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**IN THE COURT OF CHANCERY OF THE STATE OF
DELAWARE**

| | | |
|---|---|------------------------------|
| JOSEPH ALFRED, |) | Case No. |
| Plaintiff, |) | |
| |) | 1. BREACH OF IMPLIED- |
| |) | IN-FACT CONTRACT; |
| |) | 2. BREACH OF |
| |) | PROMISSORY ESTOPPEL |
| |) | |
| v. |) | |
| |) | |
| The Walt Disney Company, a Delaware |) | |
| Corporation; ROBERT A. IGER, an |) | |
| individual; and BOB CHAPEK, an individual |) | |
| Defendants. |) | |
| |) | |
| |) | |

FILED
2014 OCT -8 A 9:28

Plaintiff, Joseph Alfred, against the Walt Disney Company and the two named defendants Robert A. Iger and Bob Chapek, alleges upon personal knowledge as to himself and his own acts, and upon information and belief as to all other matters, based upon, as follows:

SUMMARY

1. Plaintiff, seeks relief for specific performance based on an implied- in-fact contract for: 1) Issuance of a license agreement from both the Walt Disney Corporation and Lucasfilm Inc. to Terrafugia Inc of the trademarked property T-65 X-wing from Star Wars Episode IV: A New Hope. Full, unequivocal, and public support from both the Walt Disney Corporation and Lucasfilm Inc. for the building of one or more X-wings for a Star Wars premiere event in December of 2017. 2) Two minutes of ABC air time during a nationally televised Florida State Football game to sell the campaign and showcase the before vehicle. If the plaintiff needed to sum up this entire case in one sentence, it is this: Two executives of the Disney Company are stalling the next evolution of human transportation on this planet. The end goal of this campaign is to produce a \$50,000 automated personal airplane to create Woody Guthrie's endless skyway.
2. The plaintiff designed a unique premiere air show for Star Wars Episode VIII which will premiere in December of 2017. The event would allow over

93,000 Star Wars fans to actually fly in a replica of the X-wing from the movies; to be Luke Skywalker for the night. The price of this experience was set at \$10,000 per person or more than \$930,000,000 total. The website Kickstarter would provide the mechanism for funding this campaign. In addition to the \$10,000 pledge amount, people could also fund the campaign with pledges ranging from \$1 to \$10,000. This campaign has another purpose as well: to solve traffic jams globally by achieving economy of scale for the plane company Terrafugia Inc. that the plaintiff approached to build the X-wing. This company will solve traffic jams globally if it can make an affordable automated personal airplane. This would create a middle tier of transportation above cars and below planes. It would combine the personalization factor of cars with the safety of air travel. The technology would allow a person to vertically takeoff from their house, set the destination, have the FAA fly the airplane to its destination, and then land vertically. To give the Court some context: President Obama's 2012 plan to solve traffic jams in the U.S. costs \$50 billion in the first year, and \$476 billion in the six years after that.¹

3. The plaintiff anticipates generating \$15.239 billion from this campaign, \$6.8 billion (based on a 45% split; actual percentage to be negotiated by Disney

¹ U.S. Department of Treasury Report: "Now is the Key Time to Invest in Infrastructure." www.treasury.gov.

and Terrafugia) would be invested in Disney through a stock purchase. So not only would the Disney Company's stock be raised because of a higher value, but also because of the reduction of Disney's float stock in the marketplace. This number is so high because the plaintiff wants to announce this campaign and showcase the company's before vehicle during a nationally televised ABC broadcast of Florida State; the nation's current #1 college football team. Seeing is believing: If people see the before vehicle, they will more likely believe in this campaign and pledge to it. Additionally, adding Star Wars fans and everyone who hates traffic to a nationally televised football game will increase ratings to unprecedented levels. The plaintiff wants to announce this campaign during a Florida State college football game because they are currently undefeated. Their last loss was in November of 2012 to the Florida Gators. No other college or professional team can claim such a perfect record. The plaintiff believes perfection should be recognized, congratulated, and rewarded. Announcing this campaign during the middle of a game would not just create the right environment for a successful campaign, but also would lead to higher applications for admission, higher merchandise sales, and more tourist revenue for the State of Florida.

4. Additionally, the X-wing is an actual symbol of hope and change. Why is the X-wing a symbol of hope and change? The X-wing was the vehicle used by the character Luke Skywalker to destroy the Death Star; the ultimate symbol of evil in all of recorded human literature. From Gilgamesh to A Song of Ice and Fire, in the plaintiff's estimation there are only three stories that take on the weighty subject of global genocide.
5. The first is Noah's Ark. God punished humanity by bringing an entire flood to destroy us all except for Noah, his sons, and their wives. Since humanity survived through the ark, the ark became a symbol of hope. The ark is made out of cubits of wood though, so it not a symbol of hope and change.
6. The second story is J.J. Abrams first Star Trek film. I explain the story in detail because in criminal law, the mental state of the perpetrator of a crime matters and I would like to contrast Mr. Abram's story with Mr. Lucas'. The main antagonist named Nero destroys the Planet Vulcan with a mining device and the use of what was called "red matter" developed by Vulcans in the future. When the red matter activated, it created a singularity or black hole that swallowed the entire planet. Nero does this to avenge the destruction of his own planet because the elder Spock played by Leonard Nemoy promised to save the Romulan planet that was the home of Nero. The elder Spock deployed the red matter to save the Romulan planet, but he

arrived too late and Nero had to watch his entire species die from his mining vessel. The singularity created a time space continuum event which led to both the Elder Spock's ship and the Romulan mining vessel being sucked back through time and space into the past.

7. If Nero were on trial for the global genocide of the Planet Vulcan, the defense counsel could bring up the defense of heat of the moment to try to excuse Nero's actions. This defense would be undercut by the fact that Nero actually waited some thirty years for the Elder Spock to arrive so he could make him watch as he destroyed the Vulcan planet. Nero's actions were motivated by righteous if misplaced anger at the Elder Spock for allowing the Romulan planet to die. The Enterprise arrived at the planet in time to save some of the elders of the planet so the entirety of Vulcan was not wiped out in a single moment. In the end of the movie, the characters younger Spock and Captain Kirk use the red matter against Nero. They utilize the Elder Spock's smaller Vulcan ship and the Starship Enterprise to overwhelm the technologically superior Romulan mining vessel. In destroying the Romulan mining vessel the Starship Enterprise becomes a symbol of hope and change, but it is not the best symbol we have because the Romulan mining vessel is not the ultimate symbol of evil. Additionally, it is not technologically feasible at this time to build the Starship Enterprise and

trying to build one would distract from the other purpose of this campaign which is to build affordable vertical takeoff and landing automated personal airplanes for the general public to buy. Additionally, Star Trek is not the fifth highest grossing movie franchise in the history of the film industry, but Star Wars is. Star Wars terminology has become part of everyday diction, an essential part of the criterion and zeitgeist of our society.

8. The third and in the plaintiff's estimation best story that takes on this level of good versus evil is Star Wars Episode IV: A New Hope. In the beginning third of the movie, we are introduced to a character named Grand Moff Tarkin. He is Emperor Palpatine's appointed commander of the Death Star, a space station whose sole purpose is to destroy planets and all life upon them. He interrogates the character Princess Leia as he believes that she is a member of the Rebel Alliance and is ferrying the technical blueprints of the Death Star. He wants to know where the rest of the Rebel Alliance is hiding so he can destroy the planet that they have made as a home base. He uses the threat of destroying the Princess' own planet of Alderaan as leverage to coerce that confession. Princess Leia lies and gives up the name of an abandoned Rebel base. Without knowing whether or not Leia is lying, the Grand Moff orders the destruction of the peaceful planet of Alderaan to make a political point that any leader of a planet who supports the Rebel

cause will have their home planets destroyed. There was no justification or excuse for this action. He does it to exert political hard power and fear over the rest of the galaxy. In committing global genocide for no other reason than to assert the dominance of the Empire, the Death Star becomes the ultimate symbol of evil in the entire recorded history of the English language. Since the X-wing destroys the Death Star at the end of the movie, it becomes the ultimate symbol of hope. Since the X-wing has lasers, proton torpedoes, vertical takeoff and landing technology, and a fusion engine it is also a symbol of change. Thus it is the ultimate symbol of hope and change.

9. Our current President Barack Obama campaigned upon those principles in 2008. He was elected by 69,498,516 American votes, all of whom believed in his message. When the President and his campaign staff chose that message, they inadvertently gave a huge monetary and political boost to the T-65 X-wing trademarked property currently owned by Disney.

Additionally, President Obama won the Nobel Peace Prize, a global award, proving that the message of hope and change resonated internationally.

10. This campaign costs nothing to the Disney Company except a license agreement to the T-65 X-wing from Star Wars Episode IV: A New Hope. Lucasfilm, Disney's subsidiary, has a policy against creating personal vehicles from the Star Wars universe because it thinks it would make the

vehicles look less futuristic. This is an arcane policy because the movie came out in 1977, and we have all the technology available to us today to actually build a real X-wing. Both the Producer Kathleen Kennedy, President of Lucasfilm and Director of Star Wars Episode VII, J.J. Abrams, want to move the premiere date back to May 4, 2016, but Chairman and CEO Bob Iger does not want to miss out on Christmas 2015 sales. The discussion of the proposal broke down when the plaintiff suggested a solution for all parties: Move the premiere back to May 4, 2016. In exchange, Lucasfilm drops its policy against building personal vehicles from the Star Wars universe, and Disney gets the free campaign that will generate money, stock increases, and an international ratings event for them in the fourth quarter of this fiscal year.

11. The plaintiff received an email on July 29 from a Disney paralegal who informed the plaintiff that Disney does not accept unsolicited submissions. This was a change in policy given that the plaintiff had already disclosed sensitive elements of the intellectual property when the plaintiff discussed this proposal on July 22, 2014 with a Disney licensing lieutenant. When the plaintiff offered to be hired by the Disney Company to preserve the policy, the plaintiff was told at the behest of Bob Iger and Bob Chapek (President of Disney Consumer Products) by a Walt Disney attorney who did not

announce his name or his number, that the official position of the executive team is they are not interested. Additionally we made an oral agreement that the plaintiff would not contact further any member of the Walt Disney executive team. The plaintiff made this agreement as the attorney did not rule out contacting any member of the Walt Disney Board of Directors. Two members of Disney's executive team including Chairman of the Board Bob Iger are in this instance not acting in the best interest of the corporation.

12. When the nameless attorney called the plaintiff on July 29, 2014 and said the executive team was not interested, they were not just saying no to the plaintiff. They were saying no to everyone that the plaintiff wanted to create value for from this campaign: Disney's board of directors, executive team, minority shareholders, and employees, ABC Television Group, Terrafugia Inc., the Advertisers who ran spots for the Aug. 30 game, the clients who missed out on revenue from those spots, and the Universities of Florida State and Oklahoma State.

13. The tertiary value from the results of this campaign is far wider since the creation of an automated personal airplane that is also affordable to a majority of the world's population will solve traffic jams globally. The U.S. Treasury Department estimates that traffic jams waste 2 billion gallons of

gasoline every year and \$120 billion in opportunity cost.² Solving traffic jams will affect global productivity in the multi-trillions of dollars, gasoline usage in billions of gallons, government expenditure on road repair, the plane insurance industry, the trucking industry, any employer who wants a more productive workforce, and commuters who want to get back home to spend time with their families or do the things they care about. The effect of that “no” was felt by none of the billions of people the plaintiff intends to help, but it affected them all the same.

14. Why does the plaintiff feel so strongly about this? When Congress failed to pass President Obama’s 2012 Transportation and Infrastructure bill in favor of a less expensive temporary relief package which will need to be renewed on November, 1, 2014, they were acting based on our country’s current fiscal reality. However, there are serious problems in our nation’s infrastructure which require immediate attention and funding. Our infrastructure is a national security issue and passing the minimum required amount to keep the Highway Trust fund solvent will not pay for the essential repairs needed to keep our infrastructure modern. The President of the American Society of Civil Engineers states that “we are in a pivotal moment when it comes to maintaining and modernizing our nations’ infrastructure.

² National Economic Council and President’s Council of Economic Advisors.
http://www.whitehouse.gov/sites/default/files/docs/economic_analysis_of_transportation_investments.pdf

Many of our roads, bridges, water systems, and our nation electric grid were put into place over fifty years ago, and these systems are simply overwhelmed or worn out. The 2013 Report Card for America's Infrastructure gives an overall grade of D+."³ If we are the world's greatest nation, that letter grade should be A+.

15. If Congress will not act, then as an American citizen, as a human being, the plaintiff has a self evident right and duty to act. "But when a long train of abuses and usurpations pursuing invariably the same object reduce them under absolute despotism, it is their right it is their duty... to provide new safeguards for their future security." The Declaration of Independence compels the plaintiff to provide for that future security. How many more images of bridges failing on the nightly news do we have to endure before someone does something? The plaintiff does not have to know the men and women trapped in their vehicles in the ruins of the bridges in order to care about them. They are the plaintiff's fellow countrymen, and no American should ever be in fear of utilizing our nation's transportation systems.

16. The Walt Disney Company changed their policy regarding Unsolicited Submissions Twice. Their default position is not to accept unsolicited submissions. However on July 22, 2014 they did accept and the Disney

³ 2013 Report Card for America's Infrastructure, American Society of Civil Engineers.
www.infrastructurereportcard.org

Company still employs the licensing lieutenant, Divya Dalal, who participated in a teleconference call between the plaintiff and Vanessa Blakeley, the Corporate Communications Lead for Terrafugia Inc. One week later on July 29, 2014, when I called Bob Chapek's office about shifting the date of the air show from December of 2015 to December of 2017 to accommodate the timing issues brought up by both sides during the July 22, 2014 teleconference call and the possibility of showcasing the before vehicle during a nationally televised ABC college football game the plaintiff was told by Bob Chapek's Executive Assistant that there was "a change in policy back to its original position of not accepting unsolicited submissions from outside the Disney family and that someone would be contacting the plaintiff regarding the proposal." Later that day the plaintiff received an email from a Disney paralegal which stated that Disney has a policy against accepting unsolicited submissions.

17. The Company already employs salaried attorneys and licensing personnel who could negotiate with Terrafugia Inc. on behalf of the Company.

18. The Company owns ABC Television and ESPN. Since their networks are already filming the game, there is no additional cost for camera or broadcasting equipment. The Company's ownership of the broadcast airwaves originates from the Communications Act of 1934. As the plaintiff's

campaign is designed to alleviate traffic jams all over the globe, is it not right to use the people's airways to facilitate this purpose?

JURISDICTION AND VENUE

19. This Court has in personam jurisdiction over the defendants pursuant to *International Shoe Co. v. Washington* 326 U.S.310 (1945). This Court has subject matter jurisdiction over all claims asserted herein pursuant to 10 Del. C. {3114. This action is not a collusive action designed to confer jurisdiction on a court of the United States that it would not otherwise have.
20. Venue is proper in this Chancery Court pursuant to 10 Del. C. {3114 and because the Walt Disney Company is incorporated within the State of Delaware which amounts to a substantial relationship with this Court.

PARTIES

The Plaintiff

21. Plaintiff, Joseph Alfred, is a New Jersey resident.

The Management Defendant

22. Defendant, Bob Chapek, has been the President of Disney Consumer Products since 2011. Upon information and belief, defendant Chapek resides in California.

The Director Defendant

23. Defendant, Robert A. Iger, is the Chairman of the Board and the Chief Executive Officer since 2006. Upon information and belief, defendant Iger resides in California.

COUNT I

Against All Defendants For Breach of Contract Implied-In-Fact

24. Plaintiff incorporates by reference and realleges each and every allegation set forth above, as if set forth herein.

25. The Walt Disney Corporation created an implied contract with the plaintiff when it changed its own policy against accepting unsolicited submissions by a third party. The plaintiff can infer an implied promise based on circumstances that exist in the ordinary course of dealing and common understanding. Why even take the teleconference call on July 22, 2014 if there were not mutual agreement that this campaign would be successful for the Disney Corporation? There is an often used mathematical principle to solve difficult theorems: to prove something, disprove the opposite (See Euclid's proof on the infinity of prime numbers).

COUNT II

Against All Defendants For Breach of Contract by Promissory Estoppel

26. Plaintiff incorporates by reference and realleges each and every allegation set forth above, as if set forth herein.
27. The Walt Disney Company created a contract with the plaintiff by virtue of promissory estoppel. Parties to the gratuitous promise: Divya Dalal, licensing lieutenant, under the direction of Josh Silverman Executive Vice President, with the blessing of Bob Chapek's office of President of Disney Consumer Products.
28. When Divya Dalal scheduled the teleconference call, the plaintiff contends that the Disney Corporation made a promise that an exception to its official policy of not accepting unsolicited submissions from third parties would be created for the plaintiff's campaign to build the World's First Flying X-wing. Additionally, during the meeting, Ms. Dalal made assertions that Disney would work with Lucasfilm Inc. to override the subsidiary's own policies against creating personal vehicles from the Star Wars Universe.
29. The plaintiff justifiably relied on the promise. The teleconference took place on July 22, 2014. On July 21, 2014 the plaintiff released to Divya Dalal his intellectual property in the form of a power point presentation detailing the

plaintiff's plan for the unique premiere event, the company the plaintiff intended to use, and the contact person for that company. All three were cultivated by the plaintiff for the intended mutual benefit between the Walt Disney Company, Terrafugia Inc., and the plaintiff.

30. The plaintiff anticipates generating \$6.8 billion for the Disney Corporation.

\$6.8 Billion for Terrafugia Inc. based on a 45%-45% split of the 90% of the proceeds from the Kickstarter campaign. These estimates are based on the sale price of one 93,000 person stadium and small scale global donations.

Nothing would prevent additional events to be held at other stadiums at later dates. Additionally, this number does not accurately predict the actions of industries that would receive direct or tertiary benefits from my campaign such as the insurance industry who would likely invest to reduce the end user price so that it could insure more automated personal airplanes. The trucking industry, governments, and employers would also benefit greatly from reduced cars on the roadways as it will increase productivity. As the plaintiff intends to keep none of the proceeds and purchase stock in both companies, the plaintiff's loss is \$13.6 billion in potential stock acquisition.

31. The plaintiff's campaign is of no value to any other company as only the

Company has both the ownership right and the power to license the trademarked T-65 X-wing property to Terrafugia Inc. The plaintiff would

not have revealed his intellectual property if the plaintiff had known that Mr. Bob Chapek of the Company would just change his mind again.

PRAYER FOR RELIEF

WHEREFORE, plaintiff demands judgment as follows:

- A. Against all of the defendants for the specific performance to remedy the loss of capital and stock value as a result of the defendants' breaches of an implied-in-fact contract and promissory estoppel.
- B. Extraordinary equitable relief as permitted by law and equity sued hereunder including directing the Walt Disney Company board of directors and executives to issue the licensing agreement to the T-65 X-wing copyrighted and trademarked property from Star Wars Episode IV: A New Hope, full, unequivocal, and public support from both the Walt Disney Corporation and Lucasfilm Inc. for the building of one or more X-wings for a Star Wars premiere event in December of 2017. 2) and two minutes of ABC air time during a nationally televised Florida State Football game to sell the campaign and showcase the before vehicle.
- C. Awarding to the Plaintiff the costs and disbursements of the action including reasonable costs and expenses.
- D. Granting such other and further relief as the Court deems just and proper.

CHANCERY COURT DEMAND

Plaintiff demands a trial on all claims so triable.

Dated: October 8, 2014



Joseph Alfred

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Sworn to and Subscribed before me
this 8th day of Oct, 2014



Register in Chancery

General Information

| | |
|----------------------|----------------------------|
| Court | Delaware Court of Chancery |
| Docket Number | 10211 |