

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

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| FREESCALE SEMICONDUCTOR, INC. | § | CIVIL ACTION NO. 1:12-cv-644-LY |
| | | § (LEAD CASE) |
| Plaintiff, | § | |
| | § | |
| v. | § | |
| | § | CIVIL ACTION NO. 1:10-cv-138-LY |
| FUNAI CORPORATION, INC.; | § | |
| FUNAI ELECTRIC CO, LTD.; | § | CIVIL ACTION NO. 1:11-cv-472-LY |
| CSR TECHNOLOGY, INC.; ZORAN | § | |
| CORPORATION; MEDIATEK INC.; | § | CIVIL ACTION NO. 1:11-cv-704-LY |
| MEDIATEK USA INC.; | § | |
| VIZIO, INC.; SANYO ELECTRIC CO., LTD.; | § | CIVIL ACTION NO. 1:12-cv-601-LY |
| SANYO NORTH AMERICA CORPORATION; | § | |
| SANYO MANUFACTURING | § | CIVIL ACTION NO. 1:12-cv-603-LY |
| CORPORATION; TPV TECHNOLOGY | § | |
| LIMITED; TPV INTERNATIONAL (USA) | § | CIVIL ACTION NO. 1:12-cv-604-LY |
| INC.; TOP VICTORY ELECTRONICS | § | |
| (TAIWAN) CO., LTD.; TOP VICTORY | § | CIVIL ACTION NO. 1:12-cv-641-LY |
| ELECTRONICS (FUJIAN) CO., LTD.; | § | |
| ENVISION PERIPHERALS, INC.; AMTRAN | § | CIVIL ACTION NO. 1:12-cv-642-LY |
| TECHNOLOGY CO., LTD.; | § | |
| AMTRAN LOGISTICS, INC., AND | § | CIVIL ACTION NO. 1:12-cv-643-LY |
| MARVELL SEMICONDUCTOR, INC | § | |
| | § | |
| Defendants. | § | |

**PLAINTIFF FREESCALE SEMICONDUCTOR, INC.S THIRD AMENDED
CONSOLIDATED COMPLAINT FOR PATENT INFRINGEMENT**

Plaintiff, Freescale Semiconductor, Inc., ("Freescale") hereby files its Third Amended Consolidated Complaint for patent infringement against Defendants Funai Corporation, Inc.; Funai Electric Co., Ltd.; MediaTek, Inc.; MediaTek USA Inc.; Vizio, Inc.; TPV International (USA) Inc.; Top Victory Electronics (Taiwan) Co., Ltd.; Top Victory Electronics (Fujian) Co., Ltd.; Envision Peripherals, Inc.; AmTran Technology Co., Ltd.; AmTran Logistics, Inc.; and Marvell Semiconductor, Inc. (collectively "Defendants").

PARTIES

1. Plaintiff, Freescale Semiconductor, Inc. ("Freescale"), is a Delaware corporation with its headquarters located at 6501 William Cannon Drive West, Austin, Texas. Freescale was formed in 2004 as a result of the divestiture of the Semiconductor Products Sector of Motorola, Inc.

2. Upon information and belief, Defendant Funai Corporation, Inc. is a corporation organized under the laws of New Jersey, and maintains its principal place of business at 201 Route 17, Ste. 903, Rutherford, New Jersey 07070.

3. Upon information and belief, Defendant Funai Electric Co., Ltd. is a corporation organized under the laws of Japan, and maintains its principal place of business in Daito, Osaka, Japan.

4. Defendants Funai Electric Co., Ltd. and Funai Corporation, Inc. are hereinafter referred to as "Funai" or the "Funai Defendants."

5. Upon information and belief, Defendant MediaTek, Inc. is a corporation organized under the laws of Taiwan, and maintains its principal place of business at No. 1, Dusing Rd. 1, Hsinchu Science Park, Hsinchu City 30078, Taiwan, R.O.C.

6. Upon information and belief, MediaTek USA Inc. is a corporation organized under the laws of Delaware, and maintains its principal place of business at 5914 West Courtyard Drive, Suite 400, Austin, TX 78730.

7. MediaTek, Inc. and MediaTek USA, Inc. are hereinafter referred to as "MediaTek" or the "MediaTek Defendants."

8. Upon information and belief, Defendant Vizio, Inc. ("Vizio") is a corporation organized under the laws of California, and maintains its principal place of business at 39 Tesla, Irvine, CA 92618.

9. Upon information and belief, Defendant TPV Technology Limited is a corporation organized under the laws of Bermuda, and maintains its principal place of business at Suite 1023, 10th Floor, Ocean Centre, Harbour City, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.

10. Upon information and belief, Defendant TPV International (USA) Inc. is a corporation organized under the laws of California, and maintains its principal place of business at 3737 Executive Center Dr., Ste. 261, Austin TX 78731.

11. Upon information and belief, Defendant Top Victory Electronics (Taiwan) Co., Ltd. is a corporation organized under the laws of Taiwan, and maintains its principal place of business in Zhonghe City, Taiwan.

12. Upon information and belief, Defendant Top Victory Electronics (Fujian) Co., Ltd. is a corporation organized under the laws of the People's Republic of China, and maintains its principal place of business in in Fuqing City, China.

13. Upon information and belief, Defendant Envision Peripherals, Inc. is a corporation organized under the laws of California, and maintains its principal place of business at 47490 Seabridge Dr., Fremont, CA 94538.

14. Defendants TPV Technology Limited, TPV International (USA) Inc., Top Victory Electronics (Taiwan) Co., Ltd., Top Victory Electronics (Fujian) Co., Ltd., and Envision Peripherals, Inc. are hereinafter referred to as "TPV" or the "TPV Defendants."

15. Upon information and belief, Defendant AmTran Technology Co., Ltd. is a corporation organized under the laws of Taiwan, and maintains its principal place of business at No. 268, LiánChéng Rd., Zhonghe District, Xinbei City, Taiwan.

16. Upon information and belief, Defendant Amtran Logistics, Inc. is a corporation organized under the laws of California, and maintains its principal place of business at 9 Goddard, Irvine, CA 92618.

17. Defendants AmTran Technology Co., Ltd. and AmTran Logistics, Inc. are hereinafter referred to as "AmTran" or the "AmTran Defendants."

18. Upon information and belief, Defendant Marvell Semiconductor, Inc. ("Marvell") is a corporation organized under the laws of California, and maintains its principal place of business at 5488 Marvell Lane, Santa Clara, CA 95054.

JURISDICTION AND VENUE

19. This is a civil action for patent infringement, injunctive relief, and damages arising under the patent laws of the United States, 35 U.S.C. §§ 1, et seq. This Court has exclusive subject matter jurisdiction over this case for patent infringement under 28 U.S.C. §§ 1331 and 1338(a).

20. As set forth below, Defendants have ongoing and systematic contacts within the State of Texas and within this district. Defendants, directly or through intermediaries (including distributors, retailers, and others), ship, distribute, offer for sale, sell, and/or advertise their products in the United States, the State of Texas, and the Western District of Texas.

21. Defendants have also purposefully and voluntarily placed one or more of their infringing products into the stream of commerce with the expectation that they will be purchased by consumers in the Western District of Texas. These infringing products have been and continue to be purchased by consumers in the Western District of Texas.

22. Defendants have committed the tort of patent infringement within the State of Texas, and, more particularly, within the Western District of Texas. Therefore, this Court has personal jurisdiction over Defendants.

23. Venue is proper in the Western District of Texas under 28 U.S.C. §§ 1391 and 1400(b).

U.S. PATENT NO. 5,467,455

24. On November 14, 1995, the United States Patent and Trademark Office duly and legally issued United States Patent No. 5,467,455 (the '455 patent), titled "Data Processing System and Method for Performing Dynamic Bus Termination," to James G. Gay and William B. Ledbetter, Jr. A true and correct copy of the '455 patent is attached as Exhibit 1.

25. Motorola was the owner by assignment of the '455 patent until Motorola divested its Semiconductor Products Sector business and Freescale was formed. Motorola assigned the '455 patent to Freescale. Freescale is the sole owner and assignee of all rights, title, and interest in and to the '455 patent and possesses all rights of recovery under the '455 patent, including the right to recover damages for past infringements.

26. The '455 patent is valid and enforceable.

U.S. PATENT NO. 6,920,316 B2

27. On July 19, 2005, the United States Patent and Trademark Office duly and legally issued United States Patent No. 6,920,316 (the '316 patent), titled "High Performance Integrated Circuit Regulator With Substrate Transient Suppression," to Lawrence Edwin Connell, Neal W. Hollenbeck, Michael Lee Bushman, and Daniel Patrick McCarthy. A true and correct copy of the '316 patent is attached as Exhibit 2.

28. Freescale is the sole owner and assignee of all right, title, and interest in and to the '316 patent and possesses all rights of recovery under the '316 patent, including the right to recover damages for past infringements.

29. The '316 patent is valid and enforceable.

U.S. PATENT NO. 5,943,274

30. On August 24, 1999, the United States Patent and Trademark Office duly and legally issued United States Patent No. 5,943,274 (the '274 patent), titled "Method And Apparatus For Amplifying A Signal To Produce A Latched Digital Signal," to Alan S. Roth and Scott G. Nogle. A true and correct copy of the '274 patent is attached as Exhibit 3.

31. Motorola was the owner by assignment of the '274 patent until Motorola divested its Semiconductor Products Sector business and Freescale was formed. Motorola assigned the '274 patent to Freescale. Freescale is the sole owner and assignee of all right, title, and interest in and to the '274 patent and possesses all rights of recovery under the '274 patent, including the right to recover damages for past infringements.

32. The '274 patent is valid and enforceable.

U.S. PATENT NO. 7,927,927 B2

33. On April 19, 2011, the United States Patent and Trademark Office duly and legally issued United States Patent No. 7,927,927 (the '927 patent), titled "Semiconductor Package And Method Therefor" to Son Ky Quan, Samuel Coffman, Bruce Reid, Keith Nelson, and Deborah Hagen. A true and correct copy of the '927 patent is attached as Exhibit 4.

34. Freescale is the sole owner and assignee of all right, title, and interest in and to the '927 patent and possesses all rights of recovery under the '927 patent, including the right to recover damages for past infringements.

35. The '927 patent is valid and enforceable.

GENERAL ALLEGATIONS

Defendant Marvell

36. Freescale incorporates by reference Paragraphs 1 through 35 as though fully set forth herein.

37. Upon information and belief, Marvell manufactures, uses, sells, offers for sale, distributes or offers for distribution, and/or imports into the United States one or more products, including, but not limited to, integrated circuits and/or chipsets that are included in certain products that practice or are made by a process that practices each of the elements of at least claims 22-24 and 26-28 of the '455 patent, claims 1-9 of the '316 patent, claims 1-6, 8, 9, 11, 14-16, and 20 of the '274 patent, and claims 1-4 and 11-14 of the '927 patent.

38. These products are sold in the Western District of Texas and throughout the United States without license from Freescale.

39. Examples of Marvell's infringing products include, but are not limited to, the Marvell 88C7500, 88SS9174-BKK2, 88i9045-TFJ2, and 88AP6-BL02.

40. Upon information and belief, Marvell has ongoing and systematic contacts within the State of Texas and this District.

41. Marvell, directly or through intermediaries (including distributors, retailers, and others), ships, distributes, offers for sale, sells, and/or advertises its products in the United States, the State of Texas, and the Western District of Texas.

42. Upon information and belief, Marvell has purposefully and voluntarily placed one or more of its infringing products into the stream of commerce with the expectation that they will be purchased by consumers in the Western District of Texas.

43. Marvell's infringing products have been and continue to be purchased by consumers in the Western District of Texas.

44. Marvell has had actual and/or constructive knowledge of the '455, '316, '274 and '927 patents, yet continues to infringe the patents.

45. In July 2008, Freescale presented detailed claim charts to Marvell derived from reverse engineering of Marvell's products demonstrating infringement of the '455 and '316 patents.

46. In March 2009, Freescale provided a detailed business presentation to Marvell demonstrating the applicability of U.S. Patent No. 5,776,798 (the '798 patent) to Marvell's products. The '927 patent is a continuation of the '798 patent.

47. In June 2012, Freescale presented a detailed claim chart to Marvell derived from reverse engineering of Marvell's products demonstrating infringement of the '927 patent.

48. Marvell was also made aware of the '455, '316, '274 and '927 patents by the filing of Freescale's Original Complaint against Marvell in July 2012.

49. Marvell has not ceased its infringing activities despite having knowledge of the patents.

50. Marvell's continuing acts of infringement are irreparably harming and causing damage to Freescale.

51. Freescale has no adequate remedy at law to redress Marvell's continuing acts of infringement.

52. The hardships that would be imposed upon Marvell by an injunction are less than those faced by Freescale should an injunction not issue.

53. Furthermore, the public interest would be served by issuance of an injunction.

The Funai Defendants

54. Freescale incorporates by reference Paragraphs 1 through 53 as though fully set forth herein.

55. Upon information and belief, the Funai Defendants make, use, sell, and offer to sell within the United States, and/or import into the United States products that contain certain

integrated circuits and/or chipsets that practice each of the elements of one or more claims of the '455, '316, and '274 patents.

56. These products are sold in the Western District of Texas and throughout the United States without license from Freescale.

57. Examples of the Funai Defendants' infringing products include the Philips 42PFL6704D-F7, Philips 47PFL7403D/F7, Philips 52PFL7403D/F7, Philips 7PFL3704D/F7, Philips 52PFL3704D/F7, and Magnavox 42MF438B.

58. Upon information and belief, the Funai Defendants have ongoing and systematic contacts within the State of Texas and within this District.

59. The Funai Defendants, directly or through intermediaries (including distributors, retailers, and others), ship, distribute, offer for sale, sell, and/or advertise their products in the United States, the State of Texas, and the Western District of Texas.

60. Upon information and belief, the Funai Defendants have purposefully and voluntarily placed one or more of their infringing products into the stream of commerce with the expectation that they will be purchased by consumers in the Western District of Texas.

61. The Funai Defendants' infringing products have been and continue to be purchased by consumers in the Western District of Texas.

62. The Funai Defendants have had actual and/or constructive knowledge of the '455, '316, '274 and '927 patents, yet continue to infringe the patents.

63. In January 2010, Freescale presented detailed claim charts to the Funai Defendants derived from reverse engineering of the Funai Defendants' products demonstrating infringement of the '455 and '316 patents.

64. In addition, Funai uses or has used integrated circuits and/or chipsets procured from Zoran and MediaTek in at least its television and Blu-ray/DVD products, and has been

involved in litigation with Freescale, MediaTek, and Zoran regarding such products since at least March 2010.

65. Upon information and belief, the Funai Defendants were made aware of the '455, '316, and '274 patents as a result of the forgoing litigations, their relationships with Zoran and MediaTek, and/or Freescale's licensing negotiations with Zoran and MediaTek.

66. The Funai Defendants were also made aware of the '455, '316, and '274 patents by the filing of Freescale's Original Complaint against the Funai Defendants in July 2012.

67. The Funai Defendants have not ceased their infringing activities despite having knowledge of '455, '316, and '274 patents.

68. The Funai Defendants' continuing acts of infringement are irreparably harming and causing damage to Freescale.

69. Freescale has no adequate remedy at law to redress the Funai Defendants' continuing acts of infringement.

70. The hardships that would be imposed upon the Funai Defendants by an injunction are less than those faced by Freescale should an injunction not issue.

71. Furthermore, the public interest would be served by issuance of an injunction.

The TPV Defendants

72. Freescale incorporates by reference Paragraphs 1 through 71 as though fully set forth herein.

73. Upon information and belief, the TPV Defendants make, use, sell, and offer to sell within the United States, and/or import into the United States products that contain certain integrated circuits and/or chipsets that practice each of the elements of one or more claims of the '455, '316, and '274 patents.

74. These products are sold in the Western District of Texas and throughout the United States without license from Freescale.

75. Examples of the TPV Defendants' infringing products include the M260VA and M3D460SR.

76. Upon information and belief, the TPV Defendants have ongoing and systematic contacts within the State of Texas and within this District.

77. The TPV Defendants, directly or through intermediaries (including distributors, retailers, and others), ship, distribute, offer for sale, sell, and/or advertise their products in the United States, the State of Texas, and the Western District of Texas.

78. Upon information and belief, the TPV Defendants have purposefully and voluntarily placed one or more of their infringing products into the stream of commerce with the expectation that they will be purchased by consumers in the Western District of Texas.

79. The TPV Defendants' infringing products have been and continue to be purchased by consumers in the Western District of Texas.

80. The TPV Defendants have had actual and/or constructive knowledge of the '455, '316, and '274 patents, yet continue to infringe the patents.

81. In June 2011, Freescale sent correspondence to TPV demonstrating that its products infringe the '455 patent.

82. In November 2011, Freescale filed a complaint with the International Trade Commission alleging infringement of the '455 patent by TPV, its chip suppliers MediaTek and Zoran, and TPV's customer VIZIO.

83. Upon information and belief, TPV became aware of its infringement of the '455, '316, and '274 patents by virtue of its involvement in the forgoing litigation, its relationships with MediaTek, Zoran, and VIZIO, and/or Freescale's licensing negotiations with these entities.

84. TPV was also made aware of the '455, '316, and '274 patents by the filing of Freescale's Original Complaint in July 2012.

85. The TPV Defendants have not ceased their infringing activities despite having knowledge of the '455, '316, and '274 patents.

86. The TPV Defendants' continuing acts of infringement are irreparably harming and causing damage to Freescale.

87. Freescale has no adequate remedy at law to redress the TPV Defendants' continuing acts of infringement.

88. The hardships that would be imposed upon the TPV Defendants by an injunction are less than those faced by Freescale should an injunction not issue.

89. Furthermore, the public interest would be served by issuance of an injunction.

The VIZIO and AmTRAN Defendants

90. Freescale incorporates by reference Paragraphs 1 through 89 as though fully set forth herein.

91. Upon information and belief, VIZIO makes, uses, sells, and offers to sell within the United States, and/or imports into the United States products that contain certain integrated circuits and/or chipsets that practice each of the elements of one or more claims of the '455, '316, '274 and '927 patents, and the AmTRAN Defendants make, use, sell, and offer to sell within the United States, and/or import into the United States products that contain certain integrated circuits and/or chipsets that practice each of the elements of one or more claims of the '455, '316, and '274 patents.

92. These products are sold in the Western District of Texas and throughout the United States without license from Freescale.

93. Examples of the VIZIO and AmTRAN Defendants' infringing products include the E320VP, E321ME, E370VL, E3D420VX, E472VL, M260VA, M320NV, M3D460SR, M420NV, M420SV, and VTAB1008.

94. Upon information and belief, the VIZIO and AmTRAN Defendants have ongoing and systematic contacts within the State of Texas and within this District.

95. VIZIO and AmTRAN Defendants, directly or through intermediaries (including distributors, retailers, and others), ship, distribute, offer for sale, sell, and/or advertise their products in the United States, the State of Texas, and the Western District of Texas.

96. The VIZIO and AmTRAN Defendants have purposefully and voluntarily placed one or more of their infringing products into the stream of commerce with the expectation that they will be purchased by consumers in the Western District of Texas.

97. The VIZIO and AmTRAN Defendants' infringing products have been and continue to be purchased by consumers in the Western District of Texas.

98. VIZIO has had actual and/or constructive knowledge of the '455, '316, '274 and '927 patents, and the AmTRAN Defendants have had actual and/or constructive knowledge of the '455, '316, and '274 patents, yet both continue to infringe the patents.

99. In January 2010, Freescale presented detailed claim charts to VIZIO derived from reverse engineering of VIZIO's products demonstrating infringement of the '455 and '316 patents.

100. In July 2011, Freescale presented a detailed claim chart to the AmTRAN Defendants derived from reverse engineering of the AmTRAN Defendants' products demonstrating infringement of the '455 patent.

101. AmTRAN has a large ownership stake in VIZIO, and is its largest television supplier. MediaTek is the largest chip supplier for the VIZIO and AmTRAN Defendants.

102. Upon information and belief, the AmTRAN Defendants have obtained knowledge of their infringement of the '455, '316, and '274 patents through Freescale's licensing negotiations with VIZIO and MediaTek, and VIZIO has obtained knowledge of its infringement of the '455, '316, '274 and '927 patents through Freescale's licensing negotiations with MediaTek, AmTRAN, and TPV.

103. VIZIO was also made aware of the '455, '316, '274 and '927 patents by the filing of Freescale's Original Complaint in July 2012, and the AmTRAN Defendants were made aware of the '455, '316, and '274 patents by the filing of Freescale's Original Complaint in July 2012.

104. VIZIO has not ceased its infringing activities despite having knowledge of the '455, '316, '274 and '927 patents, and the AmTRAN Defendants have not ceased their infringing activities despite having knowledge of the '455, '316, and '274 patents.

105. The VIZIO and AmTRAN Defendants' continuing acts of infringement are irreparably harming and causing damage to Freescale.

106. Freescale has no adequate remedy at law to redress VIZIO and the AmTRAN Defendants' continuing acts of infringement.

107. The hardships that would be imposed upon VIZIO and the AmTRAN Defendants by an injunction are less than those faced by Freescale should an injunction not issue.

108. Furthermore, the public interest would be served by issuance of an injunction.

The MediaTek Defendants

109. Freescale incorporates by reference Paragraphs 1 through 108 as though fully set forth herein.

110. Upon information and belief, MediaTek manufactures, uses, sells, offers for sale, distributes or offers for distribution, and/or imports into the United States products, including, but not limited to, certain integrated circuits and/or chipsets that are included in products that

practice at least claims 22-24 and 26-28 of the '455 patent, claims 1-9 of the '316 patent, and claims 1-5, 9, 11, 14-16, and 20 of the '274 patent.

111. These products are sold in the Western District of Texas and throughout the United States without license from Freescale.

112. Examples of MediaTek's infringing products include the MediaTek MT5387IFSU, MT5387JFSU, MT5392DVMJ, MT5392UVSJ, MT5395AUFJ, and MT5395EUFJ.

113. Upon information and belief, the MediaTek Defendants have ongoing and systematic contacts within the State of Texas and within this District.

114. Upon information and belief, MediaTek operates its subsidiary, MediaTek USA, Inc., out of Austin, Texas. [Ex. 5 at 74 and 75; Ex. 6 at 3; Ex. 7 at 2.]

115. MediaTek USA, Inc. researches and develops advanced integrated circuits and/or chip sets for digital televisions and other consumer electronics devices, the same products accused of infringement in this case. [Ex. 6 at 3.]

116. MediaTek provides financial support for its subsidiary, including loan guarantees, and has seconded at least nine of its own employees to work at MediaTek USA, Inc. in the last two years. [Ex. 5 at 69.]

117. Upon information and belief, MediaTek USA, Inc.'s research and development activities in Austin, Texas facilitate the sale of MediaTek's infringing products in the United States and this District. [Ex. 8 at 70-71.]

118. MediaTek actively markets its products in the United States. [Ex. 5 at 43; Ex. 9; Ex. 10; Ex. 11; Ex. 12; Ex. 13; Ex. 14; Ex. 15; Ex. 65; Ex. 66.]

119. MediaTek has previously pursued patent litigation in the Eastern District of Texas against Panasonic and SANYO. [Ex. 16 at 65, 176.]

120. MediaTek has provided litigation support for its customers AmTRAN and VIZIO in the United States. [Ex. 7 at 3; Ex. 17 at 1-4, 78, and 81; Ex. 18 at 2-3; Ex. 19 at 4.]

121. MediaTek has purposefully and voluntarily placed one or more of its products into a well-established distribution channel that ensures its products are sold in the United States and this District.

122. Upon information and belief, MediaTek, which dominates almost 70% of the integrated circuit market for LCD TVs, sells its integrated circuits and chipsets to AmTRAN. [Ex. 20; Ex. 21; Ex. 22. Ex. 23; Ex. 24; Ex. 35 at 7.]

123. Most of AmTRAN's TVs are provided to VIZIO, which is one of the top selling brands of LCD TV in the United States. [Ex. 24; Ex. 25 at 15; Ex. 26; Ex. 27; Ex. 28; Ex. 29 at 4; Ex. 30; Ex. 31; Ex. 32 at 4; Ex. 33 at 5; Ex. 34.]

124. AmTRAN is VIZIO's largest supplier of televisions, and MediaTek is VIZIO's and AmTRAN's largest chip supplier. [Ex. 35 at 7; Ex. 36 at 5.]

125. Upon information and belief, MediaTek, AmTRAN, and VIZIO work closely together to facilitate substantial sales of the parties' products throughout the United States and Texas. [Ex. 5 at 6, 45, 48; Ex. 37; Ex. 16 at 146; Ex. 38 at 34; Ex. 39 ; Ex. 9 at 36; Ex. 40; Ex. 41; Ex. 42; Ex. 43; Ex. 44; Ex. 24; Ex. 45 ; Ex. 46 at 2; Ex. 47.]

126. VIZIO's TVs are sold primarily through Costco, Target, and Wal-Mart/Sam's Club. [Ex. 24; Ex. 30; Ex. 31; Ex. 33 at 20; Ex. 48; Ex. 49; Ex. 50; Ex. 51; Ex. 34; Ex. 52; Ex. 53.]

127. Costco, Target, and Wal-Mart/Sam's Club have a significant and well-established presence in Texas. [Ex. 54; Ex. 55; Ex. 56 at 6-7 and 18-19; Ex. 57 at 57].

128. VIZIO products containing MediaTek chips are sold by Costco, Target, and Wal-Mart/Sam's Club in Texas.

129. On November 8, 2011, James Abeita, an employee in Freescale's Intellectual Property Licensing group, purchased a VIZIO 42" 3D LCD TV online at Wal-Mart.com. [Ex. 58 at ¶¶ 1-3; *id.*, Ex. 1.]

130. The purchase was made from a computer in Austin, Texas and was delivered to Austin, Texas. [Ex. 58 at ¶ 3.]

131. As shown in Mr. Abeita's Declaration, the TV contained a main logic board bearing an "AmTRAN" logo and MediaTek IC MT5395, one of the products accused of infringement in this case. [Ex. 58 at ¶¶ 4-5; *see also id.*, Ex. 2 (identifying a VIZIO-branded TV with an AmTRAN main logic board and MediaTek IC MT5395).]

132. The United States is an important market for MediaTek's products. [Ex. 16 at Section I, Shareholder's Letter; *id.* at 34 and 41; Ex. 8 at Section I, Letter to Shareholders; Ex. 38 at 31; Ex. 23; Ex. 59; Ex. 39; Ex. 60.]

133. MediaTek and its downstream customers AmTRAN and VIZIO benefit substantially from their established distribution channel to the United States market in terms of revenue, market share, and worldwide reputation. [Exs. 23-24, 26-28, 32, 33, 36, 39, 42-44, 46, 60-64.]

134. MediaTek directly financially benefits from placing products into the stream of commerce destined for the United States and the Western District of Texas.

135. MediaTek also sells its integrated circuits and/or chipsets to the Funai and TPV Defendants, which distribute their products throughout the United States, including Texas.

136. MediaTek has had actual and/or constructive knowledge of the '455, '316, and '274 patents, yet continues to infringe the patents.

137. In March 2010, June 2011, and November 2011, Freescale filed complaints with the International Trade Commission asserting infringement of the '455 patent by MediaTek and its downstream customers, including VIZIO and the Funai, AmTRAN, and TPV Defendants.

138. MediaTek became aware of its infringement of the '455 patent by virtue of its involvement in those litigations.

139. In June 2011, Freescale presented a detailed claim chart to MediaTek derived from reverse engineering of MediaTek's products demonstrating infringement of the '316 patent.

140. MediaTek is VIZIO's and AmTRAN's largest chip supplier, and also provides integrated circuits and chipsets to the TPV and Funai Defendants.

141. Upon information and belief, MediaTek obtained knowledge of the '455, '316, and '274 patents through Freescale's licensing negotiations with VIZIO and the TPV and AmTRAN Defendants.

142. MediaTek was also made aware of the '455, '316 and '274 patents by the filing of Freescale's Original Complaint against MediaTek in July 2012.

143. MediaTek has not ceased its infringing activities despite having knowledge of the '455, '316 and '274 patents.

144. MediaTek's continuing acts of infringement are irreparably harming and causing damage to Freescale.

145. Freescale has no adequate remedy at law to redress MediaTek's continuing acts of infringement.

146. The hardships that would be imposed upon MediaTek by an injunction are less than those faced by Freescale should an injunction not issue.

147. Furthermore, the public interest would be served by issuance of an injunction.

COUNT ONE—INFRINGEMENT OF U.S. PATENT NO. 5,467,455

148. Freescale incorporates by reference Paragraphs 1 through 147 as though fully set forth herein.

149. Upon information and belief, Defendants make, use, sell, and offer to sell within the United States, and/or import into the United States one or more products, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112, that practice each of the elements of claims 22-24 and 26-28 of the '455 patent. These products are sold in the Western District of Texas and throughout the United States.

150. By making, using, selling, and offering to sell within the United States, and/or importing into the United States its products, Defendants have directly infringed, and will continue to directly infringe, one or more claims of the '455 patent under 35 U.S.C. § 271 (a), literally and/or under the doctrine of equivalents.

151. Defendants have had actual or constructive knowledge of the '455 patent, yet continue to infringe the '455 patent.

152. Defendants knew that certain devices they sell, offer to sell within the United States, and/or import into the United States contained one or more products, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112 which were especially made or especially adapted for infringing claims 22-24 and 26-28 of the '455 patent.

153. Defendants knew that certain devices they sell, offer to sell within the United States, and/or import into the United States, contained one or more products, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112, which were not a staple article or commodity of commerce suitable for substantial non-infringing use.

154. Defendants' customers, as a result of Defendants selling, offering to sell within the United States, and/or importing into the United States, certain devices that contain one or

more products, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112 acquire and use such devices in a manner that directly infringes the '455 patent.

155. Despite having knowledge that consumer use of certain devices that Defendants sell, offer to sell within the United States, and/or import into the United States, including, but not limited to, those identified in Paragraphs 39, 57, 75, 93 and 112 infringe claims 22-24 and 26-28 of the '455 patent, Defendants specifically intended for consumers to acquire and use such devices in a manner that infringes claims 22-24 and 26-28 of the '455 patent, and Defendants knew or should have known that their actions were inducing infringement.

156. Due to Defendants' knowledge and actions described in Paragraphs 151-154 above, Defendants have contributorily infringed, and will continue to contributorily infringe, claims 22-24 and 26-28 of the '455 patent under 35 U.S.C. § 271 (c), literally and/or under the doctrine of equivalents.

157. Due to Defendants' knowledge and actions described in Paragraphs 151 and 154-155 Defendants have actively induced infringement of, and will continue to actively induce infringement of, claims 22-24 and 26-28 of the '455 patent under 35 U.S.C. § 271 (b), literally and/or under the doctrine of equivalents.

158. As a direct and proximate consequence of the acts and practices of the Defendants, Freescale has been, is being and, unless such acts and practices are enjoined by the Court, will continue to be injured in its business and property rights, and has suffered, is suffering, and will continue to suffer injury and damages for which it is entitled to relief under 35 U.S.C. § 284.

159. As a direct and proximate consequence of the acts and practices of Defendants, have also caused, are causing and, unless such acts and practices are enjoined by the Court, will

continue to cause irreparable harm to Freescale for which there is no adequate remedy at law, and for which Freescale is entitled to injunctive relief under 35 U. S. C. § 283.

160. Defendants' infringement of the '455 patent has been and continues to be willful and deliberate.

COUNT TWO – INFRINGEMENT OF U.S. PATENT NO. 6,920,316 B2

161. Freescale incorporates by reference Paragraphs 1 through 160 as though fully set forth herein.

162. Upon information and belief, Defendants make, use, sell, and offer to sell within the United States, and/or import into the United States one or more products, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112 that practice each of the elements of at least one or more of claims 1-9 of the '316 patent. These products are sold in the Western District of Texas and throughout the United States.

163. By making, using, selling, and offering to sell within the United States, and/or importing into the United States its products, Defendants have directly infringed, and will continue to directly infringe, one or more claims of the '316 patent under 35 U.S.C. § 271 (a), literally and/or under the doctrine of equivalents.

164. Defendants have had actual or constructive knowledge of the '316 patent, yet continue to infringe the '316 patent.

165. Defendants knew that certain devices they sell, offer to sell within the United States, and/or import into the United States contained one or more products, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112, which were especially made or especially adapted for infringing at least one or more of claims 1-9 of the '316 patent.

166. Defendants knew that certain devices they sell, offer to sell within the United States, and/or import into the United States, contained one or more products, including but not

limited to those identified in Paragraphs 39, 57, 75, 93 and 112 which were not a staple article or commodity of commerce suitable for substantial non-infringing use.

167. Defendants' customers, as a result of Defendants selling, offering to sell within the United States, and/or importing into the United States, certain devices that contain one or more products, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112, acquire and use such devices in a manner that directly infringe the '316 patent.

168. Despite having knowledge that consumer use of certain devices it sells, offers to sell within the United States, and/or imports into the United States, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112 infringe at least one or more of claims 1-9 of the '316 patent, Defendants specifically intended for consumers to acquire and use such devices in a manner that infringe at least one or more of claims 1-9 of the '316 patent, and Defendants knew or should have known that their actions were inducing infringement.

169. Due to Defendants' knowledge and actions described in Paragraphs 164-167 above, Defendants have contributorily infringed, and will continue to contributorily infringe, at least one or more of claims 1-9 of the '316 patent under 35 U.S.C. § 271 (c), literally and/or under the doctrine of equivalents.

170. Due to Defendants' knowledge and actions described in Paragraphs 164 and 167-168, Defendants have actively induced infringement of, and will continue to actively induce infringement of, at least one or more of claims 1-9 of the '316 patent under 35 U.S.C. § 271 (b), literally and/or under the doctrine of equivalents.

171. As a direct and proximate consequence of the acts and practices of the Defendants, Freescale has been, is being and, unless such acts and practices are enjoined by the Court, will continue to be injured in its business and property rights, and has suffered, is

suffering, and will continue to suffer injury and damages for which it is entitled to relief under 35 U.S.C. § 284.

172. As a direct and proximate consequence of the acts and practices of Defendants, have also caused, are causing and, unless such acts and practices are enjoined by the Court, will continue to cause irreparable harm to Freescale for which there is no adequate remedy at law, and for which Freescale is entitled to injunctive relief under 35 U. S. C. § 283.

173. Defendants' infringement of the '316 patent has been and continues to be willful and deliberate.

COUNT THREE – INFRINGEMENT OF U.S. PATENT NO. 5,943,274

174. Freescale incorporates by reference Paragraphs 1 through 173 as if fully set forth herein.

175. Upon information and belief, Defendants make, use, sell, and offer to sell within the United States, and/or import into the United States one or more products, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112 that practice each of the elements of at least one or more of claims 1-6, 8, 9, 11, 14-16, and 20 of the '274 patent. These products are sold in the Western District of Texas and throughout the United States.

176. By making, using, selling, and offering to sell within the United States, and/or importing into the United States its products, Defendants have directly infringed, and will continue to directly infringe, one or more claims of the '274 patent under 35 U.S.C. § 271 (a), literally and/or under the doctrine of equivalents.

177. Defendants have had actual or constructive knowledge of the '274 patent, yet continue to infringe the '274 patent.

178. Defendants knew that certain devices they sell, offer to sell within the United States, and/or import into the United States contained one or more products, including but not

limited to those identified in Paragraphs 39, 57, 75, 93 and 112 which were especially made or especially adapted for infringing at least one or more of claims 1-6, 8, 9, 11, 14-16, and 20 of the '274 patent.

179. Defendants knew that certain devices they sell, offer to sell within the United States, and/or import into the United States, contained one or more products, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112 which were not a staple article or commodity of commerce suitable for substantial non-infringing use.

180. Defendants' customers, as a result of Defendants selling, offering to sell within the United States, and/or importing into the United States, certain devices that contain one or more products, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112, acquire and use such devices in a manner that directly infringes the '274 patent.

181. Despite having knowledge that consumer use of certain devices it sells, offers to sell within the United States, and/or imports into the United States, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112, infringe at least one or more of claims 1-6, 8, 9, 11, 14-16, and 20 of the '274 patent, Defendants specifically intended for consumers to acquire and use such devices in a manner that infringes at least one or more of claims 1-6, 8, 9, 11, 14-16, and 20 of the '274 patent, and Defendants knew or should have known that their actions were inducing infringement.

182. Due to Defendants' knowledge and actions described in Paragraphs 177-180 above, Defendants have contributorily infringed, and will continue to contributorily infringe, at least one or more of claims 1-6, 8, 9, 11, 14-16, and 20 of the '274 patent under 35 U.S.C. § 271 (c), literally and/or under the doctrine of equivalents.

183. Due to Defendants' knowledge and actions described in Paragraphs 177 and 180-181, Defendants have actively induced infringement of, and will continue to actively induce

infringement of, one or more claims of the '274 patent under 35 U.S.C. § 271 (b), literally and/or under the doctrine of equivalents.

184. As a direct and proximate consequence of the acts and practices of the Defendants, Freescale has been, is being and, unless such acts and practices are enjoined by the Court, will continue to be injured in its business and property rights, and has suffered, is suffering, and will continue to suffer injury and damages for which it is entitled to relief under 35 U.S.C. § 284.

185. As a direct and proximate consequence of the acts and practices of Defendants, have also caused, are causing and, unless such acts and practices are enjoined by the Court, will continue to cause irreparable harm to Freescale for which there is no adequate remedy at law, and for which Freescale is entitled to injunctive relief under 35 U. S. C. § 283.

186. Defendants' infringement of the '274 patent has been and continues to be willful and deliberate.

COUNT FOUR – INFRINGEMENT OF U.S. PATENT NO. 7,927,927

187. Freescale incorporates by reference Paragraphs 1 through 186 as though fully set forth herein.

188. Upon information and belief, the Marvell and VIZIO Defendants make, use, sell, and offer to sell within the United States, and/or import into the United States one or more products, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112 that practice or are made by a process that practices each of the elements of claims 1-4 and 11-14 of the '927 patent. These products are sold in the Western District of Texas and throughout the United States.

189. By making, using, selling, and offering to sell within the United States, and/or importing into the United States products made using a process that infringes the '927 patent, the

Marvell and VIZIO Defendants have directly infringed, and will continue to directly infringe, one or more claims of the '927 patent under 35 U.S.C. § 271(g).

190. The Marvell and VIZIO Defendants have had actual or constructive knowledge of the '927 patent, yet continue to infringe the patent.

191. The Marvell and VIZIO Defendants knew that certain devices they sell, offer to sell within the United States, and/or import into the United States contained one or more products, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112 which were especially made or especially adapted for infringing one or more claims of the '927 patent.

192. The Marvell and VIZIO Defendants knew that certain devices they sell, offer to sell within the United States, and/or import into the United States, contained one or more products, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112, which were not a staple article or commodity of commerce suitable for substantial non-infringing use.

193. The Marvell and VIZIO Defendants' customers, as a result of the Marvell and VIZIO Defendants' selling, offering to sell within the United States, and/or importing into the United States, certain devices that contain one or more products made outside the United States using a process that infringes the '927 patent, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112 acquire and use such devices in a manner that infringes the '927 patent.

194. Despite having knowledge that consumer use of certain devices it sells, offers to sell within the United States, and/or imports into the United States, including but not limited to those identified in Paragraphs 39, 57, 75, 93 and 112, infringes claims 1-4 and 11-14 of the '927 patent, the Marvell and VIZIO Defendants specifically intended for consumers to acquire and use such devices in a manner that infringes claims 1-4 and 11-14 of the '927 patent, and the

Marvell and VIZIO Defendants knew or should have known that their actions were inducing infringement.

195. Due to the Marvell and VIZIO Defendants' knowledge and actions described in Paragraphs 190-193 the the Marvell and VIZIO Defendants have contributorily infringed, and will continue to contributorily infringe, claims 1-4 and 11-14 of the '927 patent under 35 U.S.C. § 271 (c), literally and/or under the doctrine of equivalents.

196. Due to the Marvell and VIZIO Defendants' knowledge and actions described in Paragraphs 190 and 193-194 the Marvell and VIZIO Defendants have actively induced infringement of, and will continue to actively induce infringement of, one or more claims of the '927 patent under 35 U.S.C. § 271 (b), literally and/or under the doctrine of equivalents.

197. As a direct and proximate consequence of the acts and practices of the Marvell and VIZIO Defendants, Freescale has been, is being and, unless such acts and practices are enjoined by the Court, will continue to be injured in its business and property rights, and has suffered, is suffering, and will continue to suffer injury and damages for which it is entitled to relief under 35 U.S.C. § 284.

198. As a direct and proximate consequence of the acts and practices of the the Marvell and VIZIO Defendants, the the Marvell and VIZIO Defendants have also caused, are causing and, unless such acts and practices are enjoined by the Court, will continue to cause irreparable harm to Freescale for which there is no adequate remedy at law, and for which Freescale is entitled to injunctive relief under 35 U. S. C. § 283.

199. The Marvell and VIZIO Defendants' infringement of the '927 patent has been and continues to be willful and deliberate.

REQUEST FOR A JURY TRIAL

200. Freescale requests a jury trial of all issues in this action so triable.

PRAYER FOR RELIEF

WHEREFORE, Freescale prays for judgment against Defendants as follows and for the following relief:

A. a judgment that each of the Patents-in-Suit was duly and legally issued, is valid and is enforceable;

B. a judgment that Defendants have infringed, contributorily infringed, and/or induced infringement of one or more claims of the Patents-in-Suit;

C. a judgment that Defendants have willfully infringed one or more claims of each of the Patents-in-Suit;

D. actual damages through verdict and post-verdict until Defendants are enjoined from further infringing activities;

E. an accounting of damages through verdict and post-verdict until Defendants are enjoined from further infringing activities;

F. a preliminary and permanent injunction restraining Defendants and their respective officers, employees, agents, parents, subsidiaries, affiliates, and anyone else in active concert or participation with them, from taking any actions that would directly or indirectly infringe the '455 patent;

G. a preliminary and permanent injunction restraining Defendants and their respective officers, employees, agents, parents, subsidiaries, affiliates, and anyone else in active concert or participation with them, from taking any actions that would directly or indirectly infringe the '316 patent;

H. a preliminary and permanent injunction restraining Defendants and their respective officers, employees, agents, parents, subsidiaries, affiliates, and anyone else in active concert or participation with them, from taking any actions that would directly or indirectly infringe the '274 patent;

I. a preliminary and permanent injunction restraining the Marvell and VIZIO Defendants and their respective officers, employees, agents, parents, subsidiaries, affiliates, and anyone else in active concert or participation with them, from taking any actions that would directly or indirectly infringe the '927 patent;

J. all pre-judgment and post-judgment interest allowed by law, including an award of prejudgment interest, pursuant to 35 U.S.C. § 284, from the date of each act of infringement of the Patents-in-Suit to the day a damages judgment is entered, and further award of post-judgment interest, pursuant to 28 U.S.C. § 1961, continuing until such judgment is paid, at the maximum rate allowed by law;

K. a judgment and order finding this to be an exceptional case and requiring Defendants to pay the costs of this action (including all disbursements) and attorneys' fees as provided by 35 U.S.C. § 285;

L. reasonable attorneys' fees and costs;

M. an award of increased damages pursuant to 35 U.S.C. § 284 for Defendants' willful and deliberate patent infringement; and

N. such other and further relief as the Court deems just and equitable.

September 18, 2013

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing document was filed electronically in compliance with Local Rule CV-5(a). As such, this document was served on all counsel who have consented to electronic service via the Court's notification system. Local Rule CV-5(b)(1). Pursuant to Local Rule CV-5(b)(2), all other counsel of record not deemed to have consented to electronic service were served with a true and correct copy in pdf format via e-mail on September 18, 2013.

/s/ Alan D Albright
Alan D Albright
Bracewell & Giuliani LLP