

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

TRANSCENIC, INC.)	
)	
Plaintiff,)	Civil Action No. 1:15-cv-6434
)	
v.)	
)	SECOND AMENDED COMPLAINT
NOKIA CORPORATION,)	FOR PATENT INFRINGEMENT
NOKIA USA INC.,)	
HERE NORTH AMERICA LLC, AND)	TRIAL BY JURY DEMANDED
EARTHMINE, INC.)	
)	
Defendants.)	
)	
)	

SECOND AMENDED COMPLAINT FOR PATENT INFRINGEMENT

Plaintiff, Transcenic, Inc., complains against Defendants Nokia Corporation, Nokia USA Inc., HERE North America LLC, and earthmine inc., as follows:

NATURE OF ACTION

This is an action for patent infringement pursuant to 35 U.S.C. § 271. The patented technology relates to systems and methods for capturing spatially referenced images and for providing a three-dimensional positional database system for displaying the images and permitting navigation among the images using positional information and commands. Several claims of the patents in suit have been examined three separate times by the United States Patent and Trademark Office. Most recently, reissued U.S. Patent No. RE42,289E was the subject of an *ex parte* reexamination, as a result of which on June 15, 2015, the PTO published notice that a reexamination certificate will shortly issue confirming all challenged claims as previously issued. The Defendants make, use, provide, license and control third-party access to interactive mapping websites and/or

software that display spatially referenced street-level imagery and provide interactive image navigation controls using systems and methods that infringe the patented technology.

THE PARTIES

1. Transcenic, Inc. (“Transcenic”) is a corporation organized and existing under the laws of the State of Louisiana with its principal place of business at 3006 Country Club Road, Lake Charles, Louisiana 70605. Transcenic has developed spatially referenced image capture, organization and display technology, including the patented technology.

2. Nokia Corporation (“Nokia”) is a foreign corporation organized and existing under the laws of Finland, with its principal place of business in Espoo, Finland. Nokia, by itself, and through one or more other entities owned, controlled or otherwise affiliated with Nokia, conducts business in and is doing business in this District and elsewhere in the United States. Without limitation, Nokia supplies, promotes, offers to sell and sells products and services, including web-based applications, mobile apps, automotive navigation systems and other products to customers and/or consumers in this District, including products and systems that embody the patented technology, and enabling end-user purchasers to use such devices in this District.

3. Nokia USA Inc. (“Nokia USA”) is a wholly owned subsidiary of Nokia. Nokia USA is a corporation organized and existing under the laws of the state of Delaware, with a principal place of business located at 200 South Matilda Avenue, Sunnyvale, California 94086. Nokia USA, by itself, and through one or more other entities owned, controlled or otherwise affiliated with Nokia USA, conducts business in and is doing business in this District and elsewhere in the United States. Without limitation, Nokia USA supplies, promotes, offers to sell and sells products and services, including web-based applications, mobile apps, automotive navigation systems and other products to customers and/or consumers in this District, including products and systems that embody the

patented technology, and enabling end-user purchasers to use such devices in this District. Nokia USA is registered to do business in Illinois and has a designated registered agent in Illinois for purposes of service of process. Upon information and belief, Nokia conducts all or substantially all of its activities in the United States through its wholly owned and controlled subsidiary Nokia USA.

4. HERE North America LLC (“HERE North America”) is a wholly owned subsidiary of Nokia Capital, Inc., which is a wholly-owned subsidiary of Nokia USA. HERE North America is a corporation organized and existing under the laws of the state of Delaware, with a principal place of business located at 425 W. Randolph Street, Chicago, IL 60606. HERE North America, by itself, and through one or more other entities owned, controlled or otherwise affiliated with HERE North America, conducts business in and is doing business in this District and elsewhere in the United States. Without limitation, HERE North America supplies, promotes, offers to sell and sells products and services, including web-based applications, mobile apps, automotive navigation systems and other products to customers and/or consumers in this District, including products and systems that embody the patented technology, and enabling end-user purchasers to use such devices in this District. HERE North America is registered to do business in Illinois and has a designated registered agent in Illinois for purposes of service of process.

5. HERE North America was formerly known as Navteq Corporation (“Navteq”), a Chicago-based leading provider of map software and data used in automotive navigation systems and other products. Navteq was acquired by Nokia in late 2007 or early 2008. As successor to Navteq’s business, and as a wholly owned and controlled subsidiary operating as an integrated business division of Nokia, HERE North America is a leading provider of cloud-based applications and systems which connect a broad range of devices and software with intelligent maps in consumer, automotive and enterprise market segments. Upon information and belief, HERE North America

controls, manages and/or directs the HERE Maps with Street Level imagery website (www.here.com), the HERE Auto with Street Level imagery automobile navigation system as well as other products and systems which are subject to Transcenic's claims and causes of action herein.

6. Upon information and belief, Nokia conducts all or substantially all of its activities in the United States through its wholly owned and controlled subsidiaries Nokia USA and HERE North America, which operate, *de facto* and *de jure*, as a single integrated business entity. Nokia, Nokia USA and HERE North America are referred to collectively as "the Nokia Defendants."

7. earthmine, inc. ("earthmine") is a wholly owned subsidiary of one or more of Nokia Corp., Nokia USA, or HERE North America. earthmine is a corporation organized and existing under the laws of Delaware, with its principal place of business at 2390 Fourth St. Berkeley, Ca, 94710. earthmine also has a business location in this District, located at 425 W. Randolph Street, Chicago, IL 60606. earthmine, by itself, and/or through one or more other entities owned, controlled or otherwise affiliated with earthmine, conducts business in and is doing business in this District and elsewhere in the United States. Without limitation, earthmine supplies, promotes, offers to sell and sells products and services, including web-based applications, mobile apps and other products to customers and/or consumers in this District, including products and systems that embody the patented technology, and enabling end-user purchasers to use such devices in this District.

8. In November 2012, earthmine was acquired by Nokia Corp. As stated in its March 2013 20-F SEC filing, Nokia Corp. "acquired a 100% ownership interest in earthmine on November 19, 2012." Upon information and belief, earthmine remained an operating entity after the merger. As an operating entity, and as a wholly owned and controlled subsidiary operating as an integrated business division of Nokia, "earthmine offers a complete end-to-end solution for collecting 3D street level imagery, developing applications, and delivering visually impressive and spatially accurate

results for any application.” (See earthmine’s website at http://www.earthmine.com/html/products_overview.html (last visited Feb. 1, 2016), attached hereto as Exhibit 1). Moreover, “earthmine offers a fully managed service through earthmine Cloud or a standalone server option for delivering applications and spatial data online or over your local network through earthmine server.” (*Id.*)

JURISDICTION AND VENUE

9. This is an action for patent infringement arising under the Patent Laws of the United States, 35 U.S.C. § 1 *et seq.* This Court has subject matter jurisdiction over this action pursuant to 28 U.S.C. §§ 1331, 1332(a) and 1338(a).

10. Each Defendant is subject to this Court’s specific and general personal jurisdiction pursuant to due process and/or the Illinois Long Arm Statute, due at least to its substantial business conducted in this forum, including having (i) solicited business in the State of Illinois, transacted business within the State of Illinois and attempted to derive financial benefit from residents of the State of Illinois, including benefits directly related to the instant patent infringement causes of action set forth herein; (ii) placed its products and services into the stream of commerce throughout the United States and transacted business in Illinois and in this District; and (iii) either alone or in conjunction with others, committed acts of infringement within this District, induced others to commit acts of infringement within this District, and/or contributed to infringing activities within this District. On information and belief, earthmine and each Nokia Defendant maintains systematic, continuous and ongoing business operations within the State of Illinois and this District, through which it makes, uses, promotes, offers to sell, sells, licenses and/or imports products, software and/or systems that embody the patented technology.

11. Venue lies in this District pursuant to 28 U.S.C. §§ 1391(b), 1391(c), and 1400(b) because each Defendant is subject to personal jurisdiction in this District, resides in, has regularly conducted business in this District and/or has committed acts of patent infringement in this District.

COUNT I
(INFRINGEMENT OF THE '289 PATENT)

12. Plaintiff hereby repeats and re-alleges the allegations contained in paragraphs 1 to 11, as if fully set forth herein.

13. On April 12, 2011, U.S. Patent No. RE42,289 E (“the ‘289 patent”), entitled “Spatial Referenced Photographic System With Navigation Arrangement,” a copy of which is attached hereto as Exhibit 2, was duly and legally issued to inventor Robert Vincent. The ‘289 patent was reissued from U.S. Patent 7,050,102, which originally issued on May 23, 2006.

14. The inventor, Mr. Vincent, assigned all right, title and interest in the ‘289 patent to Transcenic. Transcenic is currently the exclusive owner of the ‘289 patent and has the right to sue for and recover all past, present and future damages and other legal and equitable relief available for infringement of the ‘289 patent.

15. On or about October 21, 2014, the ‘289 patent became the subject of an Ex Parte Reexamination proceeding (Reexamination Control No. 90/013,368) attacking the validity of designated claims of the ‘289 patent. On June 15, 2015, the United States Patent & Trademark Office issued a Notice of Intent to Issue Ex Parte Reexamination Certificate, which confirmed the validity of all challenged claims of the ‘289 patent.

16. Nokia, Nokia USA and HERE North America, and each of them, jointly and severally, and/or through their subsidiaries, affiliates, agents, and/or business partners, including, without limitation earthmine, have in the past and continue to directly infringe claims of the ‘289 patent pursuant to 35 U.S.C. § 271(a) by making, having made, using, providing, selling, licensing

and/or offering for sale or license systems and products embodying the subject matter protected by the '289 patent within the United States and within this District. The Nokia Defendants have been and are engaged in direct infringing activities with respect to at least the HERE Maps with Street Level imagery website (accessible at www.here.com/), the HERE Auto with Street Level imagery automobile navigation system as implemented in various automobile models, and predecessor and/or successor products, which provide and display spatially referenced street-level imagery and controls for navigating among images based on positional information. The Nokia Defendants also have been and are engaged in infringing activities with respect to making, having made, using, providing, selling, licensing and/or offering for sale or license software systems and data to enable unlicensed third-parties to operate web-based and/or other mapping systems containing street-level image display and navigation features.

17. The Nokia Defendants have placed and continue to place infringing mapping systems into action or service, exercise control over the systems and obtain beneficial use of the infringing systems, and are thus liable for direct infringement under 35 U.S.C. § 271(a) based on making and using systems covered by the '289 patent. The Nokia Defendants have made and used and continue to make and use infringing systems, and have practiced and continue to practice infringing methods by at least one or more of: (1) providing, operating and/or supporting the HERE Maps with Street Level imagery system, the HERE Auto with Street Level imagery system, and mapping systems of unlicensed third-party websites, which the Nokia Defendants designed to include spatially referenced photographic systems that reference images in a database system and display images in response to image navigation commands; (2) dictating via their design and instructions to users thereof the manner in which the street-level imagery display and navigation features are used and operated such that, when operated as intended by the Nokia Defendants on a computer device of an

end user, each component and step of the patented systems and methods is used and performed in a manner dictated by the Nokia Defendants; (3) providing instructions and directions to end users regarding the use of the street-level image display and navigation features; and (4) updating, enhancing, and providing ongoing support and maintenance for the mapping and navigation systems containing street-level image display and navigation features. The Nokia Defendants are further liable for direct infringement of the '289 patent because they practice, direct and control the accused systems and methods, including any components and steps thereof which may be provided or practiced by third-party software or hardware according to the requirements of, and subject to the control of, the software systems provided by the Nokia Defendants, such that the Nokia Defendants are jointly and severally and/or vicariously liable for the components and acts provided by any such third-party software or hardware.

18. Plaintiff pleads in the alternative that Nokia, Nokia USA and HERE North America, and each of them, jointly and severally, and/or through their subsidiaries, affiliates, agents, and/or business partners, including, without limitation, earthmine, have induced and/or will continue to induce the direct infringement of the '289 patent by customers, business partners, resellers and/or end users of mapping systems containing street-level image display and navigation features designed and provided by the Nokia Defendants pursuant to 35 U.S.C. § 271(b) at least by one or more of: (1) providing software and data designed and intended to enable and control spatially referenced image display and navigation systems that reference images in a database system and display images from a spatially referenced image database in response to image navigation commands; (2) dictating via their design and instructions to users thereof the manner in which the street-level imagery display and navigation features are used such that, when operated as intended by the Nokia Defendants on a computer device of a business partner or an end user, each component and step of the patented

systems and methods is used and performed in a manner dictated by the Nokia Defendants; (3) providing instructions and directions to business partners and end users regarding the use of the street-level image display and navigation features; and (4) updating, enhancing, and providing ongoing support and maintenance for the mapping and navigation systems containing street-level image display and navigation features. The Nokia Defendants have engaged and/or will continue to engage in these activities with knowledge and intent that such activities would cause and/or encourage direct infringement of the '289 patent and/or with deliberate indifference of a known risk that such activities would cause and/or encourage direct infringement of the '289 patent.

19. Plaintiff further pleads in the alternative that Nokia, Nokia USA and HERE North America, and each of them, jointly and severally, and/or through their subsidiaries, affiliates, agents, and/or business partners, including, without limitation, earthmine, have contributed to and/or will continue to contribute to the direct infringement by customers, resellers and/or end users of mapping systems containing street-level image display and navigation features designed and provided by the Nokia Defendants pursuant to 35 U.S.C. § 271(c) at least by providing software that is designed and intended to enable and control a spatially referenced image display and navigation system that references images in a database system and displays images from a spatially referenced image database in response to image navigation commands for use by business partners and end users in practicing the patented methods and using the patented systems, knowing that such software is especially made or especially adapted for use in infringing the patented systems and methods and not a staple article or commodity of commerce suitable for substantial non-infringing use.

20. The Nokia Defendants have had previous actual notice of the '289 patent prior to the filing of this complaint at least in connection with discovery activities relating to the patent infringement litigation *Transcenic, Inc. v. Google et al*, Case No. 11-cv-582-LPS, previously

pending in the District of Delaware and involving their competitors Google, Microsoft and AOL. On or about October 23, 2012, two third-party subpoenas were served upon HERE North America's predecessor, Navteq, requesting documents and the deposition of a corporate designee in relation to street-level imagery and related software and services provided by Navteq to Microsoft. The subpoenas specifically identified and called Navteq's attention to the '289 patent. Navteq provided responsive documents and a March 15, 2013 deposition of Scott Vollrath, a Nokia USA employee, which was attended by in-house counsel for Nokia USA, Alexis Garcha. Accordingly, the Nokia Defendants, and all affiliates, privies and successors of the Nokia Defendants, and all of those owned or controlled by any of them, have had actual notice of the '289 patent since at least October 23, 2012.

21. The Nokia Defendants' direct infringement, contributory infringement and/or inducement to infringe the '289 patent has injured Transcenic, and Transcenic is entitled to recover damages adequate to compensate for such infringement pursuant to 35 U.S.C. § 284.

22. Unless enjoined by the Court, the Nokia Defendants will continue to injure Transcenic by directly infringing, contributing to the infringement of and/or inducing infringement of the '289 patent.

23. On information and belief, the Nokia Defendants, and all affiliates, privies and successors of the Nokia Defendants, and all of those owned or controlled by any of them, will continue their infringement notwithstanding their actual knowledge of the '289 patent and the lack of an objectively reasonable good faith basis to believe that its activities do not infringe any valid claim of the '289 patent. The Nokia Defendants' infringement of the '289 patent has been willful and deliberate. The Nokia Defendants' willfulness is evidenced by their continued infringement and

expansion of their infringing systems since obtaining actual notice of the '289 patent no later than October 23, 2012.

24. Defendant earthmine, directly or through its subsidiaries, affiliates, agents, and/or business partners, has in the past and continues to directly infringe claims of the '289 patent pursuant to 35 U.S.C. § 271(a) by making, having made, using, providing, selling, licensing and/or offering for sale or license systems and products embodying the subject matter protected by the '289 patent within the United States and within this District. Defendant earthmine has been and is engaged in direct infringing activities with respect to at least its spatial-referenced image databases, applications, hosting services and development tools, including its earthmine Server, earthmine Cloud, earthmine for ArcGIS System, earthmine Viewer, earthmine SDK for Flash and earthmine API, and predecessor and/or successor products, which provide and display spatially referenced street-level imagery and controls for navigating among images based on positional information. Defendant earthmine also has been and is engaged in infringing activities with respect to making, having made, using, providing, selling, licensing and/or offering for sale or license software systems and data to enable unlicensed third-parties to operate web-based and/or other mapping systems containing street-level image display and navigation features.

25. Defendant earthmine has placed and continues to place infringing mapping systems into action or service, exercise control over the systems and obtain beneficial use of the infringing systems, and are thus liable for direct infringement under 35 U.S.C. § 271(a) based on making and using systems covered by the '289 patent. Defendant earthmine has made and used and continues to make and use infringing systems, and has practiced and continues to practice infringing methods by at least one or more of: (1) providing, operating and/or supporting the earthmine Server, earthmine Cloud, earthmine for ArcGIS System, earthmine Viewer, earthmine SDK for Flash, earthmine API

imagery System, and mapping systems of unlicensed third-party websites, which earthmine designed to include spatially referenced photographic systems that reference images in a database system and display images in response to image navigation commands; (2) dictating via their design and instructions to users thereof the manner in which the street-level imagery display and navigation features are used and operated such that, when operated as intended by Defendant earthmine on a computer device of an end user, each component and step of the patented systems and methods is used and performed in a manner dictated by Defendant earthmine; (3) providing instructions and directions to end users regarding the use of the street-level image display and navigation features; and (4) updating, enhancing, and providing ongoing support and maintenance for the mapping and navigation systems containing street-level image display and navigation features. Defendant earthmine is further liable for direct infringement of the '289 patent because it practices, directs and controls the accused systems and methods, including any components and steps thereof which may be provided or practiced by third-party software or hardware according to the requirements of, and subject to the control of, the software systems provided by Defendant earthmine, such that Defendant earthmine is jointly and severally and/or vicariously liable for the components and acts provided by any such third-party software or hardware.

26. Plaintiff pleads in the alternative that Defendant earthmine, through its subsidiaries, affiliates, agents, and/or business partners, has induced and/or will continue to induce the direct infringement of the '289 patent by customers, business partners, resellers and/or end users of mapping systems containing street-level image display and navigation features designed and provided by Defendant earthmine pursuant to 35 U.S.C. § 271(b) at least by one or more of: (1) providing software and data designed and intended to enable and control spatially referenced image display and navigation systems that reference images in a database system and display images from

a spatially referenced image database in response to image navigation commands; (2) dictating via its design and instructions to users thereof the manner in which the street-level imagery display and navigation features are used such that, when operated as intended by Defendant earthmine on a computer device of a business partner or an end user, each component and step of the patented systems and methods is used and performed in a manner dictated by Defendant earthmine; (3) providing instructions and directions to business partners and end users regarding the use of the street-level image display and navigation features; and (4) updating, enhancing, and providing ongoing support and maintenance for the mapping and navigation systems containing street-level image display and navigation features. Defendant earthmine has engaged and/or will continue to engage in these activities with knowledge and intent that such activities would cause and/or encourage direct infringement of the '289 patent and/or with deliberate indifference of a known risk that such activities would cause and/or encourage direct infringement of the '289 patent.

27. Plaintiff further pleads in the alternative that Defendant earthmine, through its subsidiaries, affiliates, agents, and/or business partners, has contributed to and/or will continue to contribute to the direct infringement by customers, resellers and/or end users of mapping systems containing street-level image display and navigation features designed and provided by Defendant earthmine pursuant to 35 U.S.C. § 271(c) at least by providing software that is designed and intended to enable and control a spatially referenced image display and navigation system that references images in a database system and displays images from a spatially referenced image database in response to image navigation commands for use by business partners and end users in practicing the patented methods and using the patented systems, knowing that such software is especially made or especially adapted for use in infringing the patented systems and methods and not a staple article or commodity of commerce suitable for substantial non-infringing use.

28. Defendant earthmine has had previous actual notice of the '289 patent prior to the filing of this complaint at least in connection with discovery activities relating to the patent infringement litigation *Transcenic, Inc. v. Google et al*, Case No. 11-cv-582-LPS, previously pending in the District of Delaware and involving its competitors Google, Microsoft and AOL. On or about October 23, 2012, two third-party subpoenas were served upon Navteq, requesting documents and the deposition of a corporate designee in relation to street-level imagery and related software and services provided by Navteq to Microsoft. Navteq completed its acquisition of earthmine in November, 2012. The subpoenas specifically identified and called attention to the '289 patent. Navteq provided responsive documents and a March 15, 2013 deposition of Scott Vollrath, a Nokia USA employee, which was attended by in-house counsel for Nokia USA, Alexis Garcha. The responsive discovery included information relating to the earthmine acquisition. On information and belief, earthmine obtained actual notice of the '289 patent in connection with Transcenic's discovery requests and its acquisition by Nokia/Navteq.

29. On information and belief, earthmine also received notice of the '289 patent through one or more of the other Defendants after the original Complaint in this action was filed on July 23, 2015.

30. Defendant earthmine's direct infringement, contributory infringement and/or inducement to infringe the '289 patent has injured Transcenic, and Transcenic is entitled to recover damages adequate to compensate for such infringement pursuant to 35 U.S.C. § 284.

31. Unless enjoined by the Court, Defendant earthmine will continue to injure Transcenic by directly infringing, contributing to the infringement of and/or inducing infringement of the '289 patent.

32. On information and belief, Defendant earthmine, and all affiliates, privies and successors thereof, and all of those owned or controlled by any of them, will continue its infringement notwithstanding its actual knowledge of the '289 patent and the lack of an objectively reasonable good faith basis to believe that its activities do not infringe any valid claim of the '289 patent. Defendant earthmine's infringement of the '289 patent has been willful and deliberate. Defendant earthmine's willfulness is evidenced by its continued infringement and expansion of its infringing systems since obtaining actual notice of the '289 patent.

COUNT II
(INFRINGEMENT OF THE '925 PATENT)

33. Plaintiff hereby repeats and re-alleges the allegations contained in paragraphs 1 to 32, as if fully set forth herein.

34. On June 3, 2014, U.S. Patent No. RE44,925 E ("the '925 patent"), entitled "Spatial Referenced Photographic System With Navigation Arrangement," a copy of which is attached hereto as Exhibit 3, was duly and legally issued to inventor Robert Vincent. The '925 patent was reissued from U.S. Patent 7,050,102, which originally issued on May 23, 2006. The application for the '925 patent was filed as a continuation of the '289 patent.

35. The inventor, Mr. Vincent, assigned all right, title and interest in the '925 patent to Transcenic. Transcenic is currently the exclusive owner of the '925 patent and has the right to sue for and recover all past, present and future damages and other legal and equitable relief available for infringement of the '925 patent.

36. Nokia, Nokia USA and HERE North America, and each of them, jointly and severally, and/or through their subsidiaries, affiliates, agents, and/or business partners, including, without limitation, earthmine, have in the past and continue to directly infringe claims of the '925 patent pursuant to 35 U.S.C. § 271(a) by making, having made, using, providing, selling, licensing

and/or offering for sale or license systems and products embodying the subject matter protected by the '925 patent within the United States and within this District. The Nokia Defendants have been and are engaged in direct infringing activities with respect to at least the HERE Maps with Street Level imagery website (accessible at www.here.com/), the HERE Auto with Street Level imagery automobile navigation system as implemented in various automobile models, and predecessor and/or successor products, which provide and display spatially referenced street-level imagery and controls for navigating among images based on positional information. The Nokia Defendants also have been and are engaged in infringing activities with respect to making, having made, using, providing, selling, licensing and/or offering for sale or license software systems and data to enable unlicensed third-parties to operate web-based and/or other mapping systems containing street-level image display and navigation features.

37. The Nokia Defendants have placed and continue to place infringing mapping systems into action or service, exercise control over the systems and obtain beneficial use of the infringing systems, and are thus liable for direct infringement under 35 U.S.C. § 271(a) based on making and using systems covered by the '925 patent. The Nokia Defendants have made and used and continue to make and use infringing systems by at least one or more of: (1) providing, operating and/or supporting the HERE Maps with Street Level imagery system, the HERE Auto with Street Level imagery system, and mapping systems of unlicensed third-party websites, which the Nokia Defendants designed to include spatially referenced photographic systems that reference images in a database system and display images in response to image navigation commands; (2) dictating via their design and instructions to users thereof the manner in which the street-level imagery display and navigation features are used and operated such that, when operated as intended by the Nokia Defendants on a computer device of an end user, each component of the patented systems is used in

a manner dictated by the Nokia Defendants; (3) providing instructions and directions to end users regarding the use of the street-level image display and navigation features; and (4) updating, enhancing, and providing ongoing support and maintenance for the mapping and navigation systems containing street-level image display and navigation features. The Nokia Defendants are further liable for direct infringement of the '925 patent because they practice, direct and control the accused systems, including any components thereof which may be provided by third-party software or hardware according to the requirements of, and subject to the control of, the software systems provided by the Nokia Defendants, such that the Nokia Defendants are jointly and severally and/or vicariously liable for the components and acts provided by any such third-party software or hardware.

38. Plaintiff pleads in the alternative that Nokia, Nokia USA and HERE North America, and each of them, jointly and severally, and/or through their subsidiaries, affiliates, agents, and/or business partners, including, without limitation, earthmine, have induced and/or will continue to induce the direct infringement of the '925 patent by customers, business partners, resellers and/or end users of mapping systems containing street-level image display and navigation features designed and provided by the Nokia Defendants pursuant to 35 U.S.C. § 271(b) at least by one or more of: (1) providing software and data designed and intended to enable and control spatially referenced image display and navigation systems that reference images in a database system and display images from a spatially referenced image database in response to image navigation commands; (2) dictating via their design and instructions to users thereof the manner in which the street-level imagery display and navigation features are used such that, when operated as intended by the Nokia Defendants on a computer device of a business partner or an end user, each component of the patented systems is used in a manner dictated by the Nokia Defendants; (3) providing instructions and directions to

business partners and end users regarding the use of the street-level image display and navigation features; and (4) updating, enhancing, and providing ongoing support and maintenance for the mapping and navigation systems containing street-level image display and navigation features. The Nokia Defendants have engaged and/or will continue to engage in these activities with knowledge and intent that such activities would cause and/or encourage direct infringement of the '925 patent and/or with deliberate indifference of a known risk that such activities would cause and/or encourage direct infringement of the '925 patent.

39. Plaintiff further pleads in the alternative that Nokia, Nokia USA and HERE North America, and each of them, jointly and severally, and/or through their subsidiaries, affiliates, agents, and/or business partners, including, without limitation, earthmine, have contributed to and/or will continue to contribute to the direct infringement by customers, resellers and/or end users of mapping systems containing street-level image display and navigation features designed and provided by the Nokia Defendants pursuant to 35 U.S.C. § 271(c) at least by providing software that is designed and intended to enable and control a spatially referenced image display and navigation system that references images in a database system and displays images from a spatially referenced image database in response to image navigation commands for use by business partners and end users in using the patented systems, knowing that such software is especially made or especially adapted for use in infringing the patented systems and not a staple article or commodity of commerce suitable for substantial non-infringing use.

40. Upon information and belief, the Nokia Defendants had actual notice of the '925 patent due to its status as a continuation patent related to the '289 patent. The service of this Complaint will also provide the Nokia Defendants, and all affiliates, privies and successors of the

Nokia Defendants, and all of those owned or controlled by any of them, with actual notice of the '925 patent and of Transcenic's infringement allegations herein.

41. The Nokia Defendants' direct infringement, contributory infringement and/or inducement to infringe the '925 patent has injured Transcenic, and Transcenic is entitled to recover damages adequate to compensate for such infringement pursuant to 35 U.S.C. § 284.

42. Unless enjoined by the Court, the Nokia Defendants will continue to injure Transcenic by directly infringing, contributing to the infringement of and/or inducing infringement of the '925 patent.

43. On information and belief, the Nokia Defendants, and all affiliates, privies and successors of the Nokia Defendants, and all of those owned or controlled by any of them, will continue their infringement notwithstanding their actual knowledge of the '925 patent and while lacking an objectively reasonable good faith basis to believe that its activities do not infringe any valid claim of the '925 patent. As such, their future acts of infringement will constitute continuing willful infringement of the '925 patent.

44. Defendant earthmine, directly or through its subsidiaries, affiliates, agents, and/or business partners, has in the past and continues to directly infringe claims of the '925 patent pursuant to 35 U.S.C. § 271(a) by making, having made, using, providing, selling, licensing and/or offering for sale or license systems and products embodying the subject matter protected by the '925 patent within the United States and within this District. Defendant earthmine has been and is engaged in direct infringing activities with respect to at least its spatial-referenced image databases, applications, hosting services and development tools, including its earthmine Server, earthmine Cloud, earthmine for ArcGIS System, earthmine Viewer, earthmine SDK for Flash and earthmine API, and predecessor and/or successor products, which provide and display spatially referenced

street-level imagery and controls for navigating among images based on positional information. Defendant earthmine also has been and is engaged in infringing activities with respect to making, having made, using, providing, selling, licensing and/or offering for sale or license software systems and data to enable unlicensed third-parties to operate web-based and/or other mapping systems containing street-level image display and navigation features.

45. Defendant earthmine has placed and continues to place infringing mapping systems into action or service, exercise control over the systems and obtain beneficial use of the infringing systems, and are thus liable for direct infringement under 35 U.S.C. § 271(a) based on making and using systems covered by the '925 patent. Defendant earthmine has made and used and continues to make and use infringing systems, and has practiced and continues to practice infringing methods by at least one or more of: (1) providing, operating and/or supporting the earthmine Server, earthmine Cloud, earthmine for ArcGIS System, earthmine Viewer, earthmine SDK for Flash, earthmine API imagery System, and mapping systems of unlicensed third-party websites, which earthmine designed to include spatially referenced photographic systems that reference images in a database system and display images in response to image navigation commands; (2) dictating via their design and instructions to users thereof the manner in which the street-level imagery display and navigation features are used and operated such that, when operated as intended by Defendant earthmine on a computer device of an end user, each component and step of the patented systems and methods is used and performed in a manner dictated by Defendant earthmine; (3) providing instructions and directions to end users regarding the use of the street-level image display and navigation features; and (4) updating, enhancing, and providing ongoing support and maintenance for the mapping and navigation systems containing street-level image display and navigation features. Defendant earthmine is further liable for direct infringement of the '925 patent because it practices, directs and

controls the accused systems and methods, including any components and steps thereof which may be provided or practiced by third-party software or hardware according to the requirements of, and subject to the control of, the software systems provided by Defendant earthmine, such that Defendant earthmine is jointly and severally and/or vicariously liable for the components and acts provided by any such third-party software or hardware.

46. Plaintiff pleads in the alternative that Defendant earthmine, through its subsidiaries, affiliates, agents, and/or business partners, has induced and/or will continue to induce the direct infringement of the '925 patent by customers, business partners, resellers and/or end users of mapping systems containing street-level image display and navigation features designed and provided by Defendant earthmine pursuant to 35 U.S.C. § 271(b) at least by one or more of: (1) providing software and data designed and intended to enable and control spatially referenced image display and navigation systems that reference images in a database system and display images from a spatially referenced image database in response to image navigation commands; (2) dictating via its design and instructions to users thereof the manner in which the street-level imagery display and navigation features are used such that, when operated as intended by Defendant earthmine on a computer device of a business partner or an end user, each component and step of the patented systems and methods is used and performed in a manner dictated by Defendant earthmine; (3) providing instructions and directions to business partners and end users regarding the use of the street-level image display and navigation features; and (4) updating, enhancing, and providing ongoing support and maintenance for the mapping and navigation systems containing street-level image display and navigation features. Defendant earthmine has engaged and/or will continue to engage in these activities with knowledge and intent that such activities would cause and/or

encourage direct infringement of the '925 patent and/or with deliberate indifference of a known risk that such activities would cause and/or encourage direct infringement of the '925 patent.

47. Plaintiff further pleads in the alternative that Defendant earthmine, through its subsidiaries, affiliates, agents, and/or business partners, has contributed to and/or will continue to contribute to the direct infringement by customers, resellers and/or end users of mapping systems containing street-level image display and navigation features designed and provided by Defendant earthmine pursuant to 35 U.S.C. § 271(c) at least by providing software that is designed and intended to enable and control a spatially referenced image display and navigation system that references images in a database system and displays images from a spatially referenced image database in response to image navigation commands for use by business partners and end users in practicing the patented methods and using the patented systems, knowing that such software is especially made or especially adapted for use in infringing the patented systems and methods and not a staple article or commodity of commerce suitable for substantial non-infringing use.

48. Upon information and belief, Defendant earthmine, as a subsidiary or affiliate of one or more of Nokia Corp, Nokia USA, or HERE North America, had actual notice of the '925 patent due to its status as a continuation patent related to the '289 patent. On information and belief, earthmine received notice of the '925 patent through one or more of the other Defendants after the original Complaint in this action was filed on July 23, 2015. The service of this Complaint will also provide Defendant earthmine, and all affiliates, privies and successors of Defendant earthmine, and all of those owned or controlled by any of them, with actual notice of the '925 patent and of Transcenic's infringement allegations herein.

49. Defendant earthmine's direct infringement, contributory infringement and/or inducement to infringe the '925 patent has injured Transcenic, and Transcenic is entitled to recover damages adequate to compensate for such infringement pursuant to 35 U.S.C. § 284.

50. Unless enjoined by the Court, Defendant earthmine will continue to injure Transcenic by directly infringing, contributing to the infringement of and/or inducing infringement of the '925 patent.

51. On information and belief, Defendant earthmine, and all affiliates, privies and successors of Defendant earthmine, and all of those owned or controlled by any of them, will continue their infringement notwithstanding their actual knowledge of the '925 patent and while lacking an objectively reasonable good faith basis to believe that its activities do not infringe any valid claim of the '925 patent. As such, its future acts of infringement will constitute continuing willful infringement of the '925 patent.

PRAYER FOR RELIEF

WHEREFORE, Transcenic prays for:

1. Judgment that the '289 and '925 patents are valid, enforceable, and infringed by each Defendant;

2. Injunctive relief prohibiting each Defendant, its officers, agents, servants, employees, subsidiaries and affiliated companies, and those persons acting in active concert or participation therewith, from engaging in the aforesaid unlawful acts of patent infringement;

3. Judgment that each Defendant's acts of patent infringement are willful;

4. An award of damages not less than a reasonable royalty arising out of each Defendant's acts of patent infringement, together with pre-judgment and post-judgment interest;

5. Judgment that the damages so adjudged be trebled in accordance with 35 U.S.C. § 284;
6. An award of Transcenic's attorneys' fees, costs and expenses incurred in this action in accordance with 35 U.S.C. § 285; and
7. Such other and further relief as the Court may deem just and proper.

JURY DEMAND

Transcenic, Inc. demands trial by jury of all issues triable of right by a jury.

Respectfully submitted,

Date: February 8, 2016

/s/ Eric L. Broxterman

Timothy P. Maloney (IL 6216483)

tim@fitcheven.com

Eric L. Broxterman (IL 6288044)

ebroxterman@fitcheven.com

Christine A. Pompa (IL 6282412)

cpompa@fitcheven.com

David A. Gosse (IL 6299892)

dgosse@fitcheven.com

FITCH, EVEN, TABIN & FLANNERY, LLP

120 South LaSalle Street, Suite 1600

Chicago, Illinois 60603

Telephone: (312) 577-7000

Facsimile: (312) 577-7007

Steven C. Schroer (IL 6250991)

scschr@fitcheven.com

FITCH, EVEN, TABIN & FLANNERY, LLP

1942 Broadway, Suite 213

Boulder, Colorado 80302

(303) 402-6966

Counsel for Plaintiff, Transcenic, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on February 8, 2016, I electronically filed the foregoing **SECOND AMENDED COMPLAINT FOR PATENT INFRINGEMENT** via ECF and copies were served on all counsel of record.

Dated: February 8, 2016

/s/ Eric L. Broxterman

Eric L. Broxterman