

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

BENEFIT COSMETICS LLC,

Plaintiff,

v.

THE PARTNERSHIPS and
UNINCORPORATED ASSOCIATIONS
IDENTIFIED ON SCHEDULE “A,”

Defendants.

Case No. 19-cv-07469

COMPLAINT

Plaintiff Benefit Cosmetics LLC (“Benefit” or “Plaintiff”) hereby brings the present action against the Partnerships and Unincorporated Associations identified on Schedule A attached hereto (collectively, “Defendants”) and alleges as follows:

I. JURISDICTION AND VENUE

1. This Court has original subject matter jurisdiction over the claims in this action pursuant to the provisions of the Lanham Act, 15 U.S.C. § 1051, *et seq.*, 28 U.S.C. § 1338(a)-(b) and 28 U.S.C. § 1331. This Court has jurisdiction over the claims in this action that arise under the laws of the State of Illinois pursuant to 28 U.S.C. § 1367(a), because the state law claims are so related to the federal claims that they form part of the same case or controversy and derive from a common nucleus of operative facts.

2. Venue is proper in this Court pursuant to 28 U.S.C. § 1391, and this Court may properly exercise personal jurisdiction over Defendants since each of the Defendants directly targets business activities toward consumers in the United States, including Illinois, through at least the fully interactive, commercial Internet stores operating under the Online Marketplace

Accounts identified in Schedule A attached hereto (collectively, the “Defendant Internet Stores”). Specifically, Defendants are reaching out to do business with Illinois residents by operating one or more commercial, interactive Defendant Internet Stores through which Illinois residents can purchase products using infringing and counterfeit versions of Benefit’s trademarks. Each of the Defendants has targeted sales from Illinois residents by operating online stores that offer shipping to the United States, including Illinois, accept payment in U.S. dollars and, on information and belief, has sold products using infringing and counterfeit versions of Benefit’s federally registered trademarks to residents of Illinois. Each of the Defendants is committing tortious acts in Illinois, is engaging in interstate commerce, and has wrongfully caused Benefit substantial injury in the State of Illinois.

II. INTRODUCTION

3. This action has been filed by Benefit to combat Internet Store operators who trade upon Benefit’s reputation and goodwill by offering for sale and/or selling unauthorized and unlicensed products, including makeup, using infringing and counterfeit versions of Benefit’s federally registered trademarks (the “Counterfeit Benefit Products”). Defendants create the Defendant Internet Stores by the dozens and design them to appear to be selling genuine Benefit products, while actually selling Counterfeit Benefit Products to unknowing consumers. The Defendant Internet Stores share unique identifiers, such as design elements and similarities of the Counterfeit Benefit Products offered for sale, establishing a logical relationship between them and suggesting that Defendants’ counterfeiting operation arises out of the same transaction, occurrence, or series of transactions or occurrences. Defendants attempt to avoid liability by going to great lengths to conceal both their identities and the full scope and interworking of their counterfeiting operation. Benefit is forced to file this action to combat Defendants’ counterfeiting

of its registered trademarks, as well as to protect unknowing consumers from purchasing Counterfeit Benefit Products over the Internet. Benefit has been and continues to be irreparably damaged through consumer confusion, dilution, and tarnishment of its valuable trademarks as a result of Defendants' actions and seeks injunctive and monetary relief.

III. THE PARTIES

Plaintiff

4. Plaintiff Benefit Cosmetics LLC is a limited liability company organized and existing under the laws of the State of Delaware, having its principal place of business at 225 Bush Street, 20th Floor, San Francisco, CA, 94104.


5. Founded in 1976, Benefit has a long history in the prestige beauty industry. For more than 40 years, Benefit has been a leading beauty manufacturer, retailer, and service provider. As a world-renowned beauty company, Benefit sources the finest ingredients and closely monitors the manufacturing and packaging of its products.

6. Benefit is an internationally recognized manufacturer, distributor and retailer of a broad range of products, but its primary products are cosmetics, all of which prominently display its famous, internationally recognized and federally registered trademarks (defined below as the "BENEFIT Trademarks"). Benefit products have become enormously popular, driven by Benefit's superior quality, luxury, and innovation. Among the purchasing public, genuine Benefit products are instantly recognizable as such. In the United States and around the world, the Benefit brand has come to symbolize creative genius and high quality in cosmetics, and Benefit products are among the most recognizable cosmetic products in the world.


7. Benefit products are distributed and sold in over 50 countries worldwide. To preserve the goodwill in its brand, Benefit employs distribution channels befitting of a prestige

line, selling its products solely in popular, specialty retail brick and mortar and online stores. Its products are distributed and sold to consumers throughout the United States, including in Illinois, through Benefit Boutiques, retailers such as Sephora and Macy's, and via the benefitcosmetics.com website.

8. Benefit incorporates a variety of distinctive marks in the design of its various Benefit products. As a result of its long-standing use, Benefit owns common law trademark rights in its trademarks. Benefit has also registered its trademarks with the United States Patent and Trademark Office. Benefit products typically include at least one of Benefit's registered trademarks. Often several Benefit marks are displayed on a single Benefit product. Benefit uses its trademarks in connection with the marketing of its Benefit products, including the following marks which are collectively referred to as the "BENEFIT Trademarks."

REGISTRATION NUMBER	REGISTERED TRADEMARK	INTERNATIONAL CLASSES
3,278,031		<p>For: Skin cleansers, cream, lotion, masks, moisturizer, concealers, scrubs, non-medicated lip balm; body cream, oil, and scrubs; makeup; lipstick; lip gloss; eye makeup; blush; mascara; cosmetic pencils; sun block; self-tanning skin preparations; facial cleaners, creams, masks and scrubs; perfume; cologne; scented body spray; makeup remover in Class 003.</p> <p>For: Cosmetic bags sold empty in Class 018.</p> <p>For: Cosmetic brushes; makeup brushes in Class 021.</p> <p>For: Retail store services, online retail store services, and distributorship services in the field of cosmetics in Class 035.</p> <p>For: Beauty services, namely, body and facial waxing services, brow grooming services, brow and lash tinting services, skin treatment services in Class 044.</p>

REGISTRATION NUMBER	REGISTERED TRADEMARK	INTERNATIONAL CLASSES
3,345,041	<i>benefit</i>	For: Clothing, namely, T-shirts and aprons in Class 025.
2,906,665	BENEFIT	For: Beauty services, namely, body and facial waxing services, brow grooming services, brow and lash tinting services, skin treatment services in Class 044.
2,799,579	BENEFIT	For: Cosmetics; namely, skin cleansing creams; night creams; facial creams; skin fresheners; masques or facial packs; bath oils; perfumed bath oils; colognes; eye shadow; mascara; lipstick; lip gloss; rouge; liquid rouge; body lotions; sun tan lotion and sun tan ultraviolet block in Class 003. For: Retail store and distributorship services in the field of cosmetics in Class 035.
1,772,618	BENEFIT	For: Retail store and distributorship services in the field of cosmetics in Class 042.
3,275,963	BENEFIT	For: Skin cleansers, cream, lotion, masks, moisturizer, concealers, scrubs; non-medicated lip balm; body cream, oil and scrubs; makeup; lipstick; lip gloss; eye makeup; blush; mascara; cosmetic pencils; sun block; self-tanning skin preparations; facial cleaners, creams, masks and scrubs; perfume; cologne; scented body spray; makeup remover in Class 003. For: Cosmetic bags sold empty in Class 018. For: Cosmetic brushes; makeup brushes in Class 021.
2,762,562	DANDELION	For: Makeup, namely brightening face powder in Class 003.
5,164,988	DANDELION	For: Makeup in Class 003.
5,155,736	HOOLA	For: Cosmetics in Class 003.
2,716,260	HOOLA	For: Cosmetic bronzer in Class 003.
5,241,989	GALIFORNIA	For: Cosmetics; make-up powder in Class 003.
4,437,019	ROCKATEUR	For: Cosmetics in Class 003.

REGISTRATION NUMBER	REGISTERED TRADEMARK	INTERNATIONAL CLASSES
2,263,073	BENETINT	For: Cosmetics, namely, lip and cheek stain in Class 003.
2,261,089	SHE-LAQ	For: Cosmetics, namely, makeup sealer in Class 003.
2,043,306	BOO BOO ZAP	For: Lotions-facial-medicated in Class 005.
5,156,103	BOI-ING	For: Cosmetics in Class 003.
2,012,121	BOI-ING!	For: Cosmetics, namely, eye area concealers in Class 003.
4,877,214	GIMME BROW	For: cosmetics; eyebrow colors; eyebrow cosmetics; eyebrow gel in Class 003.
5,028,067	KA-BROW!	For: Cosmetics; eyebrow color; eyebrow cosmetics; eyebrow gel in Class 003.
3,839,146	THE POREFESSIONAL	For: Cosmetics; skincare preparations, namely, facial lotions and makeup primer in Class 003.
4,071,771	THEY'RE REAL	For: Cosmetics; mascara in Class 003.
2,263,076	HIGH BEAM	For: Cosmetics, namely, facial highlighter in Class 003.
4,548,049		For: Cosmetics; facial highlighter in Class 003.
4,752,213	ROLLER LASH	For: Mascara, cosmetics in Class 003.
5,160,655	HIGH BROW	For: Cosmetics; Eyebrow colors; Eyebrow cosmetics; Eyebrow gel; Eyebrow pencils in Class 003.
5,487,500	BADGAL BANG	For: Cosmetics; mascara; eye make-up in Class 003.
5,082,382	3D BROWTONES	For: Cosmetics; Eyebrow colors; Eyebrow gel; Eyebrow cosmetics in Class 003.
5,341,472	GOGOTINT	For: Cheek colors; Cosmetics; Lip stains in Class 003.
4,301,419	CHACHATINT	For: cosmetics; lip stain; cheek stain in Class 003.

9. The above U.S. registrations for the BENEFIT Trademarks are valid, subsisting, in full force and effect, and many are incontestable pursuant to 15 U.S.C. § 1065. The BENEFIT Trademarks have been used exclusively and continuously by Benefit, some since as early as 1976, and have never been abandoned. The registrations for the BENEFIT Trademarks constitute *prima facie* evidence of their validity and of Benefit's exclusive right to use the BENEFIT Trademarks pursuant to 15 U.S.C. § 1057(b). Attached hereto as **Exhibit 1** are true and correct copies of the United States Registration Certificates for the BENEFIT Trademarks included in the above table.

10. The BENEFIT Trademarks are exclusive to Benefit, and are displayed extensively on Benefit products and in Benefit's marketing and promotional materials. Benefit products have long been among the most popular and recognizable cosmetics products in the world, and have been extensively promoted and advertised at great expense. In fact, Benefit has expended millions of dollars annually in advertising, promoting and marketing featuring the BENEFIT Trademarks. Benefit products have also been the subject of extensive unsolicited publicity resulting from their high quality and innovative design. For instance, the Benefit Trademarks have been widely publicized and won awards through publications in many major international magazines, including, without limitation, Cosmopolitan, Allure, Teen Vogue, InStyle, Glamour, Nylon, Elle and SELF. Because of these and other factors, the Benefit name and the BENEFIT Trademarks are famous throughout the United States.

11. The BENEFIT Trademarks are distinctive when applied to cosmetics, signifying to the purchaser that the products come from Benefit and are manufactured to Benefit's quality standards. Benefit maintains safety and quality control standards for all of its Benefit products, and all Benefit products are subject to these strict guidelines by Benefit prior to distribution and sale. The innovative marketing and product design of the Benefit products have enabled the

Benefit brand to achieve widespread recognition and fame, which has only added to the inherent distinctiveness of the marks. As such, the goodwill associated with the BENEFIT Trademarks is of incalculable and inestimable value to Benefit.

12. Benefit has operated an e-commerce website since 1997 where it promotes and sells genuine Benefit products at benefitcosmetics.com. Sales of Benefit products via the benefitcosmetics.com website represent a significant portion of Benefit's business. The benefitcosmetics.com website features proprietary content, images and designs exclusive to Benefit.

13. Benefit has expended substantial time, money, and other resources in developing, advertising and otherwise promoting the BENEFIT Trademarks. As a result, products bearing the BENEFIT Trademarks are widely recognized and exclusively associated by consumers, the public, and the trade as being high-quality products sourced from Benefit. Benefit is a billion dollar operation, and Benefit products have become among the most popular of their kind in the world.

14. Benefit proactively protects the BENEFIT Trademarks against Counterfeit Benefit Products. One measure of protection used by Benefit is its recording of BENEFIT Trademarks with U.S. Customs authorities, which entitles Benefit to specifically prevent the import of Counterfeit Benefit Products. Another measure Benefit undertakes to protect the BENEFIT Trademarks is execution of its worldwide anti-counterfeiting program. Benefit's anti-counterfeiting program routinely and regularly investigates suspicious online marketplace listings identified in proactive Internet sweeps and reported by consumers. In recent years, Benefit has identified, investigated and removed thousands of fully interactive online marketplace storefronts and listings on platforms such as iOffer, eBay, Amazon, Wish.com, Dhgate, AliExpress and Alibaba.

The Defendants

15. Defendants are individuals and business entities who, upon information and belief, reside in the People's Republic of China or other foreign jurisdictions. Defendants conduct business throughout the United States, including within the State of Illinois and this Judicial District, through the operation of the fully interactive, commercial online marketplaces operating under the Defendant Internet Stores. Each Defendant targets the United States, including Illinois, and has offered to sell, and, on information and belief, has sold and continues to sell Counterfeit Benefit Products to consumers within the United States, including the State of Illinois.

16. On information and belief, Defendants are an interrelated group of counterfeiters working in active concert to knowingly and willfully manufacture, import, distribute, offer for sale, and sell products using infringing and counterfeit versions of the BENEFIT Trademarks in the same transaction, occurrence, or series of transactions or occurrences. Tactics used by Defendants to conceal their identities and the full scope of their counterfeiting operation make it virtually impossible for Benefit to learn Defendants' true identities and the exact interworking of their counterfeit network. In the event that Defendants provide additional credible information regarding their identities, Benefit will take appropriate steps to amend the Complaint.

IV. DEFENDANTS' UNLAWFUL CONDUCT

17. The success of the Benefit brand has resulted in its significant counterfeiting. To combat against counterfeiting, Benefit regularly investigates suspicious online marketplace storefronts and listings, including the Defendant Internet Stores, which were offering for sale and selling Counterfeit Benefit Products to consumers in this Judicial District and throughout the United States. Despite Benefit's enforcement efforts, Defendants have persisted in creating the Defendant Internet Stores. E-commerce sales, including through Internet stores like those of

Defendants, have resulted in a sharp increase in the shipment of unauthorized products into the United States. **Exhibit 2**, Excerpts from Fiscal Year 2018 U.S. Customs and Border Protection (“CBP”) Intellectual Property Seizure Statistics Report. Over 90% of all CBP intellectual property seizures were smaller international mail and express shipments (as opposed to large shipping containers). *Id.* Over 85% of CBP seizures originated from mainland China and Hong Kong. *Id.* Counterfeit and pirated products account for billions in economic losses, resulting in tens of thousands of lost jobs for legitimate businesses and broader economic losses, including lost tax revenue.

18. Defendants facilitate sales by designing the Defendant Internet Stores so that they appear to unknowing consumers to be authorized online retailers, outlet stores, or wholesalers. Many of the Defendant Internet Stores appear sophisticated and accept payment in U.S. dollars via credit cards, Alipay, Amazon Pay, Western Union and/or PayPal. The Defendant Internet Stores often include content and images that make it very difficult for consumers to distinguish such stores from an authorized retailer. Many Defendants further perpetuate the illusion of legitimacy by offering customer service and using indicia of authenticity and security that consumers have come to associate with authorized retailers, including the Visa®, MasterCard®, and/or PayPal® logos. Benefit has not licensed or authorized Defendants to use any of the BENEFIT Trademarks, and none of the Defendants are authorized retailers of genuine Benefit products.

19. Many Defendants also deceive unknowing consumers by using the BENEFIT Trademarks without authorization within the content, text, and/or meta tags of their online marketplace listings in order to attract consumers searching for Benefit products. Additionally, upon information and belief, Defendants use other unauthorized search engine optimization (SEO) tactics and social media spamming so that the Defendant Internet Stores listings show up at or near

the top of relevant search results and misdirect consumers searching for genuine Benefit products. Other Defendants only show the BENEFIT Trademarks in product images while using strategic item titles and descriptions that will trigger their listings when consumers are searching for genuine Benefit products.

20. Defendants go to great lengths to conceal their identities and often use multiple fictitious names and addresses to register and operate their network of Defendant Internet Stores. On information and belief, Defendants regularly create new online marketplace accounts on various platforms using the identities listed in Schedule A to the Complaint, as well as other unknown fictitious names and addresses. Such Defendant Internet Store registration patterns are one of many common tactics used by the Defendants to conceal their identities, the full scope and interworking of their counterfeiting operation, and to avoid being shut down.

21. Even though Defendants operate under multiple fictitious names, there are numerous similarities among the Defendant Internet Stores. For example, Counterfeit Benefit Products for sale in the Defendant Internet Stores bear similar irregularities and indicia of being counterfeit to one another, suggesting that the Counterfeit Benefit Products were manufactured by and come from a common source and that Defendants are interrelated. The Defendant Internet Stores also include other notable common features, including accepted payment methods, check-out methods, meta data, illegitimate SEO tactics, lack of contact information, identically or similarly priced items and volume sales discounts, the same incorrect grammar and misspellings, similar hosting services, and the use of the same text and images.

22. In addition to operating under multiple fictitious names, Defendants in this case and defendants in other similar cases against online counterfeiters use a variety of other common tactics to evade enforcement efforts. For example, counterfeiters like Defendants will often register new

online marketplace accounts under new aliases once they receive notice of a lawsuit. Counterfeiters also typically ship products in small quantities via international mail to minimize detection by U.S. Customs and Border Protection.

23. Further, counterfeiters such as Defendants typically operate multiple credit card merchant accounts and PayPal accounts behind layers of payment gateways so that they can continue operation in spite of Benefit's enforcement efforts. On information and belief, Defendants maintain off-shore bank accounts and regularly move funds from their PayPal accounts or other financial accounts to off-shore bank accounts outside the jurisdiction of this Court. Indeed, analysis of PayPal transaction logs from previous similar cases indicates that off-shore counterfeiters regularly move funds from U.S.-based PayPal accounts to off-shore bank accounts outside the jurisdiction of this Court.

24. Defendants, without any authorization or license from Benefit, have knowingly and willfully used and continue to use the BENEFIT Trademarks in connection with the advertisement, distribution, offering for sale, and sale of Counterfeit Benefit Products into the United States and Illinois over the Internet. Each Defendant Internet Store offers shipping to the United States, including Illinois, and, on information and belief, each Defendant has sold Counterfeit Benefit Products into the United States, including Illinois.

25. Defendants' unauthorized use of the BENEFIT Trademarks in connection with the advertising, distribution, offering for sale, and sale of Counterfeit Benefit Products, including the sale of Counterfeit Benefit Products into the United States, including Illinois, is likely to cause and has caused confusion, mistake, and deception by and among consumers and is irreparably harming Benefit.

COUNT I
TRADEMARK INFRINGEMENT AND COUNTERFEITING (15 U.S.C. § 1114)

26. Benefit hereby re-alleges and incorporates by reference the allegations set forth in paragraphs 1 through 25.

27. This is a trademark infringement action against Defendants based on their unauthorized use in commerce of counterfeit imitations of the federally registered BENEFIT Trademarks in connection with the sale, offering for sale, distribution, and/or advertising of infringing goods. The BENEFIT Trademarks are highly distinctive marks. Consumers have come to expect the highest quality from Benefit products offered, sold or marketed under the BENEFIT Trademarks.

28. Defendants have sold, offered to sell, marketed, distributed, and advertised, and are still selling, offering to sell, marketing, distributing, and advertising products using counterfeit reproductions of the BENEFIT Trademarks without Benefit's permission.

29. Benefit is the exclusive owner of the BENEFIT Trademarks. Benefit's United States Registrations for the BENEFIT Trademarks (Exhibit 1) are in full force and effect. Upon information and belief, Defendants have knowledge of Benefit's rights in the BENEFIT Trademarks, and are willfully infringing and intentionally using counterfeits of the BENEFIT Trademarks. Defendants' willful, intentional and unauthorized use of the BENEFIT Trademarks is likely to cause and is causing confusion, mistake, and deception as to the origin and quality of the Counterfeit Benefit Products among the general public.

30. Defendants' activities constitute willful trademark infringement and counterfeiting under Section 32 of the Lanham Act, 15 U.S.C. § 1114.

31. Benefit has no adequate remedy at law, and if Defendants' actions are not enjoined, Benefit will continue to suffer irreparable harm to its reputation and the goodwill of its well-known BENEFIT Trademarks.

32. The injuries and damages sustained by Benefit have been directly and proximately caused by Defendants' wrongful reproduction, use, advertisement, promotion, offering to sell, and sale of Counterfeit Benefit Products.

**COUNT II
FALSE DESIGNATION OF ORIGIN (15 U.S.C. § 1125(a))**

33. Benefit hereby re-alleges and incorporates by reference the allegations set forth in paragraphs 1 through 32.

34. Defendants' promotion, marketing, offering for sale, and sale of Counterfeit Benefit Products has created and is creating a likelihood of confusion, mistake, and deception among the general public as to the affiliation, connection, or association with Benefit or the origin, sponsorship, or approval of Defendants' Counterfeit Benefit Products by Benefit.

35. By using the BENEFIT Trademarks on the Counterfeit Benefit Products, Defendants create a false designation of origin and a misleading representation of fact as to the origin and sponsorship of the Counterfeit Benefit Products.

36. Defendants' false designation of origin and misrepresentation of fact as to the origin and/or sponsorship of the Counterfeit Benefit Products to the general public involves the use of counterfeit marks and is a willful violation of Section 43 of the Lanham Act, 15 U.S.C. § 1125.

37. Benefit has no adequate remedy at law and, if Defendants' actions are not enjoined, Benefit will continue to suffer irreparable harm to its reputation and the goodwill of its Benefit brand.

COUNT III
VIOLATION OF ILLINOIS UNIFORM DECEPTIVE TRADE PRACTICES ACT
(815 ILCS § 510, *et seq.*)

38. Benefit hereby re-alleges and incorporates by reference the allegations set forth in paragraphs 1 through 37.

39. Defendants have engaged in acts violating Illinois law including, but not limited to, passing off their Counterfeit Benefit Products as those of Benefit, causing a likelihood of confusion and/or misunderstanding as to the source of their goods, causing a likelihood of confusion and/or misunderstanding as to an affiliation, connection, or association with genuine Benefit products, representing that their Counterfeit Benefit Products have Benefit's approval when they do not, and engaging in other conduct which creates a likelihood of confusion or misunderstanding among the public.

40. The foregoing Defendants' acts constitute a willful violation of the Illinois Uniform Deceptive Trade Practices Act, 815 ILCS § 510, *et seq.*

41. Benefit has no adequate remedy at law, and Defendants' conduct has caused Benefit to suffer damage to its reputation and associated goodwill. Unless enjoined by the Court, Benefit will suffer future irreparable harm as a direct result of Defendants' unlawful activities.

PRAYER FOR RELIEF

WHEREFORE, Benefit prays for judgment against Defendants as follows:

- 1) That Defendants, their affiliates, officers, agents, servants, employees, attorneys, confederates, and all persons acting for, with, by, through, under or in active concert with them be temporarily, preliminarily, and permanently enjoined and restrained from:
 - a. using the BENEFIT Trademarks or any reproductions, counterfeit copies or colorable imitations thereof in any manner in connection with the distribution, marketing,

- advertising, offering for sale, or sale of any product that is not a genuine Benefit product or is not authorized by Benefit to be sold in connection with the BENEFIT Trademarks;
- b. passing off, inducing, or enabling others to sell or pass off any product as a genuine Benefit product or any other product produced by Benefit, that is not Benefit's or not produced under the authorization, control, or supervision of Benefit and approved by Benefit for sale under the BENEFIT Trademarks;
 - c. committing any acts calculated to cause consumers to believe that Defendants' Counterfeit Benefit Products are those sold under the authorization, control or supervision of Benefit, or are sponsored by, approved by, or otherwise connected with Benefit;
 - d. further infringing the BENEFIT Trademarks and damaging Benefit's goodwill; and
 - e. manufacturing, shipping, delivering, holding for sale, transferring or otherwise moving, storing, distributing, returning, or otherwise disposing of, in any manner, products or inventory not manufactured by or for Benefit, nor authorized by Benefit to be sold or offered for sale, and which bear any of Benefit's trademarks, including the BENEFIT Trademarks, or any reproductions, counterfeit copies or colorable imitations thereof;
- 2) Entry of an Order that, upon Benefit's request, those in privity with Defendants and those with notice of the injunction, including, without limitation, any online marketplace platforms such as iOffer, eBay, AliExpress, Alibaba, Amazon, Wish.com, and Dhgate, web hosts, sponsored search engine or ad-word providers, credit cards, banks, merchant account providers, third party processors and other payment processing service providers, and Internet search engines such as Google, Bing and Yahoo (collectively, the "Third Party Providers") shall:

- a. disable and cease providing services being used by Defendants, currently or in the future, to engage in the sale of goods using the BENEFIT Trademarks;
 - b. disable and cease displaying any advertisements used by or associated with Defendants in connection with the sale of counterfeit and infringing goods using the BENEFIT Trademarks; and
 - c. take all steps necessary to prevent links to the Online Marketplace Accounts identified on Schedule A from displaying in search results, including, but not limited to, removing links to the Online Marketplace Accounts from any search index;
- 3) That Defendants account for and pay to Benefit all profits realized by Defendants by reason of Defendants' unlawful acts herein alleged, and that the amount of damages for infringement of the BENEFIT Trademarks be increased by a sum not exceeding three times the amount thereof as provided by 15 U.S.C. § 1117;
- 4) In the alternative, that Benefit be awarded statutory damages for willful trademark counterfeiting pursuant to 15 U.S.C. § 1117(c)(2) of \$2,000,000 for each and every use of the BENEFIT Trademarks;
- 5) That Benefit be awarded its reasonable attorneys' fees and costs; and
- 6) Award any and all other relief that this Court deems just and proper.

Dated this 12th day of November 2019.

Respectfully submitted,

/s/ Justin R. Gaudio

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