

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

ARRIVAL STAR, INC., a foreign)
corporation)
Plaintiff)

v.)

Civil Action No. 04 CV 00182

DESCARTES SYSTEMS GROUP INC.,)
DESCARTES SYSTEMS (USA), INC.)

JURY TRIAL DEMANDED

and)

MITSUI & CO., USA, INC.)
Defendants.)

FIRST AMENDED COMPLAINT

Plaintiff, Arrival Star, Inc., by and through its attorneys, alleges and avers as follows:

PARTIES

Plaintiff, Arrival Star, Inc., (“Arrival Star”) is a corporate entity organized under the laws of the State of Delaware.

2 Defendant The Descartes Systems Group Inc. is a foreign corporate entity, organized under the laws of Canada, with its principal place of business at 120 Randall Drive Waterloo, Ontario, Canada. Descartes Systems (USA), Inc. is a corporation owned and controlled by The Descartes Systems Group Inc., which is registered and qualified to do business as a foreign corporation in New York. Descartes Systems (USA), Inc. may be served with the summons and complaint by service upon Peter Schwartz, Chief Executive Officer, 1410 Spring Hill Rd Suite 200 McLean, Virginia 22102-3308.

Descartes Systems (USA), Inc. also maintains a registered office for service of process in the State of New York. The Descartes Systems Group Inc. and Descartes Systems (USA), Inc. are collectively referred to herein as “Descartes.”

3. Defendant Mitsui & Co., USA, Inc. is a corporate entity, organized under the laws of the State of New York, with its principal place of business at 200 Park Avenue, New NY. Mitsui may be served by delivery of summons and complaint by service upon Katsuto Momii, Chief Executive Officer, 200 Park Ave New York, New York 10166-0130

4. Plaintiff Arrival Star is the owner of all right, title and interest to multiple U.S. Patents in the general field of advanced notification and vehicular route optimization systems, including U.S. Patent Nos. 6,486,801; 6,510,383; 6,492,912; 6,415,207, 6,411,891; 6,363,323; 6,317,060; 6,313,760; 6,278,936; 5,657,010; 5,623,260; 5,400,020; 6,618,668; 6,683,542 and 6,700,507 (the ‘801; ‘383; ‘912; ‘207; ‘891; ‘323’; ‘060; ‘760; ‘936; ‘010; ‘020; ‘668; ‘542 and ‘507 patents, respectively). The patents specifically identified by number collectively referred to herein as “the Arrival Star Patents.” All the patents except the ‘542 patent were attached to the Complaint and identified as exhibits A-M respectively. Attached hereto are the ‘542 patent and the ‘507 patent, identified as exhibits N and O respectively.

JURISDICTION AND VENUE

5. This action for patent infringement arising under the Patent Laws of the United States, Title 35, United States Code, including 35 U.S.C. §§ 271 and 281-285

6. This court has subject matter jurisdiction over this action pursuant to 28 U.S.C. § 1338(a).

7. This court has personal jurisdiction over the parties pursuant to Fed. R. Civ. P. 4(k)(1)(A). Descartes is engaged in the transaction of business in New York, including the sale or license of the technology that is accused of infringing the Arrival Star patents in this case. Mitsui is domiciled in New York because Mitsui's principal place of business is located in New York in this judicial district.

8. Venue lies in this district pursuant to 28 U.S.C. § 1391(b) and 1391(c) because acts and omissions in this judicial district, including the sale or license of the accused technology at issue in this case to Mitsui in this district, give rise to the causes of action at issue herein, and because the Defendants may be found in this district and are subject to this Court's exercise of personal jurisdiction over them.

BACKGROUND REGARDING ADVANCED NOTIFICATION SYSTEMS

9. The ArrivalStar patents are the inventions of Martin Kelly Jones, who has spent the last seventeen years conceiving, developing, studying and improving automation of vehicle communication services, including arrival notifications to individual persons. He has dedicated his working life to the exploration and pursuit of novel, cutting-edge technologies and processes in this field, and has been recognized for his inventive contributions by the United States Patent and Trademark Office, which has granted numerous patents to him and his assignees in his chosen field. Mr. Jones is presently the Chief Executive Officer of Arrival Star.

10. Among other things, advanced notification systems may allow advance preparation and scheduling, by informing persons, in advance and with substantial accuracy, the expected arrival time of a mobile vehicle (for example but not limited to, a bus, truck, train, ship, plane, aircraft, etc.) at a particular location, such as a stop along a

predefined route or a destination. Briefly, a user may, for example, define a preset notification time period when the user is to receive a notification message prior to arrival of a vehicle at a vehicle stop to thereby indicate impending arrival of the vehicle at the vehicle stop.

Yet another example of the application of advance notification technologies such as those invented by Mr. Jones involves the commercial shipment or package delivery industry, wherein shipments and packages are tracked by automated systems and are to be delivered on tight schedules. Customers oftentimes wait on delivery of important time-critical packages or shipments, not knowing precisely when the delivery will occur, or where the package is in the customer's supply chain. An advance notification system can inform a customer of the expected time of a delivery, or the location of a delivery or shipment on a vehicle on its delivery route.

12. Delivery vehicles often travel predetermined routes in making deliveries and/or pick-ups. Advance notification systems may feature route optimization to allow for a delivery system in which the route of the delivery vehicle (including the order that the vehicle arrives at particular destinations) to be selected such that the routes are convenient to the users that are waiting to meet the vehicle for delivery and/or pick-up.

3 In another example, package delivery vehicles often carry shipments or packages to certain destinations. The route of a package delivery vehicle is often determined based on the packages that are to be delivered by the vehicle while traveling the route. In this regard, each of the packages is scheduled to arrive at a particular destination, and the order that packages are delivered is usually selected to minimize the amount of time and/or distance required for the vehicle to travel its route. However, the selected order is

not necessarily convenient for each recipient that is to receive delivery of at least one of the packages. For example, due to the order of delivery selected, the vehicle may be scheduled to deliver one of the packages between 1:00 p.m. and 2:00 p.m. The recipient of this package may not be available to receive delivery during this time period. Therefore, the package is usually either left unattended at the place of delivery or is not delivered. When the package is not delivered, a later delivery attempt (often the next day) is attempted. Route optimization is a delivery system that allows the route of the delivery vehicle (including the order that the vehicle arrives at particular destinations) to be selected such that the routes are convenient to the users that are to meet the vehicle for delivery and/or pick-up.

14. A route optimization method such as described above may be broadly conceptualized in the following steps: storing data, the data defining an order that a mobile vehicle is expected to arrive at a plurality of destinations; receiving a request for the vehicle to arrive at one of the destinations during a particular time period; analyzing the data in response to the request; determining whether to accept the request based on the analyzing step; modifying the order in response to a determination in the determining step to accept the request; rendering the data; and indicating the modified order via the rendering step. In architecture, one embodiment of a vehicular route optimization system may utilize memory, a first communications device, and a data manager. The memory may store data indicating an order that a mobile vehicle is expected to arrive at a plurality of destinations. The first communications device may receive a request transmitted from a remote communications device, and the data manager, in response to the request, may define a new order that the mobile vehicle is expected to arrive at the plurality of

destinations. The data manager may also of the destinations and particular time period based the request and whether the vehicle **is** expected to arrive at the one destination during the particular period, **if** the vehicle travels route based the order. If vehicle is expected arrive at the destination during the particular time period when the vehicle the route based the new order, the data manager may update the data such that the manager indicate the order. The updated data then be displayed to driver the vehicle, who follows the route based the order

5. Descartes enables distribution-sensitive companies **in** industries such **as** retail, consumer packaged goods, manufacturing, transportation, third-party logistics and distribution to optimize and gain control of their inventory and assets. Descartes serves industries such **as** Packaged Goods, Distribution, Manufacturing, Retail, Third-Party Logistics Transportation.

Descartes integrated suite of provides route planning and wireless dispatch, inventory and asset visibility, and management.

Descartes offers variety of and/or need specific services, described accurately below **as** follow

Value-Added Networks (VANs) Global Logistics Services Network offers reliable transaction exchange connectivity ices within trading communities. DSG-Tradevision and DSG-Ti operate targeted VAN for air and land messaging.

19. Descartes offers what it calls “customized reference data.” Users of this Descartes feature can submit queries via web form to determine the status of individual cargo manifests, and create custom reports on shipment data and manifests, such as shipment volume by customer, by type of cargo, or by port.

20. Descartes offers what it calls “Cargo 2000.”

21. The Cargo 2000 initiative seeks to set the rules for agreed business processes and automation standards within the air cargo industry.

22. The Cargo 2000 solution allows users to monitor, measure and report on master air waybills for shipments airport-to-airport. Information provided by the system includes quality reports, shipment status, exception alerts, route maps and departure time reports.

Messages exchanged between the Cargo 2000 participants are collected, classified and stored on a Cargo Data Management Platform (CDMP). All messages and a route map are stored for the generation of reports and statistics.

With Cargo 2000, a Descartes customer can track shipments and part shipments. A Descartes customer can track from one origin airport to one destination airport using Air Waybill, and data from freight bookings, route planning or status.

25. With Cargo 2000, a Descartes customer can have message monitoring compliance. In short, a Descartes customer can monitor messages shortly after defined events to comply with the Cargo 2000 initiative. Route map milestones are automatically matched with events and failure alerts are queued for corrective action.

26. With Cargo 2000, a Descartes customer can route maps with transportation milestones for shipments. From origin to destination, using this feature, maps are defined by ground handling offset times per airline and per airport. This functionality creates a

route map for each shipment based on the times given in booking messages combined with necessary handling times.

27. Descartes also offers a "Routing & Scheduling" suite of computer applications. Descartes Routing and Scheduling electronically connects dispatchers, drivers and customer service for efficient customer response and can be enhanced with wireless real-time capabilities through Descartes MobileLink applications. Descartes MobileLink applications provide real-time data exchange with mobile workers in the field. By keeping the entire enterprise up to date on actual status of deliveries as they move on vehicles through the customer's supply chain, companies can be more responsive to the fluid nature of deliveries.

28. Descartes also offers "Fleetwise Dispatch."

29. One aspect of Fleetwise Dispatch is adaptive route planning. This Descartes functionality evaluates real-time transportation status and schedule impact on all vehicle delivery stops. This Descartes functionality also minimizes service issues through alerts and accommodates new orders in existing schedules.

30. One aspect of Fleetwise Dispatch is integrated wireless: This Descartes functionality includes passive monitoring or 2-way connectivity between dispatch and drivers, which results in more accurate delivery and pick-up times. This Descartes functionality also supports multiple wireless networks and handheld devices.

31. One aspect of Fleetwise Dispatch is fleet-wide visibility: This Descartes functionality displays real-time information on driver vehicle locations, capacity usage and in-the-moment insights into changing vehicle delivery schedules with user-driven filters, also known as rules.

32. One aspect of Fleetwise Dispatch is distributed architecture: This Descartes feature supports multisite, multiuser scenarios. This Descartes feature also facilitates real-time collaboration and decision support so one can share transportation assets across territorial/functional boundaries.

33. One aspect of Fleetwise Dispatch is geographic intelligence: With more accurate drive time calculations than traditional point-to-point estimates, a Descartes customer can also employ extensive digital road network for street-level optimization and turn-by-turn directions.

Descartes also offers "Fleetwise Monitor."

35. One aspect of Fleetwise Monitor is "real-time status." This Descartes feature extends visibility throughout the organization for customer service, transportation managers or dispatchers.

One aspect of Fleetwise Monitor is escalating alerts: This Descartes feature notifies of exceptions outside user-specific tolerances and provides decision support for customer interaction.

37. One aspect of Fleetwise Monitor is customer queries: This Descartes feature enables users to pull online schedule and delivery status information in response to customer requests.

38. Descartes also offers "Fleetwise Reservations."

39. One aspect of Fleetwise Reservations is the "Intelligent reservation agent." This Descartes feature analyzes requests for delivery, order by order. Options for the customer or customer service agent are ranked using a rules agent.

40. One aspect of Fleetwise Reservations is “value-driven prioritization.” This Descartes feature uses a variety of criteria to evaluate shipping window assignments, including slot availability against other orders and customized business rules.

41 One aspect of Fleetwise Reservations is its flexible configuration. The distributed architecture of Fleetwise Reservations means it can be deployed to align with customer requirements. For example: outward-facing customer service portals, back office support for an online store or extending internal customer service or scheduling applications.

42. Descartes also offers “Fleetwise Route Planner.”

43. One aspect of Fleetwise Route Planner is adaptive planning. This Descartes feature reanalyzes and reoptimizes plans as customer requirements, routes and orders change. It also determines best resources (truck, driver, route) and considers cost per stop, route and customer.

44. One aspect of Fleetwise Route Planner is its distributed architecture, which supports multisite, multiuser scenarios. This distributed architecture facilitates real-time collaboration and decision support so a Descartes customer can share transportation assets across territorial/functional boundaries.

45. One aspect of Fleetwise Route Planner is fleet-wide visibility, which displays real-time information on driver locations, capacity usage and in-the-moment insights into changing schedules with user-driven filters, or rules.

46. One aspect of Fleetwise Route Planner is “geographic intelligence.” With more accurate drive time calculations than traditional point-to-point estimates, Fleetwise Route Planner can also employ extensive digital road network for street-level optimization.

Fleetwise Route Planner also yields precise arrival estimates, route assignments and performance metrics.

47. Descartes also offers "MobileLink."

48. One aspect of MobileLink, called "MobileLink Freight," provides advanced 2-way wireless communications. Using this feature, drivers can submit detailed status updates using freeform or predefined/"canned" messages. Using this feature, a Descartes customer can collect data such as order line-item detail, signature capture and barcode scanning.

One aspect of, MobileLink, called "MobileLink: Gateway," acts as a link between wireless devices, wireless communications networks and Descartes' Roadshow Dispatch and Fleetwise Dispatch applications. Using this feature, data is translated, formatted and messages exchanged across these platforms are easily managed.

Using "MobileLink: Status," an application offered by Descartes, drivers can transmit messages using inexpensive consumer-class devices to capture events such as arrivals, departures and delays for feeding back to dispatch systems. This feature is readily usable alongside other applications such as email.

51. "MobileLink: Tracker" is an application offered by Descartes that passively monitors trucks and shipments without driver intervention. It triggers shipment status updates and system alerts when designated routes are not followed. MobileLink: Tracker uses the satellite Global Positioning System (GPS) and the terrestrial packet data network to transmit data about vehicle and resource locations.

Descartes also offers RiMMS, an application engine that incrementally optimizes routes and schedules as new orders, status updates, or changes are entered into the system.

RiMMS includes powerful and dynamic optimization, the use of which permits a Descartes customer to reduce costs and improve productivity by building more profitable schedules. The use of RiMMS' powerful and dynamic optimization permits a Descartes customer to serve more jobs with fewer resources, cut unnecessary miles, and improve driver satisfaction and employee retention.

54. RiMMS includes superior geographic intelligence. RiMMS users can optimize assignments and sequences using accurate geographics to cut mileage and drive time. RiMMS users can also improve customer service by avoiding late deliveries and resource slack by calculating more stops per route.

55. RiMMS includes a dynamic user interface and flexible architecture. RiMMS facilitates instant decision-making by giving the user a detailed view of the service area with dynamically linked map and schedule text views with drag and drop route editing.

56. Descartes offers "Roadshow Dispatch," a desktop solution that provides fully integrated wireless communication between dispatch and drivers.

In addition to passive 1-way monitoring, 2-way devices can be used to capture events such as arrivals and deliveries using Roadshow Dispatch.

58. Dispatchers using Roadshow Dispatch can monitor and re-deploy drivers and transportation assets in real-time for same-day pick-ups and deliveries using this same technology.