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U.S. DISTRICT COURT
WESTERN DISTRICT OF MICHIGAN
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**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

THE WILLIAM M. YARBROUGH
FOUNDATION and ZANFEL LABORATORIES,
INC.,

Plaintiffs,

v.

DOLLAR GENERAL CORPORATION and
DOLGENCORP, LLC,

Defendants.

Case No:

1:10-cv-00928

Judge:

**Gordon J Quist
U.S. District Judge**

COMPLAINT AND DEMAND FOR JURY TRIAL

Plaintiffs, THE WILLIAM M. YARBROUGH FOUNDATION and ZANFEL LABORATORIES, INC., ("PLAINTIFFS" or "ZANFEL") by and through their undersigned counsel, for their Complaint against Defendants, DOLLAR GENERAL CORPORATION and DOLGENCORP, LLC ("DEFENDANTS" or "DOLLAR") state the following. Allegations made on belief are premised on the belief that the same are likely to have evidentiary support after a reasonable opportunity for further investigation and discovery.

NATURE OF THE CASE

1. This is an action for patent infringement under the Patent Laws of the United States, 35 U.S.C. §1, *et seq.* ("Federal Patent Act").
2. This is also an action for copyright infringement under the Federal Copyright Act of 1976, as amended, 17 U.S.C. §101, *et seq.* ("Federal Copyright Act").
3. This is additionally an action for trademark infringement under the Trademark Laws of the United States, 15 U.S.C. §1051, *et seq.* ("The Lanham Act").

4. This is yet also an action in law and equity for trade dress infringement, false advertising, and false designations of origin and false and misleading descriptions and representations under §43(a) of the Lanham Act.

5. DEFENDANTS, in an attempt to unlawfully and willfully profit from the success of ZANFEL'S market leading poison ivy wash, sell a poison ivy wash in direct violation of The Federal Patent Act, The Federal Copyright Act, The Lanham Act, and Michigan Law – among others.

6. ZANFEL seeks injunctive and monetary relief to the fullest extent possible under The Federal Patent Act, The Federal Copyright Act, The Lanham Act, and Michigan Law, as well as any such other relief as the equities of the case may require and as this Court may deem just and proper.

PARTIES

7. THE WILLIAM M. YARBROUGH FOUNDATION is an Illinois not for profit corporation having a place of business at 77 West Wacker Drive, c/o: Micheal J. Legamaro, Chicago, Illinois 60601-5094.

8. ZANFEL LABORATORIES, INC. is an Illinois corporation having a place of business at 6901 N. Knoxville Avenue, Suite 200, Peoria, Illinois 61614.

9. Upon information and belief DOLLAR GENERAL CORPORATION is a corporation organized under the laws of Tennessee, having a principle place of business at 100 Mission Ridge, Goodlettsville, Tennessee 37072.

10. Upon information and belief DOLGENCORP, LLC is a limited liability company organized under the laws of Tennessee, having a principle place of business at 100 Mission Ridge, Goodlettsville, Tennessee 37072.

JURISDICTION AND VENUE

11. This Court has original jurisdiction over the subject matter by virtue of at least one of 15 U.S.C. §§1121 and 28 U.S.C. §§1331, 1338(a), and 1338(b).

12. This Court has supplemental jurisdiction over any state law and common law claims under 28 U.S.C. §1367(a).

13. This Court has personal jurisdiction over DOLLAR GENERAL CORPORATION, and venue is proper in this judicial district pursuant to at least one of 28 U.S.C. §§1391(b)(2), 1391(c), 1400(a), and 1400(b). DOLLAR GENERAL CORPORATION is actively doing business in this judicial district, and/or has committed certain acts of patent infringement, copyright infringement, trademark infringement, trade dress infringement, false advertising and/or false designations of origin and false descriptions under the Lanham Act, in this judicial district. Among other places, DOLLAR GENERAL CORPORATION distributes, offers for sale, and/or sells poison ivy wash with a Dollar General guarantee in the State of Michigan. DOLLAR GENERAL CORPORATION is subject to the personal jurisdiction of this Court and is amenable to service of process pursuant to the Michigan long-arm statute, MI ST 600.705 (2003), and Fed. R. Civ. P. 4(e). Requiring DOLLAR GENERAL CORPORATION to respond to this action will not violate due process.

14. This Court has personal jurisdiction over DOLGENCORP, LLC, and venue is proper in this judicial district pursuant to at least one of 28 U.S.C. §§1391(b)(2), 1391(c), 1400(a), and 1400(b). DOLGENCORP, LLC is actively doing business in this judicial district, and/or has committed certain acts of patent infringement, copyright infringement, trademark infringement, trade dress infringement, false advertising and/or false designations of origin and false descriptions under the Lanham Act, in this judicial district. Among other places, DOLGENCORP, LLC distributes, offers for sale, and/or

sells poison ivy wash with a Dollar General guarantee in the State of Michigan. DOLGENCORP, LLC is subject to the personal jurisdiction of this Court and is amenable to service of process pursuant to the Michigan long-arm statute, MI ST 600.705 (2003), and Fed. R. Civ. P. 4(e). Requiring DOLGENCORP, LLC to respond to this action will not violate due process.

BACKGROUND

15. Prior to June 22, 2002, William M. Yarbrough conceived of a method for treating poison ivy with an aqueous topical composition (the "Composition").

16. Mr. Yarbrough formed a business around the manufacture and sale of the Composition. That business, operating under the name ZANFEL, sells the Composition as a wash for treating poison ivy, oak, and sumac.

17. Mr. Yarbrough established THE WILLIAM M. YARBROUGH FOUNDATION, a charitable, not-for-profit foundation directed toward, among other missions, caring for and feeding the homeless in a plurality of locations.

18. THE WILLIAM M. YARBROUGH FOUNDATION owns essentially all of the intellectual property associated with the Zanfel wash for treating poison ivy, oak, and sumac.

19. In a selfish display of corporate greed and in a reckless attempt to unlawfully profit from the goodwill of ZANFEL, as well as impede the benevolent missions of THE WILLIAM M. YARBROUGH FOUNDATION, DOLLAR has begun selling a poison ivy wash with a Dollar General guarantee that infringes PLAINTIFFS' intellectual property associated with its market leading poison ivy wash in direct violation of The Federal Patent Act, The Federal Copyright Act, The Lanham Act, and Michigan Law – among others.

COUNT I – PATENT INFRINGEMENT OF U.S. PATENT NO. 7,008,963

20. PLAINTIFFS repeat and reallege the allegations contained in Paragraphs 1-19 of this Complaint as if fully set forth herein.

21. Prior to June 22, 2002, William M. Yarbrough conceived of a method for treating poison ivy with an aqueous topical composition (the "Composition").

22. Mr. Yarbrough formed a business around the manufacture and sale of the Composition. That business, operating under the name ZANFEL, sells the Composition as a wash for treating poison ivy, oak, and sumac.

23. On June 22, 2002, Mr. Yarbrough filed a patent application directed to methods for using the Composition in the treatment of urushiol induced contact dermatitis (*e.g.*, poison ivy, oak, and sumac).

24. On March 7, 2006, the United States Patent and Trademark Office issued U.S. Patent No. 7,008,963 ("the '963 patent"), entitled "Urushiol Induced Contact Dermatitis Solution." (Exhibit A).

25. All rights in the '963 patent have been assigned to THE WILLIAM M. YARBROUGH FOUNDATION. THE WILLIAM M. YARBROUGH FOUNDATION is the sole owner of the '963 patent and has the right to enforce and recover damages for infringement of the '963 patent.

26. ZANFEL is an exclusive licensee of the '963 patent and, as such, also has the right to enforce and recover damages for infringement of the '963 patent.

27. DOLLAR makes or has made, uses, offers to sell and/or sells poison ivy wash which infringes upon one or more claims of the '963 patent in this judicial district and elsewhere in the United States in violation of 35 U.S.C. §271.

28. Infringement of the '963 patent by DOLLAR has caused, and will continue to cause THE WILLIAM M. YARBROUGH FOUNDATION and ZANFEL to suffer

damages, including, but not limited to, lost sales, lost profits, lost royalties and price erosion in an amount to be determined by the trier of fact.

29. Unless restrained and enjoined by this Court, DOLLAR will continue to infringe the '963 patent, resulting in substantial, continuing and irreparable damages to THE WILLIAM M. YARBROUGH FOUNDATION and ZANFEL.

30. The actions of DOLLAR are willful and "exceptional" within the meaning of 35 U.S.C. §285.

COUNT II – COPYRIGHT INFRINGEMENT OF ZANFEL'S PACKAGING

31. PLAINTIFFS repeat and reallege the allegations contained in Paragraphs 1-30 of this Complaint as if fully set forth herein.

32. ZANFEL is a business which, among other things, designs distinct packaging for its wash which is used in the treatment of poison ivy, oak, and sumac.

33. ZANFEL'S packages are original works of authorship subject to copyright protection under United States Law.

34. ZANFEL has created and owns several works of authorship in the nature of distinct packaging and is the owner of all right, title and interest in and copyright to such works.

35. At least as early as April of 2009, ZANFEL designed and implemented its current packaging entitled: Zanfel Package I – It Works!.

36. The package identified in paragraph 35 is an original work of authorship that is subject to copyright protection under United States Law.

37. ZANFEL is the owner of all right, title, and interest in and copyrights to the Zanfel Package I – It Works!.

38. At least as early as April of 2009, ZANFEL has produced copies of the package entitled Zanfel Package I – It Works! in compliance with the copyright laws and has remained the sole owner of the copyrights.

39. ZANFEL has applied to the United States Copyright Office for a certificate of registration for the Zanfel Package I – It Works!. (Exhibit B).

40. The Zanfel Package I – It Works! comprises an original work of authorship fixed in a tangible medium of expression within the meaning of the Copyright Act of 1976 17 U.S.C. §101 *et seq.*, as amended. Therefore, it constitutes copyrightable subject matter under the laws of the United States.

41. ZANFEL is, and at all times relevant to this Complaint has been, the sole owner of all rights, title, and interest in and to the copyrights in the Zanfel Package I – It Works!.

42. ZANFEL believes, and therefore alleges, that DEFENDANTS have knowingly and willfully copied and continue to copy the Zanfel Package I – It Works!.

43. ZANFEL believes, and therefore alleges, that DEFENDANTS have sold and continue to sell substantial quantities of products made using ZANFEL'S packaging that they copied, and continue to copy from ZANFEL.

44. As a direct and proximate result of the DEFENDANTS' acts of infringement, ZANFEL has suffered and will continue to suffer, irreparable injury.

45. The DEFENDANTS' conduct is causing and, unless enjoined and permanently restrained by this Court, will continue to cause ZANFEL great and irreparable injury that cannot be fully compensated or measured in money. ZANFEL has no adequate remedy at law.

46. ZANFEL is entitled to recover all damages suffered as a result of the DEFENDANTS' wrongful acts, including but not limited to profits obtained by the DEFENDANTS as a result of their wrongful acts and the loss of profits sustained by ZANFEL. In the alternative, ZANFEL is entitled to recover statutory damages in an amount to be determined by the Court. ZANFEL is also entitled to recover all reasonable attorney's fees, court costs and interest on said damages from the date of DEFENDANTS' infringement.

COUNT III – COPYRIGHT INFRINGEMENT OF ZANFEL'S CONTAINER

47. PLAINTIFFS repeat and reallege the allegations contained in Paragraphs 1-46 of this Complaint as if fully set forth herein.

48. ZANFEL is a business which, among other things, designs distinct containers (e.g., tubes) for its wash which is used in the treatment of poison ivy, oak, and sumac.

49. ZANFEL'S containers are original works of authorship subject to copyright protection under United States Law.

50. ZANFEL has created and owns several works of authorship in the nature of distinct containers and is owner of all right, title and interest in and copyright to such works.

51. At least as early as April of 2009, ZANFEL designed and implemented its current container (tube) entitled: Zanafel Tube I for Package I – It Works!.

52. The container identified in paragraph 51 is an original work of authorship that is subject to copyright protection under United States Law.

53. ZANFEL is the owner of all right, title, and interest in and copyrights to the Zanafel Tube I for Package I – It Works!.

54. At least as early as April of 2009, ZANFEL has produced copies of the container entitled Zanafel Tube I for Package I – It Works! in compliance with the copyright laws and has remained the sole owner of the copyrights.

55. ZANFEL has applied to the United States Copyright Office for a certificate of registration for the Zanafel Tube I for Package I – It Works!. (Exhibit C).

56. The Zanafel Tube I for Package I – It Works! comprises an original work of authorship fixed in a tangible medium of expression within the meaning of the Copyright Act of 1976 17 U.S.C. §101 *et seq.*, as amended. Therefore, it constitutes copyrightable

subject matter under the laws of the United States.

57. ZANFEL is, and at all times relevant to this Complaint has been, the sole owner of all rights, title, and interest in and to the copyrights in the Zanafel Tube I for Package I – It Works!.

58. ZANFEL believes, and therefore alleges, that DEFENDANTS have knowingly and willfully copied and continue to copy the Zanafel Tube I for Package I – It Works!.

59. ZANFEL believes, and therefore alleges, that DEFENDANTS have sold and continue to sell substantial quantities of products made using ZANFEL'S container that they copied, and continue to copy from ZANFEL.

60. As a direct and proximate result of the DEFENDANTS' acts of infringement, ZANFEL has suffered and will continue to suffer, irreparable injury.

61. The DEFENDANTS' conduct is causing and, unless enjoined and permanently restrained by this Court, will continue to cause ZANFEL great and irreparable injury that cannot be fully compensated or measured in money. ZANFEL has no adequate remedy at law.

62. ZANFEL is entitled to recover all damages suffered as a result of the DEFENDANTS' wrongful acts, including but not limited to profits obtained by the DEFENDANTS as a result of their wrongful acts and the loss of profits sustained by ZANFEL. In the alternative, ZANFEL is entitled to recover statutory damages in an amount to be determined by the Court. ZANFEL is also entitled to recover all reasonable attorney's fees, court costs and interest on said damages from the date of DEFENDANTS' infringement.

COUNT IV – TRADEMARK INFRINGEMENT OF U.S. REGISTRATION NO. 2,859,827

63. PLAINTIFFS repeat and reallege the allegations contained in Paragraphs 1-62 of this Complaint as if fully set forth herein.

64. THE WILLIAM M. YARBROUGH FOUNDATION is the owner of United States Trademark Registration No. 2,859,827, registered July 6, 2004, for "ZANFEL" for use in association with topical wash for use in poison ivy, oak and like reactions in Class 005. This registration is now valid, subsisting, uncancelled and unrevoked. (Exhibit D).

65. Continuously since at least as early as April 25, 1999, ZANFEL has used its mark ZANFEL in connection with and to identify its poison ivy products and to distinguish said products from similar products offered by other companies, by, and without limitation, prominently displaying said mark on its products and advertising and promotional materials distributed throughout the United States. ZANFEL'S products sold under the ZANFEL mark and brand name are provided nationwide including in the State of Michigan.

66. In addition, as of the date of the filing of this complaint, ZANFEL is actively engaged in expanding its use of the ZANFEL mark in connection with poison ivy products in interstate commerce throughout the United States including in the State of Michigan.

67. DEFENDANTS have infringed ZANFEL'S mark in interstate commerce by various acts, including, without limitation, the selling, offering for sale, promotion and advertising of poison ivy wash which displays ZANFEL thereon of a type virtually identical to the type of poison ivy product offered by ZANFEL.

68. DEFENDANTS' use of ZANFEL in connection with poison ivy wash is without permission or authority of ZANFEL and said use is likely to cause confusion, to cause mistake and/or to deceive.

69. DEFENDANTS use of ZANFEL on both its package and container (*i.e.*, tube) in connection with poison ivy wash is without permission or authority of ZANFEL and either expressly or impliedly indicates that the Dollar General poison ivy wash is affiliated with, connected to, associated with, sponsored by, and/or approved by ZANFEL.

70. DEFENDANTS' use of ZANFEL in connection with its poison ivy wash has been made notwithstanding ZANFEL'S well known and prior established rights in the trademark ZANFEL and with both actual and constructive notice of ZANFEL'S federal registration rights under 15 U.S.C. §1072.

71. Upon information and belief, Defendant's infringing activities have caused and, unless enjoined by this Court, will continue to cause, irreparable injury and other damage to Plaintiff's business, reputation and good will in its federally registered ZANFEL trademark. PLAINTIFFS have no adequate remedy at law.

COUNT V - TRADE DRESS INFRINGEMENT

72. PLAINTIFFS repeat and reallege the allegations contained in Paragraphs 1-71 of this Complaint as if fully set forth herein.

73. Continuously since at least as early as 2005, ZANFEL has used distinct color and arrangement to identify its trade dress in connection with and to identify its poison ivy products and to distinguish said products from similar products offered by other companies, by, and without limitation, prominently utilizing said trade dress on its products and advertising and promotional materials distributed throughout the United States. ZANFEL'S products sold utilizing said trade dress are provided nationwide including in the State of Michigan.

74. In addition, as of the date of the filing of this complaint, ZANFEL is actively engaged in expanding its use of its trade dress in connection with poison ivy products in interstate commerce throughout the United States including in the State of Michigan.

75. DEFENDANTS unauthorized use of ZANFEL'S trade dress on the packaging and containers of its poison ivy wash that is confusingly similar to the trade dress used by ZANFEL on the packaging and containers of its poison ivy wash constitutes trade dress infringement in violation of §43(a) of the Lanham Act, 15 U.S.C. §1125, to the substantial and irreparable injury of the public and of ZANFEL'S business reputation and goodwill.

76. Upon information and belief, by such wrongful acts, DEFENDANTS have and unless restrained by the Court, will continue to cause serious irreparable injury and damage to Plaintiff and to the goodwill associated with its distinctive trade dress, including diversion of customers, lost sales and lost profits.

COUNT VI – FALSE ADVERTISING

77. PLAINTIFFS repeat and reallege the allegations contained in Paragraphs 1-76 of this Complaint as if fully set forth herein.

78. Upon information and belief, DEFENDANTS have used the designation ZANFEL in connection with poison ivy products in interstate commerce. Said use of the designation ZANFEL is a false designation of origin, a false or misleading description and representation of fact which is likely to cause confusion and to cause mistake, and to deceive as to the affiliation, connection or association of DEFENDANTS with DEFENDANTS and as to the origin, sponsorship, or approval of DEFENDANTS' products and commercial activities by ZANFEL.

79. DEFENDANTS have commenced with a comparative advertising campaign on both its packaging and containers relative to ZANFEL. Said comparative advertising campaign is conducted in such a manner that the purchaser does not have reasonable access to ZANFEL'S product for comparison.

80. Upon information and belief, DEFENDANTS' wrongful activities have caused, and unless enjoined by this Court will continue to cause, irreparable injury and other damage to ZANFEL'S business, reputation and goodwill in its ZANFEL mark. ZANFEL has no adequate remedy at law.

COUNT VII - FALSE DESIGNATION OF ORIGIN UNDER 15 U.S.C. § 1125(a)

81. PLAINTIFFS repeat and reallege the allegations contained in Paragraphs 1-80 of this Complaint as if fully set forth herein.

82. Upon information and belief, DEFENDANTS have used the designation ZANFEL in connection with poison ivy products in interstate commerce. Said use of the designation ZANFEL is a false designation of origin, a false or misleading description and representation of fact which is likely to cause confusion and to cause mistake, and to deceive as to the affiliation, connection or association of DEFENDANTS with DEFENDANTS and as to the origin, sponsorship, or approval of DEFENDANTS' products and commercial activities by ZANFEL.

83. Upon information and belief, DEFENDANTS' wrongful activities have caused, and unless enjoined by this Court will continue to cause, irreparable injury and other damage to ZANFEL'S business, reputation and goodwill in its ZANFEL mark. ZANFEL has no adequate remedy at law.

COUNT VIII – COMMON LAW UNFAIR COMPEITION AND TRADEMARK INFRINGEMENT

84. PLAINTIFFS repeat and reallege the allegations contained in Paragraphs 1-83 of this Complaint as if fully set forth herein.

85. DEFENDANTS' activities as stated herein constitute unfair competition and an infringement of PLAINTIFFS' common law trademark rights in the name ZANFEL within the State of Michigan and in violation of Michigan law.

86. Upon information and belief, DEFENDANTS' wrongful and infringing activities have caused, and unless enjoined by this Court will continue to cause, irreparable injury and other damage to Plaintiff's business, reputation and goodwill in its ZANFEL mark. ZANFEL has no adequate remedy at law.

PRAYER FOR RELIEF

WHEREFORE, THE WILLIAM M. YARBROUGH FOUNDATION and ZANFEL LABORATORIES, INC., respectfully demand judgment against Defendants as follows:

- A. Declaring that DEFENDANTS have infringed the '963 patent;
- B. Pursuant to 35 U.S.C. §283, permanently enjoining and restraining DEFENDANTS and their officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them, from further acts of infringement of the '963 patent;
- C. Pursuant to 35 U.S.C. §284, awarding to THE WILLIAM M. YARBROUGH FOUNDATION and ZANFEL damages, including lost profits, together with prejudgment interest, post judgment interest, and costs, adequate to compensate THE WILLIAM M. YARBROUGH FOUNDATION and ZANFEL for DEFENDANTS acts of infringement of the '963 patent;
- D. Declaring that DEFENDANTS' infringement has been willful and that this is an exceptional case pursuant to 35 U.S.C. §285 and awarding THE WILLIAM M. YARBROUGH FOUNDATION and ZANFEL treble damages and reasonable attorneys' fees against DEFENDANTS for infringement of the '963 patent;
- E. Declaring that DEFENDANTS have infringed one or more copyrights of PLAINTIFFS;

F. Preliminarily and permanently restrain and enjoin the DEFENDANTS from further infringement of PLAINTIFFS' copyrights;

G. Order the impoundment and destruction of all infringing works;

H. Order the DEFENDANTS to pay damages adequate to compensate PLAINTIFFS for the acts of copyright infringement by DEFENDANTS and DEFENDANTS' profits from its sales of goods in violation of the law as described in this Complaint;

I. Order DEFENDANTS to pay statutory damages, pursuant to 17 U.S.C. §504(c) for willful infringement;

J. Order DEFENDANTS to pay PLAINTIFFS' expenses, interest, and costs including reasonable attorney's fees, pursuant 17 U.S.C. §505;

K. That a permanent injunction issue restraining DEFENDANTS, its agents, servants, employees, successors and assigns and all others in concert and privity with them from using the name ZANEL in connection with the offering of poison ivy wash, from infringement of U.S. Trademark Registration No. 2,859,827, from unfairly competing with PLAINTIFFS, from engaging in unfair and deceptive trade practices and from injuring PLAINTIFFS business reputation, pursuant to Section 34 of the Lanham Act (15 U.S.C. §1116);

L. That DEFENDANTS be required to account to PLAINTIFFS for DEFENDANTS' profits and the actual damages suffered by PLAINTIFFS as a result of DEFENDANTS' acts of infringement, false designation of origin, unfair competition, and unfair and deceptive trade practices, together with interest, and that PLAINTIFFS recovery be trebled, pursuant to Section 35 of the Lanham Act (15 U.S.C. §1117);

M. That DEFENDANTS be ordered to surrender for destruction all nameplates, labels, advertisements, and other materials incorporating or reproducing the

infringing ZANFEL trademark, pursuant to Section 36 of the Lanham Act (15 U.S.C. §1118);

N. That DEFENDANTS be compelled to pay PLAINTIFFS' attorneys' fees, together with costs of this suit, pursuant to Section 35 of the Lanham Act (15 U.S.C. §1117);

O. Declaring that DEFENDANTS have infringed at least one of the patent(s), trademark(s), and copyright(s) of PLAINTIFFS;

P. Preliminarily and permanently restrain and enjoin the DEFENDANTS from further infringement of PLAINTIFFS' patent(s), trademark(s), and copyright(s);

Q. Order the DEFENDANTS to pay damages adequate to compensate PLAINTIFFS for the acts of patent, trademark and/or copyright infringement by DEFENDANTS and DEFENDANTS' profits from its sales of goods in violation of the law as described in this Complaint;

R. Order DEFENDANTS to pay all applicable statutory damages including exceptional and/or treble damages;

S. Order DEFENDANTS to pay PLAINTIFFS expenses, interest, and costs including reasonable attorney's fees;

T. Order DEFENDANTS to pay PLAINTIFFS for rehabilitative advertising and price point restoration; and

U. Awarding PLAINTIFFS such other and further relief as the Court deems just and proper.

JURY TRIAL DEMAND

PLAINTIFFS respectfully demand a trial by jury on all issues so triable.

Respectfully submitted,

THE WILLIAM M. YARBROUGH
FOUNDATION & ZANFEL
LABORATORIES, INC.

Dated: September 22, 2010

By:  _____
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