

2. Defendant Toys “R” Us, Inc. (“TRU”) has manufactured, distributed, and sold under TRU’s private label “Sizzlin Cool” line of outdoor toys, a children’s air rocket toy called the STOMP BLAST ROCKET. Defendant’s STOMP BLAST ROCKET air rocket toy is nearly identical to Plaintiffs’ STOMP ROCKET brand air rocket toys. Defendant’s STOMP BLAST ROCKET is sold at the same price point and to the same target customers as Plaintiffs’ STOMP ROCKET brand air rocket toys. Even after repeated demands by Plaintiffs’ attorneys that it cease its infringing activities, TRU continued to offer, sell and advertise and may still offer, sell and advertise the STOMP BLAST ROCKET online and in stores.

3. Defendant’s use of Plaintiffs’ Trademarks in connection with its STOMP BLAST ROCKET is likely to confuse, mislead or deceive consumers as to the origin or source of Plaintiffs’ goods. Plaintiffs have been irreparably harmed by Defendant’s use of the Trademarks and will continue to be damaged by Defendant’s use of the Trademarks in connection with goods that are similar to those offered by Plaintiffs under the Trademarks.

4. The infringement of Plaintiffs’ rights by Defendant TRU is particularly egregious because TRU is a long time customer of D&L. TRU currently sells Plaintiffs’ STOMP ROCKET products online and has done so since at least as early as June 1997. Thus, TRU knew or should have known that its STOMP BLAST ROCKET infringed Plaintiffs’ legitimate trademark rights.

5. As set forth below, Defendant’s actions constitute unfair competition and false designation of origin and trademark dilution in violation of the federal Lanham Act, as well as trademark infringement, unfair competition, unfair trade practices and unjust enrichment under the common law of the State of Maryland.

6. By this action, Plaintiffs seek fair redress for Defendant's infringement and use of its Trademarks, including damages and injunctive relief, as allowable under Maryland and federal laws.

THE PARTIES

7. Plaintiff JFJ Toys is a Delaware Corporation with a business address in Porterville, CA. D&L Company is a fictitious business name of JFJ Toys, as registered with Tulare County, CA.

8. Plaintiff Fred Ramirez is a citizen and resident of Camp Nelson, California.

9. On information and belief, Defendant Toys "R" Us, Inc. is a Delaware corporation with 875 retail outlets throughout the United States, more than 625 international stores, and more than 140 licensed stores in 35 countries and jurisdictions. In the state of Maryland, Defendant operates approximately 18 retail stores. On information and belief, Defendant owns and operates the website www.toysrus.com through which Defendant advertised, promoted and sold the STOMP BLAST ROCKET.

10. On information and belief, John Does 1-10 are additional, unidentified companies who are manufactures or distributors, in the U.S. and/or throughout the world, of the STOMP BLAST ROCKET. The true names and identities of John Does 1-10 are currently unknown to Plaintiffs. If necessary, Plaintiffs will seek leave of the Court to amend the Complaint to state the true names and identities of John Does 1-10 when this information is ascertained.

JURISDICTION AND VENUE

11. This is a civil action seeking monetary, declaratory and injunctive relief for trademark infringement, trademark dilution, unfair competition and unfair trade practices under the Lanham Act, 15 U.S.C. §1051, *et. seq.*, and for violation of the laws of the State of Maryland, Md. Code

Com. Law, §13-301, *et. seq.*, governing common law trademark rights and unfair competition occurring in the State of Maryland.

12. On information and belief, this court has personal jurisdiction over Defendant TRU pursuant to the laws of the State of Maryland, including Maryland's long arm statute, Md. Cts & Jud. Proc. Code Ann. §6-103(b)(1)-(5), as a result of contacts with the forum by TRU and/or its agent(s), including the transaction of business in the state, the contracting to supply and sell goods in the state, the derivation of substantial revenue from goods used or consumed in the state, the possession of real property in the state, the causation of tortious injury in the state by acts or omissions within the state, and, in view of TRU's regular doing and solicitation of business in the state and its derivation of substantial revenue from goods used or consumed in the state, by the causation of tortious injury within or outside of the state by act or omission outside the state.

13. This court has subject matter jurisdiction to hear Plaintiffs' trademark infringement, unfair competition and dilution claims under 15 U.S.C. §1125(a), (c); and 28 U.S.C. §§1331 and 1338.

14. This court has supplemental jurisdiction over the related state law claims asserted herein pursuant to 28 U.S.C. §1367.

15. Venue of this action is proper pursuant to 28 U.S.C. §1391(b).

FACTS

Plaintiffs' STOMP ROCKET- History

16. In 1992, Fred Ramirez began marketing a children's toy he called STOMP ROCKET. Over the years, D&L produced several versions of its STOMP ROCKET brand air rocket toys,

including the STOMP ROCKET, SUPER STOMP ROCKET, JUNIOR STOMP ROCKET and ULTRA STOMP ROCKET (each, a “Sub-brand Mark”). The kits vary in the number of rockets included, the type of materials used in manufacturing, the projectile flight path (100’-400’) and the targeted age group (3 and up to 8 and up).

17. STOMP ROCKETS quickly became a hit not only with children, but also with parents and teachers, because they are fun and enable kids to learn about energy, motion and flight. STOMP ROCKETS gained a reputation for being superior to other commercially-available air rocket toys, in large part because D&L has engineered the clearance between its launcher tubes and its rocket tubes specifically to ensure easy liftoff and optimal flight performance.

18. Over the years, STOMP ROCKET brand air rocket toys have sold more than 3.5 million units and have been honored with many prestigious awards, including those from iParenting Media (Hot Toy and Excellent Product Awards) and Creative Child Magazine (Top Toy of the Year, Seal of Excellence and Preferred Choice Awards). According to its official website, STOMP ROCKET brand air rockets have also been credited by customers for their ability to keep children of all ages entertained for hours, for engaging special needs children and teaching them socialization skills, and for their simple and high quality craftsmanship.

Plaintiffs’ STOMP and STOMP ROCKET Trademarks that Defendants Infringed

19. On April 4, 2000, STOMP was registered with the United States Patent and Trademark Office (“PTO”), under Registration No. 2,338,580, for use in connection with “flying winged tubes and structural parts therefor” (the “STOMP Registration”). The STOMP Registration was renewed on August 23, 2010. See Exhibit 1.

20. On February 2, 1999, STOMP ROCKET was registered with the PTO, under U.S. Registration No. 2,221,554, for use in connection with “toys, namely, flying winged tubes and structural parts therefor” (the “STOMP ROCKET Registration”). The Registration was renewed on June 26, 2008. See Exhibit 2.

21. Under Section 7(b) of the Federal Lanham Act, 15 U.S.C. §1057(b), the STOMP and STOMP ROCKET Registrations (collectively “the Registrations”) constitute prima facie evidence of the validity of the Trademarks, of Mr. Ramirez’s ownership of same, and of Mr. Ramirez’s exclusive right to use the Trademarks in commerce on or in connection with the goods specified in the Certificates of Registration. In addition, on June 27, 2006 and October 30, 2009, respectively, the Registrations became incontestable under 15 U.S.C. §1065. Subject to certain statutory limitations, the Registrations now constitute conclusive evidence of the validity of the STOMP and STOMP ROCKET marks, of Mr. Ramirez’s ownership of same, and of Mr. Ramirez’s exclusive right to use the Trademarks in commerce on or in connection with the goods specified in the Certificates of Registration.

22. By virtue of D&L’s substantially exclusive, continuous, and long standing use of the Trademarks pursuant to an exclusive license from Mr. Ramirez, the Trademarks have become strong identifiers of the source of Plaintiffs’ products, symbolic of the extensive goodwill that has become associated therewith.

23. Since at least as early as December 1, 1998, D&L has also used the distinctive Sub-brand Marks SUPER STOMP ROCKET, JUNIOR STOMP ROCKET, ULTRA STOMP ROCKET and SUPER HIGH PERFORMANCE STOMP ROCKET in U.S. commerce, on and in connection with different versions of the STOMP ROCKET brand air rocket toy. By virtue of

D&L's substantially exclusive, continuous, and long standing use of the Sub-brand Marks pursuant to an exclusive license from Mr. Ramirez, the Sub-brand Marks have become strong identifiers of the source of Plaintiffs' products, symbolic of the extensive goodwill that has become associated therewith.

Defendant's Infringement of Plaintiffs' Trademarks

24. On or about April 2012, Mr. Ramirez became aware that Defendant was selling the STOMP BLAST ROCKET toy on Defendant's website (www.toysrus.com) and on Amazon.com.

25. Plaintiffs have never authorized or consented in any way to Defendant's use of the Trademarks in connection with Defendant's STOMP BLAST ROCKET toy or any other third party product.

26. Defendants' STOMP BLAST ROCKET mark is similar in appearance, sound, connotation, and overall commercial impression to Plaintiffs' Trademarks and common law Sub-brand Marks.

27. Defendant's STOMP BLAST ROCKET product packaging is visually similar to the product packaging for Plaintiffs' STOMP ROCKET brand air rocket toy. The dominant visual element of both parties' product packaging is an image of the air rocket toy in mid-flight with white "air" streaming behind the rocket. In both cases the air rocket toys are displayed in an outdoor setting with green grass in the background. Both parties also display their respective marks in the upper left corner of the product packaging. Compare Plaintiffs' STOMP ROCKET (on right) with Defendant's STOMP BLAST ROCKET (on left). See Exhibit 3.

28. On information and belief, Defendant's STOMP BLAST ROCKET toy is identical and/or closely related to Plaintiffs' STOMP ROCKET brand air rocket toys. Defendant's STOMP BLAST ROCKET toy retails for approximately \$19.99 and contains two rockets and one launch pad. The recommended age is 5 years and up. A description of the product on Defendant's website boasts "Race your rockets with the Sizzlin' Cool - Stomp Blast Sonic Rocket. Great for 2-person play. It includes 2 rockets, one dual stomp launcher." See Exhibit 4. Plaintiffs' STOMP ROCKET brand air rocket toys retail for approximately \$15-\$20 and consists of one launch pad and four or six rockets that are projectable from 100 to 400 feet, depending on the sub-brand. The recommended age ranges from 3 years and up to 16 years and up, depending on the sub-brand. The only discernible distinction between the two products is that Defendant's product includes a "dual stomp launcher" that enables the user to launch two rockets at once and Plaintiffs' STOMP ROCKET brand air rocket toys are designed to launch one rocket at a time.

29. On information and belief, Defendant's STOMP BLAST ROCKET is offered and sold as part of Defendant's exclusive "Sizzlin' Cool" line of children's outdoor toys. On information and belief, Defendant has been offering for sale a wide variety of children's outdoor toys under the mark SIZZLIN' COOL since at least as early as February 1, 2006. See Exhibit 5. On information and belief, Defendant owns a federal registration for the mark SIZZLIN' COOL under U.S. Registration No. 3,318,009 for use in connection with a wide variety of toys and games. See Exhibit 5.

30. On information and belief, Defendant is very familiar with Plaintiffs' STOMP ROCKET brand air rocket toys and their popularity because Defendant has been purchasing them from Plaintiff in large volumes since at least as early as June 1997. Defendant currently sells

Plaintiffs' STOMP ROCKET JUNIOR, ULTRA STOMP ROCKET and SUPER HIGH PERFORMANCE STOMP ROCKET on its website for \$16.99- \$21.99. See Exhibit 6.

31. On information and belief, this is not the first time D&L has notified Defendant of infringing activity relating to its Trademarks. On or about, May 29, 2012, counsel for D&L informed Defendant that its sale of THE AVENGERS STOMP ROCKET online and in-store infringed D&L's trademark rights. The product was eventually renamed THE AVENGERS AIR ROCKET. See Exhibit 7.

32. On information and belief, Defendant's STOMP BLAST ROCKET is sold on Defendant's website and in Defendant's retail stores in direct competition with Plaintiffs' STOMP ROCKET brand air rocket toys.

33. On May 3, 2012, counsel for D&L sent a cease and desist letter to Defendant's General Counsel's office advising Defendant of its infringing conduct, and demanding that it immediately cease and desist from the sale of the STOMP BLAST ROCKET. Counsel for D&L requested a response and confirmation of Defendant's intention to cooperate with Plaintiffs' demands by May 10, 2012. See Exhibit 8.

34. After failing to receive a response to the May 3, 2012 letter, counsel for D&L send a follow up letter to Defendant's General Counsel reiterating its demands and seeking a response by June 6, 2012. See Exhibit 9.

35. On or about June 6, 2012, counsel for D&L received a telephone message from TRU counsel, Nicole Lehr, in which Ms. Lehr stated that TRU's vendor of the STOMP BLAST ROCKET, Manley Toy Quest, would be in contact. Counsel for D&L was never contacted by anyone at Manley Toy Quest. See Declaration of Jeannette Carmadella. As a result, on or about

July 31, 2012, counsel for D&L sent another cease and desist letter to Defendant's General Counsel's office. See Exhibit 10.

36. On or about August 2, 2012, counsel for D&L received a letter from the Law Office of Richard A. Grossman, Esq., in which Mr. Grossman stated that his office would be representing TRU in this matter and he would be in contact to discuss further. See Exhibit 11.

37. Counsel for D&L did not receive any further communication from Mr. Grossman's office. As a result, on or about October 18, 2012, counsel for D&L sent a follow up letter to Mr. Grossman. At this time, despite having been on notice for five months, Defendant was still offering the STOMP BLAST ROCKET for sale on its website. See Exhibit 12.

38. On or about December 7, 2012, on its own initiative, counsel for D&L discovered that the STOMP BLAST ROCKET appeared to be removed from Defendant's website. See Exhibit 13. Counsel for D&L sent a follow up demand letter to Mr. Grossman's office, seeking information regarding the scope and status of Defendant's in-store and online sales. Mr. Grossman failed to respond to this communication. As a result, the full scope of the harm remains undisclosed. However, the STOMP BLAST ROCKET still appears on third party websites associated with Toys "R" Us. See Exhibit 14.

39. On information and belief, Defendant has marketed, sold and distributed an unknown number of STOMP BLAST ROCKET toys to third parties throughout the United States and internationally in violation of Plaintiffs' trademark rights.

40. Defendant's infringement constitutes a willful and malicious violation of Plaintiffs' trademark rights.

**COUNT I
TRADEMARK INFRINGEMENT UNDER THE LANHAM ACT**

41. Plaintiffs re-allege and incorporate herein the allegations in Paragraphs 1-40, inclusive.

42. As described above, Plaintiff Mr. Ramirez owns all rights, title and interest in and to the registered Trademarks.

43. D&L's use of the Trademarks in commerce, pursuant to exclusive license from Mr. Ramirez, has been substantially exclusive, continuous, and long standing. The Trademarks are distinctive and representative of the extensive goodwill built up by Plaintiffs.

44. By using Plaintiffs' Trademarks on packaging and in advertising for Defendant's air rocket toys, Defendant has, under Section 32(1)(a) and (b) of the Lanham Act, 15 U.S.C. §1114(1)(a),(b), infringed Plaintiffs' rights in the registered Trademarks.

45. On information and belief, Defendant had actual notice of registration of Plaintiffs' Trademarks because such notice is given in the instructional insert that accompanies all of Plaintiffs' STOMP ROCKET brand air rocket toys and on Plaintiffs' website and promotional materials.

46. On information and belief, Defendant's trademark infringement has caused, and will continue to cause, confusion, mistake, and/or deception, among trade and retail customers of Plaintiffs' and Defendant's goods, as to the source, sponsorship, or origin of Defendant's products, and/or as to the source, sponsorship or origin of Plaintiffs' products.

47. As a direct result of said trademark infringement, Plaintiffs have sustained and are likely to continue to sustain monetary damages and irreparable injury to their businesses, reputations and goodwill.

48. Plaintiffs have no adequate remedy at law.

49. By reason of the foregoing, Defendant is liable to the Plaintiffs for trademark infringement under the Federal Lanham Act, and Plaintiffs are entitled to Defendant's profits, Plaintiffs' damages, the costs of the action, plus reasonable attorneys' fees by reason of the willfulness of Defendant's conduct, which willfulness renders this an exceptional case within the meaning of Section 35(a) of the Lanham Act, 15 U.S.C. §1117(a).

**COUNT II
FALSE DESIGNATION OF ORIGIN UNDER THE LANHAM ACT**

50. Plaintiffs re-allege and incorporate herein the allegations in Paragraphs 1-49, inclusive.

51. By using Plaintiffs' registered Trademarks and common law Sub-brand Marks on packaging and in advertising for Defendant's air rocket toy, Defendant has falsely designated the origin of its goods within the meaning of Section 43(a) of the Lanham Act, 15 U.S.C. §1125(a), thereby causing confusion, mistake or deception among consumers as to the source or origin of Defendant's product and/or as to the source or origin of Plaintiffs' products.

52. On information and belief, Defendant's false designation of origin has caused confusion, mistake, and/or deception among actual and prospective customers of Plaintiffs' and Defendant's goods in the trade and retail segments of the market for air rocket toys.

53. As a direct result of said false designation of origin, Plaintiffs have sustained and are likely to continue to sustain monetary damages and irreparable injury to its business, reputation and goodwill.

54. Plaintiffs have no adequate remedy at law.

55. By reason of the foregoing, Defendant is liable to Plaintiffs for false designation of origin under the federal Lanham Act, and Plaintiffs are entitled under Section 35(a) of the Lanham Act, 15 U.S.C. §1117(a), to recover Defendant's profits, Plaintiffs' damages, and the costs of the action.

56. Plaintiffs are entitled under Section 35(a) of the Lanham Act, 15 U.S.C. §1117(a), to treble damages and increased profits by reason of the circumstances of the case, and to attorneys' fees by reason of the willfulness of Defendant's conduct, which willfulness renders this an exceptional case within the meaning of Section 35(a) of the Lanham Act, 15 U.S.C. §1117(a).

57. Plaintiffs are entitled under Section 36 of the Lanham Act, 15 U.S.C. §1118, to a court order providing that all product packaging, advertising, and promotional matter bearing Plaintiffs' Trademarks, along with all means of making such packaging, advertising, and promotional matter, be delivered up and destroyed.

Count III
TRADEMARK DILUTION IN VIOLATION OF 15 U.S.C. §1125(c)

58. Plaintiffs re-allege and incorporate herein the allegations in Paragraph 1-57, inclusive.

59. Plaintiffs' Trademarks are symbolic of the extensive goodwill and consumer recognition built up by Plaintiffs through years of advertising, promotion and sales. Plaintiffs have so used the Trademarks in connection with its air rocket toys that the public has come to associate the marks exclusively with Plaintiff D&L, and as indicating that the goods offered under the mark originate with Plaintiff D&L.

60. As a result of its prominent and continuous use, Plaintiffs' distinctive Trademarks have become famous across the nation within meaning of 15 U.S.C. §1125(c).

61. Defendant's use of Plaintiffs' famous Trademarks is for a commercial purpose.

62. Defendant's use of Plaintiffs' famous Trademarks has caused, and is likely to continue to cause, dilution by blurring and/or by tarnishment of the distinctive qualities of Plaintiffs' Trademarks, and/or harm to the reputation of Plaintiffs' Trademarks.

63. Defendant's dilution by blurring and dilution by tarnishment of Plaintiffs' Trademarks was and/or is willful.

64. By reason of the foregoing, Defendant is liable to the Plaintiffs for trademark dilution under Section 43(c) of the Lanham Act, 15 U.S.C. 1143(c), and Plaintiffs are therefore entitled to preliminary and permanent injunctive relief under Section 34(a) of the Lanham Act, 15 U.S.C. 1116(a); monetary damages, profits, and costs under Section 35(a) of the Lanham Act, 15 U.S.C. 1117(a); and also to the remedies set forth in 15 U.S.C. §1118.

65. Plaintiffs are entitled under Section 35(a) of the Lanham Act, 15 U.S.C. §1117(a), to treble damages and increased profits by reason of the circumstances of the case, and to attorneys' fees by reason of the willfulness of Defendant's conduct, which willfulness renders this an exceptional case within the meaning of Section 35(a) of the Lanham Act, 15 U.S.C. §1117(a).

66. In view of the willfulness of Defendant's dilution by tarnishment and dilution by blurring, Plaintiffs are entitled under Section 36 of the Lanham Act, 15 U.S.C. §1118 to a court order providing that all product packaging, advertising, and promotional matter bearing Plaintiffs' Trademarks, along with all means of making such packaging, advertising, and promotional matter, be delivered up and destroyed.

Count IV
TRADEMARK INFRINGEMENT UNDER COMMON LAW

67. Plaintiffs re-allege and incorporate herein the allegations in Paragraphs 1-66, inclusive.

68. As described above, Plaintiffs own all rights, title and interest in and to the Trademarks, including the common law Sub-brand Marks.

69. As described above, the Trademarks and common law Sub-brand Marks are distinctive and Plaintiffs have built up valuable good will in the Trademarks and common law Sub-brand Marks.

70. Defendant's use of the Trademarks and common law Sub-brand Marks infringes Plaintiffs' rights therein and has and will continue to cause confusion, mistake, or deception among consumers as to the source, sponsorship, and origin of Defendant's STOMP BLAST ROCKET toy and/or as to the source, sponsorship, and origin of Plaintiff's air rocket toys.

71. Defendant's use of a colorable imitation or confusingly similar variation on the Trademarks and common law Sub-brand Marks infringes Plaintiff's rights therein and has and will continue to cause confusion, mistake, or deception among consumers as to the source, sponsorship, and origin of Defendant's STOMP BLAST ROCKET toy or as to the source, sponsorship, and origin of Plaintiff's air rocket toys.

72. Defendant's conduct deceived or is likely to deceive, and caused or is likely to cause, confusion or mistake among actual and prospective consumers of the Plaintiffs' products by passing off Defendant's products as having been manufactured, sponsored or otherwise approved by or connected with the Plaintiffs.

73. As a direct and proximate result of Defendant's infringements of Plaintiffs' common law trademark rights under the State of Maryland and other common law, Plaintiffs have sustained

and are likely to continue to sustain monetary damages and irreparable injury to its business, reputation and goodwill.

74. Plaintiffs have no adequate remedy at law.

75. By reason of the foregoing acts, Defendant's are liable to Plaintiffs for trademark infringement and Plaintiffs are therefore entitled to preliminary and permanent injunctive relief and monetary damages.

76. Plaintiffs are entitled to exemplary and punitive damages by reason of Defendant's willful, reckless, deliberate and intentional conduct.

Count V

UNFAIR TRADE PRACTICES UNDER MD. CODE COM. LAW § 13-101 *et seq.*

77. Plaintiffs re-allege and incorporate herein the allegations in Paragraphs 1-76, inclusive.

78. As described above, Defendant has engaged in unfair or deceptive trade practices by making, in the course of selling and offering to sell Defendant's products, false, falsely disparaging, and misleading statements, visual descriptions, and other representations which have the capacity, tendency, or effect of deceiving or misleading consumers.

79. As described above, Defendant has engaged in unfair or deceptive trade practices by representing to consumers, in the course of selling and offering to sell Defendant's products, that Defendant's products have a source, sponsorship, and characteristic that they do not have and that Defendant's products are of a standard, quality, grade, style, and model which they are not.

80. As described above, Defendant has engaged in unfair or deceptive trade practices by representing to consumers, in the course of selling and offering to sell Defendant's products, that

Defendant has a source, sponsorship, approval, status, affiliation, and connection that it does not have.

81. Defendant's false and misleading representations and deceptive conduct are material in that the same have caused and are likely to cause prospective consumers of the Plaintiffs' and Defendant's products to be deceived as to the source, sponsorship, characteristics, status, affiliation, connection, standard, quality, grade, style, and model of Plaintiffs' products, Defendant's products, and/or Defendant, or as to the identity of the person to whom rights belong.

82. By reason of Defendant's unfair and deceptive trade practices as defined by Section 13-301 of Maryland's Consumer Protection Act, Defendant has violated Section 13-303 of Maryland's Consumer Protection Act.

83. As a direct and proximate result of said unfair and deceptive trade practices, Plaintiffs, as well as consumers, have sustained and are likely to continue to sustain damages.

84. Plaintiffs have no adequate remedy at law.

85. Pursuant to Sections 13-406 and 13-408 of Maryland's Consumer Protection Act, Plaintiffs are entitled to enjoin Defendant's unlawful conduct as well as obtain compensatory damages, punitive damages, and attorney's fees.

Count VI
UNFAIR COMPETITION UNDER COMMON LAW

86. Plaintiffs re-allege and incorporate herein the allegations in Paragraphs 1-85, inclusive.

87. As described above, Defendant has engaged in false and misleading representations and omissions of material fact and has engaged in deceptive conduct.

88. Defendant's false and misleading representations and deceptive conduct are material in that they falsely represent the source of Defendant's air rocket toys, thereby harming Plaintiffs' legitimate business interests by deceiving actual and prospective consumers into believing that Defendant's air rocket toys are of the same nature and quality as Plaintiffs' products.

89. Defendant's use is in bad faith as Defendant refused Plaintiffs' request to cease use of the Trademarks, even after having been provided with notice of Plaintiffs' rights.

90. As a direct result of said deceptive conduct, Plaintiffs have sustained and are likely to continue to sustain damages.

91. Defendant's unauthorized use of the Trademarks constitutes unfair competition under the common law of the State of Maryland.

92. Plaintiffs have no adequate remedy at law.

93. Plaintiffs are therefore entitled to preliminary and permanent injunctive relief and monetary damages.

94. Plaintiffs are entitled to exemplary and punitive damages by reason of Defendant's willful, reckless, deliberate and intentional conduct.

**Count VII
UNJUST ENRICHMENT**

95. Plaintiffs re-allege and incorporate herein the allegations in Paragraphs 1-94, inclusive.

96. Plaintiffs have been denied financial compensation in connection with Defendant's sale of the STOMP BLAST ROCKET air rocket toy.

97. Defendant has been enriched by its use of Plaintiffs' Trademarks and common law Sub-brand Marks in connection with its STOMP BLAST ROCKET in such a manner that the

goodwill embodied by Plaintiffs' Trademarks and common law Sub-brand Marks has inured to the benefit of Defendant's entire "Sizzlin Cool" line of outdoor toys. The circumstances are such that equity and good conscience require the Defendant to make restitution in an amount to be proven at trial.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs pray for judgment against Defendant as follows:

A. Preliminarily and permanently enjoining and restraining Defendant, their officers, directors, shareholders, agents, employees, and attorneys and all those acting in concert with them from using Plaintiffs' Trademarks, the common law Sub-brand Marks, and any colorable imitation or close variation thereof.

B. Ordering that Defendant file with this Court and serve upon Plaintiffs within 20 days after the service of such injunction, an affidavit, sworn to under penalty of perjury, setting forth in detail the manner and form in which Defendant has complied with such injunctions.

C. Ordering an accounting of all revenues received by the Defendant as a result of its unlawful conduct.

D. Awarding Plaintiffs: 1) Defendant's profits realized as a result of the trademark infringement, false designations of origin, dilution, unfair competition, unjust enrichment and/or each of the Defendant's unfair or deceptive trade practices, or in the Court's discretion, such sum as the Court finds to be just; 2) actual damages sustained by Plaintiffs, or such other amount as the Court may find just; and 3) the costs of this action.

E. Awarding Plaintiffs increased damages and profits, and reasonable attorneys' fees, pursuant to 15 U.S.C. § 1117(a)-(c).

F. Awarding Plaintiffs the relief set forth in 15 U.S.C. §1118.

G. Awarding Plaintiffs prejudgment and post-judgment interest on any monetary award in this action.

H. Granting such other and further relief as to this Court deems just and proper.

JURY DEMAND

Plaintiffs hereby demand a trial by jury on all claims for which there is a right to jury trial.

Dated: March 14, 2013

Respectfully Submitted,

By /s/ _____

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