


ORIGINAL

FILED

1 William L. Robinson (State Bar No. 087647)  
2 Lori A. Winfree (State Bar No. 205351)  
3 NIXON PEABODY LLP  
4 2040 Main Street, Suite 850  
Irvine, California 92614  
Telephone: (949) 475-6900  
Facsimile: (949) 475-6910

2005 AUG 16 PM 12:15  
U.S. DISTRICT COURT  
CENTRAL DIST. OF CALIF.  
LOS ANGELES  
BY 

5 Attorneys For Defendants SHEPPERTON DESIGN  
6 STUDIOS LIMITED and ANDREW AINSWORTH

7  
8 **UNITED STATES DISTRICT COURT**  
9 **CENTRAL DISTRICT OF CALIFORNIA – WESTERN DIVISION**

10  
11 LUCASFILM LTD., a California ) No. CV05-3434 RGK (MANx)  
12 corporation, )  
13 ) **DECLARATION OF ANDREW**  
14 Plaintiff, ) **AINSWORTH IN SUPPORT**  
15 v. ) **OF DEFENDANTS' MOTION**  
16 ) **TO DISMISS FOR LACK OF**  
17 SHEPPERTON DESIGN STUDIOS ) **JURISDICTION**  
18 LIMITED, a United Kingdom company ) **(FRCP 12(b)(2))**  
19 incorporated in England, ANDREW )  
20 AINSWORTH, an individual, and DOES ) Date of hearing: Sept. 19, 2005  
21 1 through 10, both inclusive, ) Time: 9:00 a.m.  
22 ) Assigned to:  
23 Defendants. ) Judge R. Gary Klausner  
24 ) Room 850  
25 )  
26 )  
27 )  
28 )

23 1. I, Andrew Ainsworth, do declare and state as follows:  
24 2. I am the Director and sole Shareholder of Shepperton Design  
25 Studios, Ltd., a United Kingdom company, incorporated in England. I have  
26 personal knowledge of the facts stated in this declaration, and if called as a  
27 witness could competently testify to them. I make this declaration in support  
28 of the Motion to Dismiss for Lack of Jurisdiction filed on behalf of Andrew

DOCKETED ON CM  
-1-  
BY 030

8

1 Ainsworth ("Ainsworth") and Shepperton Design Studios, Ltd. ("Shepperton")  
2 (collectively referred to herein as "Defendants") filed concurrently herewith  
3 and for no other purpose.

4 3. Neither Defendant owns real nor personal property in California,  
5 is registered to do business in California, has a registered agent in California,  
6 holds licenses within the State of California, has offices or employees in  
7 California, has bank accounts or a telephone listing in California, or pays  
8 taxes in California.

9 4. In addition, neither of the Defendants engages in any advertising  
10 or marketing directed at California.

11 5. Neither of the Defendants has made any business trips to  
12 California. I've made 2-3 personal trips to California between 1988 and  
13 early-1990 to visit with relatives, but otherwise have never stepped foot in the  
14 State of California for a business-related purpose.

15 6. Neither of the Defendants has entered into any contracts with  
16 California entities, corporations, or individuals.

17 7. I incorporated Shepperton in England in 2002 to market and sell  
18 "Stormtrooper" helmets and costumes which I created in the mid-1970s for the  
19 film *Star Wars*.

20 8. In 1976, I was approached, in England, by a scenic artist, Nick  
21 Pemberton, who solicited my help with the production of costumes for the  
22 *Star Wars* film. Mr. Pemberton lived in Middlesex, United Kingdom.

23 9. All communication that led to my creation of the characters was  
24 done in England

25 10. I twice visited Elstree Studios in England to discuss the project.  
26 All other contact regarding this project was at Shepperton Design Studios (in  
27 England) where a Mr. John Mollo, (who was based in England and employed  
28 by Star Wars Productions, Ltd., EMI Studios, located in England), visited

1 Shepperton Design Studios to discuss the project and to acquire the finished  
2 products.

3 11. In total, I created thirteen characters and around 200 helmets for  
4 the project working in England for nearly five (5) months, from late February  
5 1976 to June 1976.

6 12. There were no contracts made or signed between Lucasfilm and  
7 Defendants or between Mr. Pemberton and Defendants for my creation of  
8 these thirteen characters and approximately 200 helmets.

9 13. I am now using my company (Shepperton Design Studios Ltd.)  
10 and its website ([www.sdsprops.com](http://www.sdsprops.com)) to sell my helmets to the general public  
11 throughout the world.

12 14. I do no direct advertising or sales to the State of California.

13 15. The domain name and website for Shepperton Design Studios is  
14 registered in England. Shepperton's web-site is accessible to anyone in the  
15 world with access to the Internet. Those wishing to purchase products from  
16 Shepperton must place their order with Shepperton, which is exclusively  
17 located in England, via the website.

18 16. Payment is made through Paypal (Europe) Ltd. or by credit card.

19 17. Products are shipped to the purchasers FOB England, using  
20 Parcelforce Worldwide, a United Kingdom company, located in London.

21 18. Since its incorporation in 2002, Shepperton has sold a total of  
22 approximately £201,643.00 (approximately \$354,388.00 U.S. dollars) worth  
23 of helmets to consumers worldwide. The total revenue from sales of the  
24 helmets by Shepperton to California-based consumers amounts to  
25 approximately £8,208.00 (approx. \$14,426.00 U.S. dollars). Since each  
26 helmet ranges in price from £445.00-£500.00 (approx. \$782.00-\$879.00 U.S.

27 ///

28 ///

1 dollars), there have been approximately 19 helmets sold to California  
2 consumers since 2002.

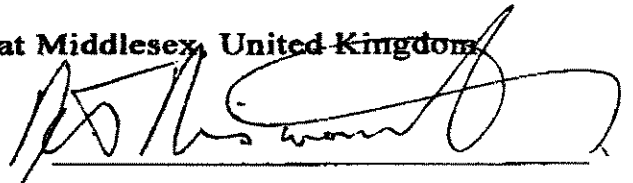
3 19. Further, £6,912.00 (equivalent to 16 of the estimated 19 helmets  
4 sold to California residents) has been paid to Shepperton via PayPal (Europe)  
5 Ltd.

6 20. In addition to its website, Shepperton placed a total of three (3)  
7 advertisements in *StarLog* magazine in February, March and April 2005, from  
8 England. *StarLog* Magazine is located in New York and has a nationwide and  
9 international distribution.

10 21. I am the one and only employee and director at Shepperton Design  
11 Studios. I am fully responsible for the day-to-day operations of my company.  
12 Forcing me to defend this matter in California would be a severe financial  
13 hardship on me.

14 I declare under penalty of perjury under the laws of England, the United  
15 States of America, and the State of California that the foregoing is true and  
16 correct.

17  
18 Executed August 12, 2005 at Middlesex, United Kingdom

19  
20 

21 Andrew Ainsworth  
22  
23  
24  
25  
26  
27  
28

1 **PROOF OF SERVICE**

2 I, the undersigned, certify that I am employed in the County of Orange, State  
3 of California; that I am over the age of eighteen years and not a party to the within  
4 action; and that my business address is 2040 Main Street, Suite 850, Irvine, CA  
92614. On this date, I served the following document(s):

5 **DECLARATION OF ANDREW AINSWORTH IN SUPPORT OF**  
6 **DEFENDANTS' MOTION TO DISMISS FOR LACK OF JURISDICTION**  
7 **(FRCP 12(b)(2))**

8 on the parties stated below, through their attorneys of record, by placing true copies  
9 thereof in sealed envelopes addressed as shown below by the following means of  
10 service:

11   x   : By First-Class Mail — I am readily familiar with the firm's practice for  
12 collection and processing of correspondence for mailing. Under that practice, the  
13 correspondence is deposited with the United States Postal Service on the same day as  
14 collected, with first-class postage thereon fully prepaid, in Irvine, California, for  
15 mailing to the office of the addressee following ordinary business practices.

16        : By Personal Service — I caused each such envelope to be given to a courier  
17 messenger to personally deliver to the office of the addressee.


18        : By Overnight Courier — I caused each such envelope to be given to an  
19 overnight mail service at Irvine, California, to be hand delivered to the office of the  
20 addressee on the next business day.

21        : By Facsimile — by personally sending a true and correct copy of the above-  
22 described document(s) to the party(ies) listed on the attached/below mailing list from  
23 facsimile machine number (949) 475-6910 to the facsimile machine number(s)  
24 indicated on the attached/below mailing list. I certify that said transmission was  
25 completed and that all pages were received by the recipient(s) and that a report was  
26 generated by facsimile machine number (949) 475-6910 which confirms said  
27 transmission(s) and receipt(s).

28 Peter J. Anderson  
LAW OFFICES OF PETER J.  
ANDERSON  
100 Wilshire Boulevard, Suite 2010  
Santa Monica, CA 90401  
Fax: (310) 260-6040

Attorney for Plaintiff

I declare that I am employed in the office of a member of this court at whose  
direction the service was made. Executed on August 15, 2005, at Irvine,  
California.

  
Deborah Joyce