

Defendant does business in Texas and can be served with process through its Registered Agent for Service, Raymond T. Fortin, 303 Peachtree Street, Suite 3600, Atlanta, Georgia 30308.

3. Defendant **SunTrust Bank** is a wholly-owned banking subsidiary of Defendant SunTrust Banks, Inc. This Defendant does business in Texas and can be served with process through its Registered Agent for Service, C.T. Corporation, 350 N. St. Paul Street, Dallas, Texas 75201.

4. Defendant **BB&T Corporation** is a North Carolina corporation that maintains its principal place of business at 200 West Second Street, Winston-Salem, North Carolina, 27101. This Defendant does business in Texas and can be served with process through its Registered Agent for Service, C.T. Corporation System, 225 Hillsborough Street, Raleigh, North Carolina 27603.

5. Defendant **Branch Banking and Trust Company** is a wholly-owned banking subsidiary of Defendant BB&T Corporation. This Defendant does business in Texas and can be served with process through its Registered Agent for Service, C.T. Corporation, 350 N. St. Paul Street, Dallas, Texas 75201.

6. Defendant **Compass Bancshares, Inc.** is a Delaware corporation that maintains its principal place of business at 15 South 20th Street, Birmingham, Alabama 35233. This Defendant does business in Texas and can be served with process through its Registered Agent for Service, Jerry W. Powell, 15 South 20th Street, Birmingham, Alabama 35233.

7. Defendant **Compass Bank** is a wholly-owned subsidiary of Defendant Compass Bancshares, Inc. This Defendant does business in Texas and can be served with process through its Registered Agent for Service, C.T. Corporation, 350 N. St. Paul Street, Dallas, Texas 75201.

8. Defendant **First Horizon National Corporation** is a Tennessee corporation that maintains its principal place of business at 165 Madison Avenue, P.O. Box 84, Memphis, Tennessee 38103. This Defendant does business in Texas and can be served with process through its

Registered Agent for Service, Clyde A. Billings, Jr., 165 Madison Avenue, Memphis, Tennessee 38103.

9. Defendant **First Tennessee Bank National Association** is a wholly-owned banking subsidiary of Defendant First Horizon National Corporation. This Defendant does business in Texas and can be served with process through its Registered Agent for Service, C.T. Corporation, 350 N. St. Paul Street, Dallas, Texas 75201.

10. Defendant **HSBC North America Holdings Inc.** is a Delaware corporation that maintains its principal place of business at 2700 Sanders Road, Prospect Heights, Illinois 60070. This Defendant does business in Texas and can be served with process through its Registered Agent for Service, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

11. Defendant **HSBC USA Inc.** is a wholly owned subsidiary of Defendant HSBC North America Holdings Inc. that maintains a principal place of business at 452 Fifth Avenue, New York, New York 10018. This Defendant does business in Texas and can be served with process through its Registered Agent for Service, The Prentice-Hall Corporation System, Inc., 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

12. Defendant **HSBC Bank USA, National Association** is a principal subsidiary of HSBC USA, Inc. that maintains its principal place of business at 1105 N. Market Street, Suite 1, Wilmington, Delaware 19801. This Defendant does business in Texas and can be served with process through its Registered Agent for Service, C.T. Corporation, 350 N. St. Paul Street, Dallas, Texas 75201.

13. Defendant **HSBC National Bank USA** is a principal subsidiary of HSBC USA, Inc. that maintains its principal place of business at Air Rights Center, 7315 Wisconsin Ave., Bethesda, Maryland. This Defendant does business in Texas and can be served with process through its

Registered Agent for Service, whose name does not appear to be identified in HSBC National Bank USA's corporate filing, Air Rights Center, 7315 Wisconsin Avenue, Suite 225, Bethesda, Maryland 20814.

14. Defendant **Zions Bancorporation** is a Utah corporation that maintains its principal place of business at One South Main Street, Suite 1500, Salt Lake City, Utah 84111. This Defendant does business in Texas and can be served with process through its Registered Agent for Service, Corporation Service Company, 2180 South 1300 East, Suite 650, Salt Lake City, Utah 84106.

15. Defendant **Zions First National Bank** is a wholly-owned banking subsidiary of Defendant Zions Bancorporation. This Defendant does business in Texas and can be served with process through its President and Chief Executive Officer, A. Scott Anderson, One South Main Street, Salt Lake City, Utah 84111.

16. Defendant **Amegy Bank National Association** a wholly-owned banking subsidiary of Defendant Zions Bancorporation. This Defendant does business in Texas and can be served with process through its Registered Agent for Service, Joe Ann Caton, 4400 Post Oak Parkway, Houston, Texas 77027.

II. JURISDICTION AND VENUE

17. This is an action for infringement of two United States patents arising under 35 U.S.C. §§ 271, 281, and 284-285, among others. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. § 1331 and §1338(a).

18. This Court has general jurisdiction over each Defendant because they have substantial contacts with this forum as a result of business conducted within the state of Texas and within this district. Specifically, each Defendant conducts operations; conducts transactions with or through customers, banks or other third parties that originate, occur and/or terminate in whole or in

part within this district; exchanges check images with banks for transactions that originate, occur and/or terminate in whole or in part within this district; and/or archives or stores check images for transactions that originate, occur and/or terminate in whole or in part within this district.

19. Furthermore, upon information and belief, SunTrust Banks, Inc. operates as the holding company for SunTrust Bank and provides various financial services to consumer and corporate customers across the United States. Upon further information and belief, Sun Trust Banks, Inc. was previously registered to do business with the Texas Secretary of State, but forfeited its registration. Upon still further information and belief, Sun Trust Bank is currently registered to do business with the Texas Secretary of State and is doing business in the State of Texas and this district, and Sun Trust Banks, Inc. is doing business in the State of Texas and this district through SunTrust Bank.

20. On its web-site, Sun Trust Banks, Inc., SunTrust Bank and/or a related entity advertise that “SunTrust provides customers with a full range of technology-based banking channels, including Internet, PC, and Automated Telephone Banking.” Upon information and belief, Sun Trust Bank, Inc. and its subsidiaries, including Sun Trust Bank, are doing business with persons and entities in the State of Texas and this district through these channels.

21. Upon information and belief, BB&T Corporation operates as the holding company for Branch Banking and Trust Company and provides banking and trust services for small and mid-size businesses, public agencies, local governments, and individuals in the United States. Upon further information and belief, Branch Banking and Trust Company is registered to do business with the Texas Secretary of State and is doing business in the State of Texas and this district, and BB&T Corporation is doing business in the State of Texas and this district through Branch Banking and Trust Company.

22. Upon further information and belief, BB&T Corporation and its subsidiaries, including Branch Banking and Trust Company, are offering various technology-based banking channels, including internet banking, and are doing business with persons and entities in the State of Texas and this district through these channels.

23. On its web-site, Compass Bank advertises itself as “a Sunbelt-based financial institution which operates 420 full-service banking centers including 166 in Texas....” Compass Bank further identifies itself as “a subsidiary of Compass Bancshares, Inc.” Upon information and belief, both Compass Bank and Compass Bancshares, Inc. are registered to do business with the Texas Secretary of State and are doing business in the State of Texas and this district, including the operation of branch locations in this district.

24. Upon further information and belief, Compass Bancshares, Inc. and its subsidiaries, including Compass Bank, are offering various technology-based banking channels, including internet banking, and are doing business with persons and entities in the State of Texas and this district through these channels.

25. Upon information and belief, First Horizon National Corporation operates as a holding company for First Tennessee Bank National Association and provides various financial services in the United States and internationally. Upon further information and belief, First Tennessee Bank National Association is registered to do business with the Texas Secretary of State and is doing business in the State of Texas and this district, and First Horizon National Corporation is doing business in the State of Texas and this district through First Tennessee Bank National Association.

26. Upon further information and belief, First Horizon National Corporation and its subsidiaries, including First Tennessee Bank National Association, are offering various technology-

based banking channels, including internet banking, and are doing business with persons and entities in the State of Texas and this district through these channels.

27. On the web-site www.us.hsbc.com, it states that “HSBC Bank USA, National Association, offers its customers access to global markets and services, through a full range of commercial banking products and services to individuals, corporations, institutions and governments;” “HSBC Bank USA, [National Association] is the principal subsidiary of HSBC USA Inc., an indirectly-held, wholly-owned subsidiary of HSBC North America Holdings Inc.,” “HSBC USA Inc. is one of the nation's 10 largest bank holding companies by assets;” and “HSBC North America Holdings Inc. is one of the top 10 financial services organizations in the United States....”

28. On the web-site www.hsbcusa.com, it states: “HSBC National Bank USA is a first-tier subsidiary of HSBC USA Inc. and a sister bank to HSBC Bank USA [National Association]” and “HSBC National Bank will offer a full range of products and services, and will offer account services to customers of HSBC Bank USA [National Association].”

29. On the website www.hsbcusa.com/ourcompany, it states: “HSBC North America Holdings Inc....is the holding company for all of HSBC’s U.S. and Canadian businesses. The company’s businesses serve nearly 68 million customers in five key areas: personal financial services, consumer finance, commercial banking, private banking, and global banking and markets.” Upon information and belief, at least one of these subsidiaries, HSBC Bank USA National Association, is registered to do business with the Texas Secretary of State and is doing business in the State of Texas and this district, and HSBC North America Holdings Inc.; HSBC USA Inc.; and HSBC National Bank USA are doing business in the State of Texas and this district through their involvement with HSBC Bank USA, National Association and its customers.

30. Upon further information and belief, HSBC North America Holdings, Inc.; HSBC USA Inc. and their subsidiaries, including HSBC Bank USA, National Association and HSBC

National Bank USA, are offering various technology-based banking channels, including internet banking, and are doing business with persons and entities in the State of Texas and this district through these channels.

31. On its web-site, Zions Bancorporation touts itself as “operat[ing] over 500 full-service banking offices in Arizona, California, Colorado, Idaho, Nevada, New Mexico, Oregon, Texas, Utah and Washington.” Zions Bancorporation further claims that it does business through its subsidiaries, which include Zions First National Bank and Amegy Bank National Association. Upon information and belief, both of these entities are registered to do business with the Texas Secretary of State and are doing business in the State of Texas and this district, and Zions Bancorporation is doing business in the State of Texas and this district through these entities.

32. Upon further information and belief, Zions Bancorporation, Zions First National Bank, and/or Amegy Bank National Association are offering various technology-based banking channels, including internet banking, and are doing business with persons and entities in the State of Texas and this district through these channels.

33. The Court has specific jurisdiction over each Defendant because, in conducting their aforementioned business activities, they are making, having made, using, selling, offering for sale and/or importing, directly, contributorily, and/or by inducement, products, services and/or methods within the state of Texas and within this district that infringe the patents-in-suit, United States Patent No. 6,963,866 (“the ‘866 patent”) and United States Patent No. 7,552,118 (“the ‘118 patent”) (collectively, “the patents-in-suit”). In particular, each Defendant has authorized, participated in and/or facilitated transactions originating, occurring and/or terminating in whole or in part within this district, including the exchange, storage and/or archiving of check images that infringe the patents-in-suit.

34. As a result of Defendants' activities complained of herein, this Court has general and specific personal jurisdiction over each Defendant, and venue is proper in this district pursuant to 28 U.S.C. §§ 1391 and 1400(b).

III. PATENT INFRINGEMENT OF THE '866 PATENT

35. On November 8, 2005, United States Patent No. 6,963,866 ("the '866 patent") was duly and legally issued for a "Method of Obtaining an Electronically Stored Financial Document." (A true and correct copy of the '866 patent is attached hereto as Exhibit A.) By virtue of assignment, Mirror Imaging owns all right, title, and interest in and to the '866 patent and possesses all rights of recovery under it, including the right to collect damages for all relevant times, including the right to prosecute this action.

36. Defendants have infringed and continue to infringe the '866 patent by making, having made, using, selling, offering for sale and/or importing into the United States, directly, contributorily, and/or through the inducement of others, without authority, products, services and/or methods in accordance with the claims of the '866 patent. These activities include, but are not limited to, the storage and/or archiving of check and other images that infringe Claim 23 of the '866 patent.

37. Mirror Imaging has been damaged as a result of Defendants' infringing conduct. Defendants are, thus, liable to Mirror Imaging in an amount that adequately compensates it for their infringements, which, by law, cannot be less than a reasonable royalty, together with interest and costs as fixed by this Court under 35 U.S.C. § 284.

IV. PATENT INFRINGEMENT OF THE '118 PATENT

38. On June 23, 2009, United States Patent No. 7,552,118 ("the '118 patent") was duly and legally issued for "Method of Obtaining an Electronically-Stored Financial Document." (A true and correct copy of the '118 patent is attached hereto as Exhibit B.) By virtue of assignment,

Mirror Imaging owns all right, title, and interest in and to the '118 patent and possesses all rights of recovery under it, including the right to collect damages for all relevant times, including the right to prosecute this action.

39. Defendants have infringed and continue to infringe the '118 patent by making, having made, using, selling, offering for sale and/or importing into the United States, directly, contributorily, and/or through the inducement of others, without authority, products, services and/or methods in accordance with the claims of the '118 patent. These activities include, but are not limited to, the storage and/or archiving of check and other images that infringe the '118 patent.

40. Mirror Imaging has been damaged as a result of Defendants' infringing conduct. Defendants are, thus, liable to Mirror Imaging in an amount that adequately compensates it for their infringements, which, by law, cannot be less than a reasonable royalty, together with interest and costs as fixed by this Court under 35 U.S.C. § 284.

V. JURY DEMAND

Mirror Imaging hereby requests a trial by jury pursuant to Rule 38 of the Federal Rules of Civil Procedure.

VI. PRAYER FOR RELIEF

Mirror Imaging requests that the Court find in its favor and against Defendants, and that the Court grant Mirror Imaging the following relief:

- a. Judgment that one or more claims of United States Patent No. 6,963,866 and/or United States Patent No. 7,552,118 have been infringed, either literally and/or under the doctrine of equivalents, by one or more Defendants and/or by others to whose infringements Defendants have contributed and/or by others whose infringements have been induced by Defendants;
- b. Judgment that Defendants account for and pay to Mirror Imaging all damages to and costs incurred by Mirror Imaging because of Defendants' infringing activities and other conduct complained of herein;

- c. That Mirror Imaging be granted pre-judgment and post-judgment interest on the damages caused by Defendants' infringing activities and other conduct complained of herein;
- d. That the Court declare this an exceptional case and award Mirror Imaging its reasonable attorney fees and costs in accordance with 35 U.S.C. § 285; and
- e. That Mirror Imaging be granted such other and further relief as the Court may deem just and proper under the circumstances.

Dated: June 23, 2009

Respectfully submitted,

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**ATTORNEYS FOR PLAINTIFF
MIRROR IMAGING LLC**

CERTIFICATE OF SERVICE

I hereby certify that on the 23rd day of June, 2009, I electronically filed the foregoing document with the clerk of the court for the U.S. District Court, Eastern District of Texas, Marshall Division, using the electronic case filing system of the court. The electronic case filing system sent a "Notice of Electronic Filing" to the attorneys of record who have consented in writing to accept this Notice as service of this document by electronic means.

/s/ Barry J. Bumgardner