Po) also gets the girl and when
18 they embrace they form the Chinese symbol of balance – Yin and Yang.

19 22. During the April 10 Pitch, DreamWorks (Mr. Lachance and Mr. Kuser)
20 instructed me and Mr. Voris to tighten up our idea so that it could be delivered in ten
21 minutes, to make the idea more fun for adults, and to clarify the tone – whether it be
22 dramatic or comedic. Other than the input recounted in this Declaration and the exhibits
23 attached hereto, I do not recall anyone, including without limitation Lance Young and
24 Michael Lachance, providing me or Mr. Voris with any additional notes, comments, ideas,
25 materials or other input either before or after the April 10 Pitch. At the conclusion of the
26 April 10 Pitch, we set up a second pitch meeting for April 22, 2002.

27 • **The April 22, 2002 Pitch.**
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1 23. On or around April 22, 2002 Mr. Voris and I pitched a revised version of our
2 idea to executives at DreamWorks (Mr. Lachance, Mr. Kuser and Mr. Young) (the “April
3 22 Pitch”). The April 22 Pitch was recorded. I have listened to the recording and
4 identified my voice and can verify that it is a true and correct recording of the April 22
5 Pitch. Attached hereto as Exhibit “D” is a copy of the recording of the April 22 Pitch.
6 Also attached hereto as Exhibit “E” is a copy of a transcript of the April 22 Pitch meeting.
7 I have reviewed the transcript and it appears to accurately memorialize the conversation
8 that took place during the April 22 Pitch.

9 24. The April 22 Pitch meeting is the first time that I recall meeting with Lance
10 Young. I had previously met with only Mr. Kuser and Mr. Lachance.

11 25. The April 22 Pitch had many of the same elements as the April 10 pitch.
12 However, in our revised version, Tai Lung does not find any dragon teeth but, rather,
13 decides to raid the panda village out of pure blood lust and a desire for power. After the
14 raids begin, Shin Di, Po Po’s love interest, sends him off to find a legendary Chinese
15 warrior known for protecting the innocent, hoping he will agree to help the pandas.
16 Although Po Po is scared, he sets off to find the warrior, save the pandas, and impress Shin
17 Di. Po Po, however, is instantly captured by a traveling circus that has been assembled to
18 entertain the Chinese emperor. Fortunately, he meets an old sage monkey who happens to
19 be a kung fu master and a cricket called Confucius’ cricket. They agree to help Po Po
20 escape and accompany him on his journey. Along the way, the monkey teaches Po Po
21 monkey-style kung fu. Po Po also picks up other animal styles including, for example,
22 praying mantis style, cobra style, eagle style, etc. Eventually, the trio reaches the fortress
23 of the famous warrior only to find it empty. Despairing, Po Po hears a voice coming from
24 a statue that informs him that he has become a kung fu master through his journey. Po Po
25 then looks down into a stream at the base of the statute and realizes for himself that he was
26 the hero all along. His mission complete, Po Po travels back to the panda village to stop
27 Tai Lung. With the help of his new friends, Po Po saves the village from the snow
28 leopards, but not before Tai Lung kidnaps Shin Di and escapes. Po Po then tracks down

1 Tai Lung and defeats him in a final, climactic one-on-one battle. Shin Di and Po Po (now
2 with his adult name, Po) embrace, forming the Chinese symbol of balance – Yin and Yang.

3 26. At the end of the April 22 Pitch, DreamWorks provided several comments.
4 Lance Young told us that he believed the motivation was weak for some of the characters,
5 particularly the monkey. Also, they told us that our pitch was lacking a consistent theme
6 or message. Finally, Lachance and Young told us that they felt our pitch lacked a
7 necessary twist at the end. Other than the input recounted in this Declaration and the
8 exhibits attached hereto, I do not recall anyone, including without limitation Lance Young,
9 Michael Lachance and Chris Kuser, providing me or Mr. Voris with any additional notes,
10 comments, ideas, materials or other input either before or after the April 22 Pitch. After
11 this meeting, Cyrus Voris and I decided to revamp the story in a more dramatic way by
12 adding several characters and by increasing the comedic aspects of the pitch.

13 • **The May 9, 2002 Pitch.**

14 27. On or around May 9, 2002 Mr. Voris and I pitched a third version of our idea
15 to DreamWorks (the “May 9 Pitch”). The May 9 Pitch was recorded. I have listened to
16 the recording and identified my voice and can verify that it is a true and correct recording
17 of the May 9 Pitch. Attached hereto as Exhibit “F” is a copy of the recording of the May 9
18 Pitch. Also attached hereto as Exhibit “G” is a copy of a transcript of the May 9 Pitch
19 meeting. I have reviewed the transcript and it appears to accurately memorialize the
20 conversation that took place during the May 9 Pitch.

21 28. The May 9 Pitch differed substantially from the April 10 Pitch and the April
22 Pitch. The “unlikeliest hero of the entire animal kingdom” was the primary theme of
23 our pitch, with strong comedic elements flowing from the casting of a fat, lazy panda in the
24 role of prophesized hero. This is also the pitch where we first revealed our idea for “The
25 Furious Five.” In this version, the evil snow leopard, Tai Lung, decides that he is going to
26 conquer the entire animal kingdom. In the face of this threat, Confucius’ cricket, the
27 spiritual leader of the animal kingdom, calls together the five greatest kung fu heroes,
28

1 called "The Furious Five," consisting of the praying mantis, the tiger, the golden monkey,
2 the eagle, and the snake.

3 29. Each member of the Furious Five is the master of his or her own animal
4 style. The cricket tells the Furious Five that Tai Lung is too powerful to defeat, so they
5 must seek out the prophesied savior – a panda. The Furious Five are skeptical because, of
6 all the different species in China, a panda is the unlikeliest hero of all. The Furious Five
7 set out to find him anyway, accompanied by the Cricket's nephew, Mencius. The
8 prophecy leads the Furious Five to Po, the laziest, most self absorbed, slacker panda in the
9 bamboo forest – a comical figure who we likened to an Adam Sandler-like character (and
10 who was eventually played by Jack Black). The Furious Five then begrudgingly set about
11 training the panda in their unique animal styles of kung fu. In the course of his training,
12 however, Po learns that the prophecy was false and that he was selected by the cricket in
13 order to inspire even the meekest creatures of the animal kingdom to stand up for
14 themselves against the evil Tai Lung. Nevertheless, Po comes to realize that, although he
15 was unable to master the various animal styles, through his training he has discovered his
16 own panda style that draws upon the other styles and utilizes his own unique gifts. Po then
17 employs his newfound powers to defeat Tai Lung and to restore balance to the animal
18 kingdom. Our working title for the May 9 Pitch was "Master P and the Furious Five."

19 30. During the May 9 Pitch, Lance Young and Michael Lachance said that they
20 liked the pitch, although they thought that the cricket catered to a younger audience and
21 would not be embraced by adults. Shortly thereafter, they hired us to write a treatment of
22 our idea.

23 **THE JUNE 2002 FIRST TREATMENT FOR KUNG FU PANDA**

24 31. On June 28, 2002, Cyrus Voris and I wrote our first treatment of our story,
25 which we titled "Master P: Kung Fu Panda." In this version of our story we kept the same
26 story arc as our May 9 Pitch, but changed a couple of the characters. The tag line for this
27 treatment was "The Unlikeliest Hero In All Of China...Of Any Species!" Attached hereto
28 as Exhibit "H" is a true and correct copy of our June 28, 2002 treatment.

1 32. In the treatment, we replaced Confucius' cricket with Oogway the tortoise,
2 the wisest sage of the animal kingdom, and the eldest living animal in China. We also
3 substituted a crane for the previous eagle character of *The Furious Five*. As with the eagle,
4 there is a kung fu style inspired by the crane, called "crane style."

5 33. Cyrus Voris and I created the characters Tai Lung the snow leopard, Oogway
6 the tortoise, Po the panda, and the Furious Five (consisting of a tiger, a monkey, a snake, a
7 praying mantis, and a crane). The animal styles practiced by the various characters relate
8 to animal styles of kung fu, which were well known to me before I ever met with Mr.
9 Kuser, Mr. Lachance, Mr. Young or anyone at DreamWorks. We also came up with the
10 idea of having Oogway foretell the rise of Po the panda as a great kung fu warrior.
11 Additionally, it was our idea to make Po a comic character, rather than a more dramatic
12 one, by styling him as a lazy, good for nothing, self-indulgent, reluctant hero who comes to
13 realize his own potential only at the last moment. Our inspiration was the idea of placing
14 Adam Sandler in *The Magnificent Seven*. Or playing on the savior, "Neo," character in
15 *The Matrix* by replacing Keanu Reaves' stoic hero with a fat, lazy panda.

16 34. At no time prior to our completion of the Exhibit H did anyone at
17 DreamWorks, including without limitation Lance Young or Michael Lachance, disclose to
18 us, give us the idea, or otherwise instruct us to have the panda character: be a "chosen one"
19 or otherwise spiritually marked; learn kung fu from other animals; interact with five
20 animal mentors; interact with other animals that are masters in their respective kung fu
21 styles; interact with a turtle; or rise from a comedic, slapstick figure to the role of an
22 unlikely hero.

23 35. After the completion of the first treatment, Cyrus Voris and I continued to
24 work on the story for *Kung Fu Panda* and we wrote the first three drafts of the screenplay.
25 Although we did not write the final screenplay that was used for the film, we were credited
26 with "story by" credit on the film.

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I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct to the best of my own personal knowledge.

Executed this 16th day of March, 2011 in Los Angeles, California.



ETHAN LOWELL REIFE

INDEX TO EXHIBITS CITED IN ETHAN LOWELL REIFF DECLARATION

Exhibit	Description	Bates Nos.
A	Variety article regarding film <i>Bulletproof Monk</i> , dated November 19, 2001	
B	CD containing recording of April 10, 2002 Pitch	DW 048527
C	Copy of transcript of April 10, 2002 Pitch meeting	DW 048495-526
D	CD containing recording of April 22, 2002 Pitch	DW 048528
E	Copy of transcript of April 22, 2002 Pitch meeting	DW 048477-494
F	CD containing recording of May 9, 2002 Pitch	DW 048529
G	Copy of transcript of May 9, 2002 Pitch meeting	DW 048462-476
H	Copy of June 28, 2002 treatment written by C. Voris and E. Reiff	DW 013505-512