

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

SHUFFLE MASTER, INC.,)
)
 Plaintiff,)
)
 v.)
)
 WMS GAMING, INC. and BALLY)
 GAMING, INC.,)
)
 Defendants.)

JUDGE COAK

Civil Action No.
03C 1357
JURY TRIAL DEMANDED

FILED-ED4
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U.S. DISTRICT COURT
CLERK
FEB 24 2003
DELETED
FEB 24 2003

COMPLAINT **MAGISTRATE JUDGE BOBRICK**

The plaintiff, Shuffle Master, Inc. ("Shuffle Master"), brings this action for patent infringement against the defendants, WMS Gaming, Inc. ("WMS") and Bally Gaming, Inc. ("Bally") (collectively referred to as "Defendants"), and alleges as follows:

JURISDICTION AND VENUE

1. This is an action for patent infringement arising under the Patent Laws of the United States, 35 U.S.C. §1 et seq., alleging infringement of United States Patent No. 6,454,651 (Exhibit A).
2. This Court has exclusive subject matter jurisdiction over the patent infringement claims under 28 U.S.C. §§ 1331 and 1338(a).
3. This Court has personal jurisdiction over the Defendants.
4. Venue is proper under 28 U.S.C. §1391(c) and §1400(b).

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PARTIES

5. Shuffle Master, Inc. is a Minnesota corporation with its principal place of business at 1106 Palms Airport Drive, Las Vegas, Nevada 89119.

6. On information and belief, WMS is a Delaware corporation with its principal place of business at 800 South Northpoint Blvd., Waukegan, Illinois 60085.

7. On information and belief, Bally is a Nevada corporation, with its principal place of business at 6601 South Bermuda, Las Vegas, Nevada 89119.

PRODUCTS

8. On information and belief, Defendants design, manufacture, and distribute gaming machines for use in casinos.

9. On information and belief, WMS makes, uses, offers to sell, sells, offers to lease and leases the following gaming machines: Monopoly -- Chairman of the Board, Monopoly -- Hot Properties, Monopoly -- Money Grab, Monopoly -- Once Around, and Monopoly -- Party Train.

10. On information and belief, Bally makes, uses, offers to sell, sells, offers to lease and leases the following gaming machines: Betty Boop -- Movie Star Betty, Blondie -- Double Feature, Cash Encounters, Gold Mine Bonus Poker, Lone Ranger, Popeye, Soap Opera, and 99 Bottles of Beer.

THE PATENT

11. Shuffle Master is the owner of all right and interest in U.S. Patent No. 6,454,651 ("the '651 Patent") entitled "Method of Scoring a Video Wagering Game," duly and legally issued on September 24, 2002, to Mark L. Yoseloff.

12. In general, this patent covers video slot machines that have a secondary game multiplier.

13. The '651 Patent is valid and enforceable. The validity is evidenced by, among other things, the fact that a competitor with vast experience and resources in the industry has licensed the patent.

COUNT I -- PATENT INFRINGEMENT BY WMS

(U.S. PATENT NO. 6,454,651)

14. Shuffle Master repeats and realleges the allegations in paragraphs 1-12 as though fully set forth herein.

15. WMS has infringed and is currently infringing, inducing infringement of, and/or contributing to the infringement of the '651 Patent, at a minimum, by making, using, selling, offering to sell, advertising, leasing, offering to lease, and/or marketing the following games: Monopoly -- Chairman of the Board, Monopoly -- Hot Properties, Monopoly -- Money Grab, Monopoly -- Once Around, and Monopoly -- Party Train.

16. WMS has caused and will continue to cause Shuffle Master substantial damage and irreparable injury by virtue of its continuing infringement of the '651 Patent.

17. On information and belief, WMS has installed thousands of Monopoly-themed gaming machines in casinos throughout the United States. Further, on information and belief, WMS derives tens of millions of dollars in annual revenue from its Monopoly-themed gaming machines, many of which appear to infringe the '651 patent. For example, in 2002, WMS's revenue related to participation games, of which the Monopoly-themed gaming machines make up a significant percentage, was \$99 million.

18. Shuffle Master will suffer further damage and irreparable injury unless and until WMS is enjoined by this Court from continuing such infringement.

COUNT II – PATENT INFRINGEMENT BY BALLY

(U.S. PATENT NO. 6,454,651)

19. Shuffle Master repeats and realleges the allegations in paragraphs 1-12 as though fully set forth herein.

20. Bally has infringed and is currently infringing, inducing infringement of, and/or contributing to the infringement of the '651 Patent, at a minimum, by making, using, selling, offering to sell, advertising, leasing, offering to lease, and/or marketing the following games: Betty Boop -- Movie Star Betty, Blondie -- Double Feature, Cash Encounters, Gold Mine Bonus Poker, Lone Ranger, Popeye, Soap Opera, and 99 Bottles of Beer.

21. Bally has caused and will continue to cause Shuffle Master substantial damage and irreparable injury by virtue of its continuing infringement of the '651 Patent.

22. On information and belief, the Bally games that infringe the '651 patent account for a significant portion of Bally Gaming's total revenue related to gaming equipment and

systems of approximately \$86 million per quarter. Further, on information and belief the Bally games that infringe the '651 patent also account for a significant portion of the approximately 5,000 games sold per quarter and the approximately 3,900 daily fee games installed by Bally.

23. Shuffle Master will suffer further damage and irreparable injury unless and until Bally is enjoined by this Court from continuing such infringement.

WHEREFORE, Shuffle Master prays for the entry of judgment as follows:

A. Declaring that Defendants have infringed the '651 Patent;

B. Permanently enjoining and restraining WMS, its officers, directors, agents, servants, employees, licensees, successors, assigns, those in active concert and participation with them, and all persons acting on their behalf or within their control from:

1. Further acts of infringing the '651 Patent, including, but not limited to, making, using, selling, leasing, offering to sell or lease, importing, exporting, advertising or otherwise using, contributing to the use of, or inducing the use of the following games: Monopoly -- Chairman of the Board, Monopoly -- Hot Properties, Monopoly -- Money Grab, Monopoly -- Once Around, and Monopoly -- Party Train.

2. Transferring, moving, or otherwise disposing of the following games: Monopoly -- Chairman of the Board, Monopoly -- Hot Properties, Monopoly -- Money Grab, Monopoly -- Once Around, and Monopoly -- Party Train.

C. Permanently enjoining and restraining Bally, its officers, directors, agents, servants, employees, licensees, successors, assigns, those in active concert and participation with them, and all persons acting on their behalf or within their control from:

1. Further acts of infringing the '651 Patent, including, but not limited to, making, using, selling, leasing, offering to sell or lease, importing, exporting, advertising or otherwise using, contributing to the use of, or inducing the use of the following games: Betty Boop -- Movie Star Betty, Blondie -- Double Feature, Cash Encounters, Gold Mine Bonus Poker, Lone Ranger, Popeye, Soap Opera, and 99 Bottles of Beer.

2. Transferring, moving, or otherwise disposing of the following games: Betty Boop -- Movie Star Betty, Blondie -- Double Feature, Cash Encounters, Gold Mine Bonus Poker, Lone Ranger, Popeye, Soap Opera, and 99 Bottles of Beer.

D. Requiring WMS to:

1. Send a copy of any decision in this case in favor of Shuffle Master to each person or entity to whom WMS sold, leased, or otherwise distributed the following games: Monopoly -- Chairman of the Board, Monopoly -- Hot Properties, Monopoly -- Money Grab, Monopoly -- Once Around, and Monopoly -- Party Train, and informing such persons or entities of the judgment and that the sale or solicited commercial transaction was wrongful.

2. Take all necessary steps within their power to recall and collect from all persons and entities any and all of the following games: Monopoly -- Chairman of the Board, Monopoly -- Hot Properties, Monopoly -- Money Grab, Monopoly -- Once Around, and Monopoly -- Party Train, that were made, sold, leased, or otherwise distributed by WMS or anyone acting on their behalf.

3. File with the Court and serve upon Shuffle Master, within 30 days after entry of final judgment in this case, a report in writing and subscribed under oath setting forth in detail the form and manner in which WMS has complied with the Court's orders as prayed for.

E. Requiring Bally to:

1. Send a copy of any decision in this case in favor of Shuffle Master to each person or entity to whom Bally sold, leased, or otherwise distributed the following games: Betty Boop -- Movie Star Betty, Blondie -- Double Feature, Cash Encounters, Gold Mine Bonus Poker, Lone Ranger, Popeye, Soap Opera, and 99 Bottles of Beer, and informing such persons or entities of the judgment and that the sale or solicited commercial transaction was wrongful.

2. Take all necessary steps within their power to recall and collect from all persons and entities any and all of the following games: Betty Boop -- Movie Star Betty, Blondie -- Double Feature, Cash Encounters, Gold Mine Bonus Poker, Lone Ranger, Popeye, Soap Opera, and 99 Bottles of Beer, that were made, sold, leased, or otherwise distributed by Bally or anyone acting on their behalf.

3. File with the Court and serve upon Shuffle Master, within 30 days after entry of final judgment in this case, a report in writing and subscribed under oath setting forth in detail the form and manner in which Bally has complied with the Court's orders as prayed for.

F. Awarding Shuffle Master its patent infringement damages and pre-judgment interest pursuant to 35 U.S.C. §284;

G. Awarding Shuffle Master its costs and attorneys' fees; and

H. Granting Shuffle Master such other and further relief as justice and equity may require.

JURY DEMAND

Shuffle Master requests a jury trial.

DATED this 24th day of February, 2003

Respectfully Submitted,



Robert G. Kripka, P.C.
Barry F. Irwin
Thomas G. Pasternak
Michael P. Bregenzer
KIRKLAND & ELLIS
200 East Randolph Drive
Chicago, Illinois 60601
(312) 861-2000

Attorneys for Shuffle Master, Inc.

JS 44
(Rev. 12/98)

CIVIL COVER SHEET

The JS-44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

I. (a) PLAINTIFFS

Shuffle Master, Inc.

CONF

DEFENDANTS

WMS Gaming, Inc.
Bally Gaming, Inc.

(b) COUNTY OF RESIDENCE OF FIRST LISTED PLAINTIFF Clark County, Nevada
(EXCEPT IN U.S. PLAINTIFF CASES)

COUNTY OF RESIDENCE OF FIRST LISTED DEFENDANT _____
(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, THE LOCATION OF THE TRACT OF LAND INVOLVED

JUDGE COAR
03C 1357
MAGISTRATE JUDGE BOBRICK
FEB 24 2003

(c) ATTORNEYS (FIRM NAME, ADDRESS, AND TELEPHONE NUMBER)

Kirkland & Ellis
200 East Randolph Drive
Chicago, Illinois 60601
312-861-2000

ATTORNEYS (IF KNOWN)

II. BASIS OF JURISDICTION (PLACE AN "X" IN ONE BOX ONLY)

- 1 U.S. Government Plaintiff
- 2 U.S. Government Defendant
- 3 Federal Question (U.S. Government Not a Party)
- 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (PLACE AN "X" IN ONE BOX FOR PLAINTIFF AND ONE BOX FOR DEFENDANT)

- | | | | | | |
|---|----------------------------|----------------------------|---|----------------------------|----------------------------|
| | PTF | DEF | | PTF | DEF |
| Citizen of This State | <input type="checkbox"/> 1 | <input type="checkbox"/> 1 | Incorporated or Principal Place of Business in This State | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| Citizen of Another State | <input type="checkbox"/> 2 | <input type="checkbox"/> 2 | Incorporated and Principal Place of Business in Another State | <input type="checkbox"/> 5 | <input type="checkbox"/> 5 |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 | <input type="checkbox"/> 3 | Foreign Nation | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |

IV. ORIGIN (PLACE AN "X" IN ONE BOX ONLY)

- 1 Original Proceeding
- 2 Removed from State Court
- 3 Remanded from Appellate Court
- 4 Reinstated or Reopened
- 5 Transferred from another district (specify)
- 6 Multidistrict Litigation
- 7 Appeal to District Judge from Magistrate Judgment

V. NATURE OF SUIT (PLACE AN "X" IN ONE BOX ONLY)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury	<input type="checkbox"/> 382 Personal Injury - Med. Malpractice <input type="checkbox"/> 385 Personal Injury - Product Liability <input type="checkbox"/> 388 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 620 Copyrights <input checked="" type="checkbox"/> 630 Patent <input type="checkbox"/> 640 Trademark	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce/ICC Rates/etc. <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 810 Selective Service <input type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes <input type="checkbox"/> 990 Other Statutory Actions
REAL PROPERTY <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	CIVIL RIGHTS <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 440 Other Civil Rights	PRISONER PETITIONS <input type="checkbox"/> 510 Motions to Vacate Sentence HABEAS CORPUS: <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition	LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret. Inc. Security Act	SOCIAL SECURITY <input type="checkbox"/> 661 HIA (1395f) <input type="checkbox"/> 662 Black Lung (923) <input type="checkbox"/> 663 DIWC/DIWW (405(g)) <input type="checkbox"/> 664 SSID Title XVI <input type="checkbox"/> 665 RSI (405(g)) FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS - Third Party 26 USC 7609

VI. CAUSE OF ACTION (CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING AND WRITE BRIEF STATEMENT OF CAUSE. DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY.)

This is an action for patent infringement arising under The Patent Laws of the United States, 35 U.S.C. § 1 et seq., alleging infringement of U.S. Patent No. 6,454,651, entitled "Method of Scoring a Video Wagering Game."

VII. REQUESTED IN COMPLAINT

CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23

DEMAND \$ _____

CHECK YES only if demanded in complaint
JURY DEMAND: YES NO

VIII. This case is not a refiling of a previously dismissed action.

is a refiling of case number _____, previously dismissed by Judge _____

DATE

2-21-03

SIGNATURE OF ATTORNEY OF RECORD

[Signature]

UNITED STATES DISTRICT COURT

U.S. DISTRICT COURT
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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS**

Eastern Division

In the Matter of

SHUFFLE MASTER, INC.

JUDGE COAR

v.

Case Number:

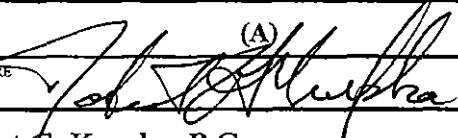
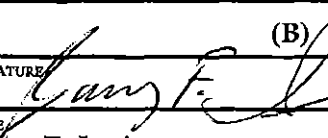

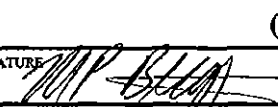
030 1357

WMS GAMING, INC. and BALLY GAMING, INC.

APPEARANCES ARE HEREBY FILED BY THE UNDERSIGNED AS ATTORNEY(S) FOR:

MAGISTRATE JUDGE BOBRICK

SHUFFLE MASTER, INC.

SIGNATURE  (A)		SIGNATURE  (B)	
NAME Robert G. Krupka, P.C.		NAME Barry F. Irwin	
FIRM Kirkland & Ellis		FIRM Kirkland & Ellis	
STREET ADDRESS 200 East Randolph Drive		STREET ADDRESS 200 East Randolph Drive	
CITY/STATE/ZIP Chicago, Illinois 60601		CITY/STATE/ZIP Chicago, Illinois 60601	
TELEPHONE NUMBER (312) 861-2000		TELEPHONE NUMBER (312) 861-2000	
IDENTIFICATION NUMBER (SEE ITEM 4 ON REVERSE) 1536508		IDENTIFICATION NUMBER (SEE ITEM 4 ON REVERSE) 6211213	
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TRIAL ATTORNEY?	YES <input checked="" type="checkbox"/> NO <input type="checkbox"/>	TRIAL ATTORNEY?	YES <input checked="" type="checkbox"/> NO <input type="checkbox"/>
		DESIGNATED AS LOCAL COUNSEL?	YES <input type="checkbox"/> NO <input type="checkbox"/>
SIGNATURE  (C)		SIGNATURE  (D)	
NAME Thomas Pasternak		NAME Michael P. Bregenzer	
FIRM Kirkland & Ellis		FIRM Kirkland & Ellis	
STREET ADDRESS 200 East Randolph Drive		STREET ADDRESS 200 East Randolph Drive	
CITY/STATE/ZIP Chicago, Illinois 60601		CITY/STATE/ZIP Chicago, Illinois 60601	
TELEPHONE NUMBER (312) 861-2000		TELEPHONE NUMBER (312) 861-2000	
IDENTIFICATION NUMBER (SEE ITEM 4 ON REVERSE) 6207512		IDENTIFICATION NUMBER (SEE ITEM 4 ON REVERSE) 6224552	
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TRIAL ATTORNEY?	YES <input checked="" type="checkbox"/> NO <input type="checkbox"/>	TRIAL ATTORNEY?	YES <input checked="" type="checkbox"/> NO <input type="checkbox"/>
DESIGNATED AS LOCAL COUNSEL?	YES <input type="checkbox"/> NO <input type="checkbox"/>	DESIGNATED AS LOCAL COUNSEL?	YES <input type="checkbox"/> NO <input type="checkbox"/>

U.S. DISTRICT COURT
 CHICAGO, ILLINOIS
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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS**

Eastern Division

In the Matter of

SHUFFLE MASTER, INC.

v.

Case Number: **JUDGE COAR**

WMS GAMING, INC. and BALLY GAMING, INC.

APPEARANCES ARE HEREBY FILED BY THE UNDERSIGNED AS ATTORNEY(S) FOR:

020 1357

SHUFFLE MASTER, INC.

~~MAGISTRATE JUDGE RODRIGUEZ~~

(A)		(B)	
SIGNATURE		SIGNATURE	
NAME	Kevin Ueland	NAME	Stephen T. Webb
FIRM	Kirkland & Ellis	FIRM	Kirkland & Ellis
STREET ADDRESS	200 East Randolph Drive	STREET ADDRESS	200 East Randolph Drive
CITY/STATE/ZIP	Chicago, Illinois 60601	CITY/STATE/ZIP	Chicago, Illinois 60601
TELEPHONE NUMBER	(312) 861-2000	TELEPHONE NUMBER	(312) 861-2000
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TRIAL ATTORNEY?	YES <input checked="" type="checkbox"/> NO <input type="checkbox"/>	TRIAL ATTORNEY?	YES <input checked="" type="checkbox"/> NO <input type="checkbox"/>
		DESIGNATED AS LOCAL COUNSEL?	YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>
(C)		(D)	
SIGNATURE		SIGNATURE	
NAME		NAME	
FIRM		FIRM	
STREET ADDRESS		STREET ADDRESS	
CITY/STATE/ZIP		CITY/STATE/ZIP	
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TRIAL ATTORNEY?	YES <input type="checkbox"/> NO <input type="checkbox"/>	TRIAL ATTORNEY?	YES <input type="checkbox"/> NO <input type="checkbox"/>
DESIGNATED AS LOCAL COUNSEL?	YES <input type="checkbox"/> NO <input type="checkbox"/>	DESIGNATED AS LOCAL COUNSEL?	YES <input type="checkbox"/> NO <input type="checkbox"/>

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