

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

UNITED ACCESS §
TECHNOLOGIES, LLC, §

Plaintiff, §

v. §

CIVIL ACTION NO. 1:11-cv-00338-LPS

JURY TRIAL DEMANDED

AT&T INC., §
AMERITECH SERVICES, INC., §
AT&T CORP., §
AT&T COMMUNICATIONS OF §
DELAWARE, LLC, §
AT&T COMMUNICATIONS OF §
ILLINOIS, INC., §
AT&T COMMUNICATIONS OF §
INDIANA, G.P., §
AT&T COMMUNICATIONS OF §
INDIANA, INC., §
AT&T COMMUNICATIONS OF §
MICHIGAN, INC., §
AT&T COMMUNICATIONS OF THE §
MIDWEST, INC., §
AT&T COMMUNICATIONS OF THE §
MOUNTAIN STATES, INC., §
AT&T COMMUNICATIONS OF NEW §
YORK, INC., §
AT&T COMMUNICATIONS OF NJ, §
L.P., §
AT&T COMMUNICATIONS OF §
OHIO, INC., §
AT&T COMMUNICATIONS OF THE §
PACIFIC NORTHWEST, INC., §
AT&T COMMUNICATIONS OF §
PENNSYLVANIA, LLC, §
AT&T COMMUNICATIONS OF THE §
SOUTH CENTRAL STATES, LLC, §
AT&T COMMUNICATIONS OF THE §
SOUTHERN STATES, LLC, §
AT&T COMMUNICATIONS OF THE §
SOUTHWEST, INC., §
AT&T COMMUNICATIONS OF §
TEXAS, INC., §

AT&T COMMUNICATIONS OF §
VIRGINIA, LLC, §
AT&T COMMUNICATIONS OF §
WASHINGTON, D.C., LLC, §
AT&T COMMUNICATIONS OF §
WISCONSIN, L.P., §
AT&T OPERATIONS, INC., §
AT&T SERVICES, INC., §
AT&T TELEHOLDINGS, INC., §
BELLSOUTH COMMUNICATION §
SYSTEMS, LLC, §
BELLSOUTH CORP., §
BELLSOUTH §
TELECOMMUNICATIONS, LLC, §
ILLINOIS BELL TELEPHONE CO., §
INDIANA BELL TELEPHONE CO., §
INC., §
MICHIGAN BELL TELEPHONE CO., §
NEVADA BELL TELEPHONE CO., §
THE OHIO BELL TELEPHONE CO., §
PACIFIC BELL TELEPHONE CO., §
SBC INTERNET SERVICES, INC., §
SBC LONG DISTANCE, LLC, §
SNET DIVERSIFIED GROUP INC., §
THE SOUTHERN NEW ENGLAND §
TELEPHONE CO., §
SOUTHWESTERN BELL TELEPHONE §
CO., §
TC SYSTEMS, INC., §
TCG CHICAGO, G.P., §
TCG CONNECTICUT, G.P., §
TCG DALLAS, G.P., §
TCG DETROIT, G.P., §
TCG ILLINOIS, G.P., §
TCG INDIANAPOLIS, G.P., §
TCG KANSAS CITY, INC., §
TCG LOS ANGELES, INC., §
TCG MIDSOUTH, INC., §
TCG MILWAUKEE, INC., §
TCG MINNESOTA, INC., §
TCG NEW JERSEY, INC., §
TCG OF THE CAROLINAS, INC., §
TCG OHIO, G.P., §
TCG OMAHA, G.P., §
TCG OREGON, G.P., §
TCG PHOENIX, G.P., §

TCG PITTSBURGH, G.P., §
TCG RHODE ISLAND, G.P., §
TCG SAN DIEGO, G.P., §
TCG SAN FRANCISCO, G.P., §
TCG SOUTH FLORIDA, G.P., §
TCG ST. LOUIS, G.P., §
TCG UTAH, G.P., §
TCG VIRGINIA, INC., §
TELEPORT COMMUNICATIONS §
ATLANTA, INC., §
TELEPORT COMMUNICATIONS §
GROUP, INC., §
TELEPORT COMMUNICATIONS §
HOUSTON, INC., §
TELEPORT COMMUNICATIONS §
NEW YORK, G.P., §
TELEPORT COMMUNICATIONS - §
WASHINGTON, D.C., INC., AND §
WISCONSIN BELL, INC. §
§
Defendants. §
§

PLAINTIFF'S AMENDED COMPLAINT

Plaintiff United Access Technologies, LLC (hereinafter “United Access” or “Plaintiff”), by and through its undersigned counsel, files this Amended Complaint against Defendants AT&T Inc., Ameritech Services, Inc., AT&T Corp., AT&T Communications of Delaware, LLC, AT&T Communications of Illinois, Inc., AT&T Communications of Indiana, G.P., AT&T Communications of Indiana, Inc., AT&T Communications of Michigan, Inc., AT&T Communications of the Midwest, Inc., AT&T Communications of the Mountain States, Inc., AT&T Communications of New York, Inc., AT&T Communications of NJ, L.P., AT&T Communications of Ohio, Inc., AT&T Communications of the Pacific Northwest, Inc., AT&T Communications of Pennsylvania, LLC, AT&T Communications of the South Central States, LLC, AT&T Communications of the Southern States, LLC, AT&T Communications of the Southwest, Inc., AT&T Communications of Texas, Inc., AT&T Communications of Virginia,

LLC, AT&T Communications of Washington, D.C., LLC, AT&T Communications of Wisconsin, L.P., AT&T Operations, Inc., AT&T Services, Inc., AT&T Teleholdings, Inc., BellSouth Communication Systems, LLC, BellSouth Corp., BellSouth Telecommunications, LLC, Illinois Bell Telephone Co., Indiana Bell Telephone Co., Inc., Michigan Bell Telephone Co., Nevada Bell Telephone Co., The Ohio Bell Telephone Co., Pacific Bell Telephone Co., SBC Internet Services, Inc., SBC Long Distance, LLC, SNET Diversified Group Inc., The Southern New England Telephone Co., Southwestern Bell Telephone Co., TC Systems, Inc., TCG Chicago, G.P., TCG Connecticut, G.P., TCG Dallas, G.P., TCG Detroit, G.P., TCG Illinois, G.P., TCG Indianapolis, G.P., TCG Kansas City, Inc., TCG Los Angeles, Inc., TCG Midsouth, Inc., TCG Milwaukee, Inc. TCG Minnesota, Inc., TCG New Jersey, Inc., TCG of the Carolinas, Inc., TCG Ohio, G.P., TCG Omaha, G.P., TCG Oregon, G.P., TCG Phoenix, G.P., TCG Pittsburgh, G.P., TCG Rhode Island, G.P., TCG San Diego, G.P., TCG San Francisco, G.P., TCG South Florida, G.P., TCG St. Louis, G.P., TCG Utah, G.P., TCG Virginia, Inc., Teleport Communications Atlanta, Inc., Teleport Communications Group, Inc., Teleport Communications Houston, Inc., Teleport Communications New York, G.P., Teleport Communications - Washington, D.C., Inc., and Wisconsin Bell, Inc. (collectively, "Defendants") as follows:

THE PARTIES

1. United Access is a Delaware limited liability company with its principal place of business at 8300 Greensboro Drive, Suite 800, McLean, Virginia 22102. United Access does not develop or sell any products and/or processes and is not a direct competitor of AT&T.

2. Upon information and belief, AT&T Inc. is a Delaware corporation having its principal place of business at 208 South Akard Street, Dallas, Texas 75202. Upon information and belief, AT&T Inc. may be served with process by serving its registered agent, The

Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

3. Upon information and belief, Ameritech Services, Inc. is a Delaware corporation having its principal place of business at 2000 West AT&T Center Drive, Hoffman Estates, Illinois 60192. Upon information and belief, Ameritech Services, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Ameritech Services, Inc. is a wholly owned subsidiary of AT&T Inc.

4. Upon information and belief, AT&T Corp. is a New York corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Corp. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Corp. is a wholly owned subsidiary of AT&T Inc.

5. Upon information and belief, AT&T Communications of Delaware, LLC is a Delaware limited liability company having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of Delaware, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Communications of Delaware, LLC is a wholly owned subsidiary of AT&T Inc.

6. Upon information and belief, AT&T Communications of Illinois, Inc. is an Illinois corporation having its principal place of business at 277 West Monroe Street, Chicago,

Illinois 60606. Upon information and belief, AT&T Communications of Illinois, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, AT&T Communications of Illinois, Inc. is a wholly owned subsidiary of AT&T Inc.

7. Upon information and belief, AT&T Communications of Indiana, G.P. is a Delaware general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of Indiana, G.P. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Communications of Indiana, G.P. is a wholly owned subsidiary of AT&T Inc.

8. Upon information and belief, AT&T Communications of Indiana, Inc. is an Indiana corporation having its principal place of business at 412 Mt. Kemble Ave., Room 5287, Morristown, New Jersey 07962. Upon information and belief, AT&T Communications of Indiana, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, AT&T Communications of Indiana, Inc. is a wholly owned subsidiary of AT&T Inc.

9. Upon information and belief, AT&T Communications of Michigan, Inc. is a Michigan corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of Michigan, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, AT&T Communications of Michigan, Inc. is a wholly owned subsidiary of AT&T Inc.

10. Upon information and belief, AT&T Communications of the Midwest, Inc. is an Iowa corporation having its principal place of business located at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of the Midwest, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, AT&T Communications of the Midwest, Inc. is a wholly owned subsidiary of AT&T Inc.

11. Upon information and belief, AT&T Communications of the Mountain States, Inc. is a Colorado corporation with its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of the Mountain States, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, AT&T Communications of the Mountain States, Inc. is a wholly owned subsidiary of AT&T Inc.

12. Upon information and belief, AT&T Communications of New York, Inc. is a New York corporation having its principal place of business located at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of New York, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, AT&T Communications of New York, Inc. is a wholly owned subsidiary of AT&T Inc.

13. Upon information and belief, AT&T Communications of NJ, L.P. is a Delaware limited partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of NJ, L.P. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust

Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Communications of NJ, L.P. is a wholly owned subsidiary of AT&T Inc.

14. Upon information and belief, AT&T Communications of Ohio, Inc. is an Ohio corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of Ohio, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, AT&T Communications of Ohio, Inc. is a wholly owned subsidiary of AT&T Inc.

15. Upon information and belief, AT&T Communications of the Pacific Northwest, Inc. is a Washington corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of the Pacific Northwest, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, AT&T Communications of the Pacific Northwest, Inc. is a wholly owned subsidiary of AT&T Inc.

16. Upon information and belief, AT&T Communications of Pennsylvania, LLC is a Delaware limited liability company having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of Pennsylvania, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Communications of Pennsylvania, LLC is a wholly owned subsidiary of AT&T Inc.

17. Upon information and belief, AT&T Communications of the South Central States, LLC is a Delaware limited liability company having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of

the South Central States, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Communications of the South Central States, LLC is a wholly owned subsidiary of AT&T Inc.

18. Upon information and belief, AT&T Communications of the Southern States, LLC is a Delaware limited liability company having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of the Southern States, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Communications of the Southern States, LLC is a wholly owned subsidiary of AT&T Inc.

19. Upon information and belief, AT&T Communications of the Southwest, Inc. is a Delaware corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of the Southwest, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Communications of the Southwest, Inc. is a wholly owned subsidiary of AT&T Inc.

20. Upon information and belief, AT&T Communications of Texas, Inc. is a Delaware corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of Texas, Inc. may be served with process by serving its registered agent, The Corporation Trust Company,

Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Communications of Texas, Inc. is a wholly owned subsidiary of AT&T Inc.

21. Upon information and belief, AT&T Communications of Virginia, LLC is a Virginia limited liability company having its principal place of business at Old City Hall, 101 East Broad Street, Richmond, Virginia 23219. Upon information and belief, AT&T Communications of Virginia, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, AT&T Communications of Virginia, LLC is a wholly owned subsidiary of AT&T Inc.

22. Upon information and belief, AT&T Communications of Washington, D.C., LLC is a Delaware limited liability company having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of Washington, D.C., LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Communications of Washington, D.C., LLC is a wholly owned subsidiary of AT&T Inc.

23. Upon information and belief, AT&T Communications of Wisconsin, L.P. is a Delaware limited partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, AT&T Communications of Wisconsin, L.P. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Communications of Wisconsin, L.P. is a wholly owned subsidiary of AT&T Inc.

24. Upon information and belief, AT&T Operations, Inc. is a Delaware corporation having its principal place of business at One AT&T Plaza, 208 South Akard Street, Dallas, Texas 75202. Upon information and belief, AT&T Operations, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Operations, Inc. is a wholly owned subsidiary of AT&T Inc.

25. Upon information and belief, AT&T Services, Inc. is a Delaware corporation having its principal place of business at One AT&T Plaza, 208 South Akard Street, Dallas, Texas 75202. Upon information and belief, AT&T Services, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Services, Inc. is a wholly owned subsidiary of AT&T Inc.

26. Upon information and belief, AT&T Teleholdings, Inc. is a Delaware corporation having its principal place of business at 30 South Wacker Drive, Chicago, Illinois 60606. Upon information and belief, AT&T Teleholdings, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, AT&T Teleholdings, Inc. is a wholly owned subsidiary of AT&T Inc.

27. Upon information and belief, BellSouth Communication Systems, LLC is a Georgia limited liability company having its principal place of business at 1025 Lenox Park Boulevard NE, Room C362, Atlanta, Georgia 30319. Upon information and belief, BellSouth Communication Systems, LLC may be served with process through the Secretary of State for the

State of Delaware. Upon information and belief, BellSouth Communication Systems, LLC is a wholly owned subsidiary of AT&T Inc.

28. Upon information and belief, BellSouth Corp. is a Georgia corporation having its principal place of business at 1025 Lenox Park Boulevard NE, Room C362, Atlanta, Georgia 30319. Upon information and belief, BellSouth Corp. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, BellSouth Corp. is a wholly owned subsidiary of AT&T Inc.

29. Upon information and belief, BellSouth Telecommunications, LLC is a Georgia corporation having its principal place of business at 675 West Peachtree Street NE, Suite 4500, Atlanta, Georgia 30375. Upon information and belief, BellSouth Telecommunications, LLC may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, BellSouth Telecommunications, LLC is a wholly owned subsidiary of AT&T Inc.

30. Upon information and belief, Illinois Bell Telephone Co. is an Illinois corporation having its principal place of business at 225 West Randolph Street, #Z1, Chicago, Illinois 60606. Upon information and belief, Illinois Bell Telephone Co. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Illinois Bell Telephone Co. is a wholly owned subsidiary of AT&T Inc.

31. Upon information and belief, Indiana Bell Telephone Co., Inc. is an Indiana corporation having its principal place of business at 220 North Meridian Street, Indianapolis, Indiana 46204. Upon information and belief, Indiana Bell Telephone Co., Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Indiana Bell Telephone Co., Inc. is a wholly owned subsidiary of AT&T Inc.

32. Upon information and belief, Michigan Bell Telephone Co. is a Michigan corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, Michigan Bell Telephone Co. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Michigan Bell Telephone Co. is a wholly owned subsidiary of AT&T Inc.

33. Upon information and belief, Nevada Bell Telephone Co. is a Nevada corporation having its principal place of business at 645 East Plumb Lane, Reno, Nevada 89502. Upon information and belief, Nevada Bell Telephone Co. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Nevada Bell Telephone Co. is a wholly owned subsidiary of AT&T Inc.

34. Upon information and belief, The Ohio Bell Telephone Co. is an Ohio corporation having its principal place of business at 45 Erieview Plaza, Room 1600, Cleveland, Ohio 44114. Upon information and belief, The Ohio Bell Telephone Co. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, The Ohio Bell Telephone Co. is a wholly owned subsidiary of AT&T Inc.

35. Upon information and belief, Pacific Bell Telephone Co. is a California corporation having its principal place of business at 1010 North St. Mary's Street, Room 9-002, San Antonio, Texas 78215. Upon information and belief, Pacific Bell Telephone Co. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Pacific Bell Telephone Co. is a wholly owned subsidiary of AT&T Inc.

36. Upon information and belief, SBC Internet Services, Inc. is a California corporation having its principal place of business at 1010 North St. Mary's Street, Room 9-002, San Antonio, Texas 78215. Upon information and belief, SBC Internet Services, Inc. may be

served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, SBC Internet Services, Inc. is a wholly owned subsidiary of AT&T Inc.

37. Upon information and belief, SBC Long Distance, LLC is a Delaware limited liability company having its principal place of business at 1010 North St. Mary's, Room 13-L, San Antonio, Texas 78215. Upon information and belief, SBC Long Distance, LLC may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, SBC Long Distance, LLC is a wholly owned subsidiary of AT&T Inc.

38. Upon information and belief, SNET Diversified Group Inc. is a Connecticut corporation having its principal place of business at 310 Orange Street, 3rd Floor, New Haven, Connecticut. Upon information and belief, SNET Diversified Group Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, SNET Diversified Group Inc. is a wholly owned subsidiary of AT&T Inc.

39. Upon information and belief, The Southern New England Telephone Co. is a Connecticut corporation having its principal place of business at 310 Orange Street, New Haven, Connecticut 06510. Upon information and belief, The Southern New England Telephone Co. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, The Southern New England Telephone Co. is a wholly owned subsidiary of AT&T Inc.

40. Upon information and belief, Southwestern Bell Telephone Co. is a Missouri corporation having its principal place of business at One AT&T Plaza, 208 South Akard Street, Dallas, Texas 75202. Upon information and belief, Southwestern Bell Telephone Co. may be

served with process through the Secretary of State for the State of Delaware. Upon information and belief, Southwestern Bell Telephone Co. is a wholly owned subsidiary of AT&T Inc.

41. Upon information and belief, TC Systems, Inc. is a Delaware corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TC Systems, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, TC Systems, Inc. is a wholly owned subsidiary of AT&T Inc.

42. Upon information and belief, TCG Chicago, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Chicago, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Chicago, G.P. is a wholly owned subsidiary of AT&T Inc.

43. Upon information and belief, TCG Connecticut, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Connecticut, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Connecticut, G.P. is a wholly owned subsidiary of AT&T Inc.

44. Upon information and belief, TCG Dallas, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Dallas, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Dallas, G.P. is a wholly owned subsidiary of AT&T Inc.

45. Upon information and belief, TCG Detroit, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Detroit, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Detroit, G.P. is a wholly owned subsidiary of AT&T Inc.

46. Upon information and belief, TCG Illinois, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Illinois, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Illinois, G.P. is a wholly owned subsidiary of AT&T Inc.

47. Upon information and belief, TCG Indianapolis, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Indianapolis, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Indianapolis, G.P. is a wholly owned subsidiary of AT&T Inc.

48. Upon information and belief, TCG Kansas City, Inc. is a Delaware corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Kansas City, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, TCG Kansas City, Inc. is a wholly owned subsidiary of AT&T Inc.

49. Upon information and belief, TCG Los Angeles, Inc. is a Delaware corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon

information and belief, TCG Los Angeles, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, TCG Los Angeles, Inc. is a wholly owned subsidiary of AT&T Inc.

50. Upon information and belief, TCG Midsouth, Inc. is a Delaware corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Midsouth, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, TCG Midsouth, Inc. is a wholly owned subsidiary of AT&T Inc.

51. Upon information and belief, TCG Milwaukee, Inc. is a Delaware corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Milwaukee, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, TCG Milwaukee, Inc. is a wholly owned subsidiary of AT&T Inc.

52. Upon information and belief, TCG Minnesota, Inc. is a Delaware corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Minnesota, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, TCG Minnesota, Inc. is a wholly owned subsidiary of AT&T Inc.

53. Upon information and belief, TCG New Jersey, Inc. is a Delaware corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG New Jersey, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, TCG New Jersey, Inc. is a wholly owned subsidiary of AT&T Inc.

54. Upon information and belief, TCG of the Carolinas, Inc. is a Delaware corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG of the Carolinas, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, TCG of the Carolinas, Inc. is a wholly owned subsidiary of AT&T Inc.

55. Upon information and belief, TCG Ohio, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Ohio, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Ohio, G.P. is a wholly owned subsidiary of AT&T Inc.

56. Upon information and belief, TCG Omaha, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Omaha, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Omaha, G.P. is a wholly owned subsidiary of AT&T Inc.

57. Upon information and belief, TCG Oregon, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Oregon, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Oregon, G.P. is a wholly owned subsidiary of AT&T Inc.

58. Upon information and belief, TCG Phoenix, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Phoenix, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Phoenix, G.P. is a wholly owned subsidiary of AT&T Inc.

59. Upon information and belief, TCG Pittsburgh, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Pittsburgh, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Pittsburgh, G.P. is a wholly owned subsidiary of AT&T Inc.

60. Upon information and belief, TCG Rhode Island, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Rhode Island, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Rhode Island, G.P. is a wholly owned subsidiary of AT&T Inc.

61. Upon information and belief, TCG San Diego, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG San Diego, G.P. may be served with process through

the Secretary of State for the State of Delaware. Upon information and belief, TCG San Diego, G.P. is a wholly owned subsidiary of AT&T Inc.

62. Upon information and belief, TCG San Francisco, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG San Francisco, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG San Francisco, G.P. is a wholly owned subsidiary of AT&T Inc.

63. Upon information and belief, TCG South Florida, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG South Florida, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG South Florida, G.P. is a wholly owned subsidiary of AT&T Inc.

64. Upon information and belief, TCG St. Louis, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG St. Louis, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG St. Louis, G.P. is a wholly owned subsidiary of AT&T Inc.

65. Upon information and belief, TCG Utah, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Utah, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Utah, G.P. is a wholly owned subsidiary of AT&T Inc.

66. Upon information and belief, TCG Virginia, Inc. is a Virginia corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, TCG Virginia, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, TCG Virginia, Inc. is a wholly owned subsidiary of AT&T Inc.

67. Upon information and belief, Teleport Communications Atlanta, Inc. is a Delaware corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, Teleport Communications Atlanta, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Teleport Communications Atlanta, Inc. is a wholly owned subsidiary of AT&T Inc.

68. Upon information and belief, Teleport Communications Group, Inc. is a Delaware corporation having its principal place of business in One AT&T Way, Bedminster, New Jersey. Upon information and belief, Teleport Communications Group, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Teleport Communications Group, Inc. is a wholly owned subsidiary of AT&T Inc.

69. Upon information and belief, Teleport Communications Houston, Inc. is a Delaware corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, Teleport Communications Houston, Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Teleport Communications Houston, Inc. is a wholly owned subsidiary of AT&T Inc.

70. Upon information and belief, Teleport Communications New York, G.P. is a New York general partnership having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, Teleport Communications New York, G.P. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Teleport Communications New York, G.P. is a wholly owned subsidiary of AT&T Inc.

71. Upon information and belief, Teleport Communications - Washington, D.C., Inc. is a Delaware corporation having its principal place of business at One AT&T Way, Bedminster, New Jersey 07921. Upon information and belief, Teleport Communications - Washington, D.C., Inc. may be served with process by serving its registered agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Upon information and belief, Teleport Communications - Washington, D.C., Inc. is a wholly owned subsidiary of AT&T Inc.

72. Upon information and belief, Wisconsin Bell, Inc. is a Wisconsin corporation having its principal place of business at 722 North Broadway, Milwaukee, Wisconsin 53202. Upon information and belief, Wisconsin Bell, Inc. may be served with process through the Secretary of State for the State of Delaware. Upon information and belief, Wisconsin Bell, Inc. is a wholly owned subsidiary of AT&T Inc.

73. Collectively, AT&T Inc.'s wholly owned subsidiaries are referred to as "AT&T's subsidiaries."

JURISDICTION AND VENUE

74. This action arises under the Patent Laws of the United States, 35 U.S.C. § 1, *et seq.*, including 35 U.S.C. §§ 271, 281, 283, 284, and 285.

75. This Court has subject matter jurisdiction over this case for patent infringement under 28 U.S.C. §§ 1331 and 1338(a).

76. Venue in this Court is proper by virtue of 28 U.S.C. §§ 1391(b), (c), and 1400(b).

77. Upon information and belief, this Court has personal jurisdiction over Defendants and venue is proper, in part, because Defendants have significant contacts with the District of Delaware, conduct business in the District of Delaware, and have sought protection and benefit from the laws of the State of Delaware.

78. Upon information and belief, AT&T Inc. is incorporated in the State of Delaware, has a registered agent for service of process in Delaware, and, directly and/or in combination with AT&T's subsidiaries and/or its agents, does business in the District of Delaware by providing infringing services to residents of the District of Delaware, by providing infringing services that it knew would be used within the District of Delaware, and/or by participating in the solicitation of business from residents of the District of Delaware.

79. Upon information and belief, AT&T Inc. directs and/or controls AT&T's subsidiaries such that AT&T's subsidiaries constitute alter egos and/or agents of AT&T Inc. Upon information and belief, AT&T Inc. wholly owns each of AT&T's subsidiaries, each of AT&T's subsidiaries is financially dependent on AT&T Inc., AT&T Inc. shares common officers and/or directors with each of AT&T's subsidiaries, and/or AT&T Inc. exercises control over the marketing and operational policies of each of AT&T's subsidiaries. Upon information and belief, AT&T's subsidiaries authorize AT&T Inc. to perform substantial business within the District of Delaware on their behalf, including marketing, sales, accounting, finance, corporate governance, media relations, and corporate advertising.

80. Upon information and belief, several of AT&T's subsidiaries reside and have a registered agent for service of process in the District of Delaware, including Ameritech Services, Inc., AT&T Communications of Delaware, LLC, AT&T Communications of Indiana, G.P., AT&T Communications of NJ, L.P., AT&T Communications of Pennsylvania, LLC, AT&T Communications of the South Central States, LLC, AT&T Communications of the Southern States, LLC, AT&T Communications of the Southwest, Inc., AT&T Communications of Texas, Inc., AT&T Communications of Washington, D.C., LLC, AT&T Communications of Wisconsin, L.P., AT&T Operations, Inc., AT&T Services, Inc., AT&T Teleholdings, Inc., SBC Long Distance, LLC, TC Systems, Inc., TCG Kansas City, Inc., TCG Los Angeles, Inc., TCG Midsouth, Inc., TCG Milwaukee, Inc., TCG Minnesota, Inc., TCG New Jersey, Inc., TCG of the Carolinas, Inc., Teleport Communications Atlanta, Inc., Teleport Communications Group, Inc., Teleport Communications Houston, Inc., and Teleport Communications - Washington, D.C., Inc.

81. Venue of this action is appropriate and convenient in the District of Delaware because this Court previously presided over a related action for infringement in the case styled *United Access Technologies, LLC v. EarthLink, Inc.*, No. 1:02-cv-00272-MPT (D. Del.) (the "EarthLink Case"), where this Court considered and construed the claims of the patents-in-suit alleged herein, presided over a jury trial in February 2007, and ruled on the original plaintiffs' renewed motion for judgment as a matter of law and motion for new trial in February 2010. The Federal Circuit affirmed the decision on October 12, 2011, in the appeal styled *United Access Technologies, LLC v. EarthLink, Inc.*, Nos. 2010-1251, -1273 (Fed. Cir.), which issued as a mandate on November 21, 2011. This Court is also presiding over a second related action for infringement in the case styled *Inline Connection Corporation v. Verizon Internet Services, Inc.*,

et al., No. 1:05-cv-00866-JJF (D. Del.), which was stayed pending resolution of the EarthLink case.

BACKGROUND

A. The Patents-In-Suit

82. U.S. Patent No. 5,844,596 (the “’596 patent”), titled “Two-way RF Communication at Points of Convergence of Wire Pairs from Separate Internal Telephone Networks,” was duly and legally issued by the U.S. Patent and Trademark Office on December 1, 1998, after a full and fair examination. A true and correct copy of the ’596 patent is attached hereto as **Exhibit A** and made a part hereof.

83. U.S. Patent No. 6,243,446 (the “’446 patent”), titled “Distributed Splitter for Data Transmission Over Twisted Pairs,” was duly and legally issued by the U.S. Patent and Trademark Office on July 5, 2001, after a full and fair examination. A true and correct copy of the ’446 patent is attached as **Exhibit B** and made a part hereof.

84. U.S. Patent No. 6,542,585 (the “’585 patent”), titled “Distributed Splitter for Data Transmission Over Twisted Wire Pairs,” was duly and legally issued by the U.S. Patent and Trademark Office on April 1, 2003, after a full and fair examination. A true and correct copy of the ’585 patent is attached as **Exhibit C** and made a part hereof.

85. United Access is the owner of all right, title, and interest in and to the ’596 patent, the ’446 patent, and the ’585 patent (collectively, the “patents-in-suit”) by assignment, with full right to bring suit to enforce the patents, including the right to recover for past infringement damages and the right to recover future royalties, damages, and income.

B. Defendants' Infringing Conduct

86. Upon information and belief, Defendants are a leading provider of telecommunications services in the United States and the world. Defendants' services vary by market and include: wireless communications, local exchange services, long-distance services, data/broadband and Internet services, video services, telecommunications equipment, managed networking, wholesale services, and directory advertising and publishing.

87. Upon information and belief, AT&T Inc. directs and/or controls AT&T's subsidiaries and/or its agents in providing both retail and wholesale communication services domestically and internationally, including DSL services, to residential customers in at least 22 states and to business and governmental customers throughout the United States, including the District of Delaware. Defendants market and offer for sale their DSL services to residential and business consumers under the AT&T Inc. brand name through at least AT&T Inc.'s website, www.att.com. For example, Defendants have marketed their residential DSL services as, *inter alia*, AT&T DSL High Speed Internet. Collectively, Defendants' DSL services are referred to as "AT&T DSL."

88. Upon information and belief, AT&T DSL is provided over the pre-existing transmissions facilities between the telephone company's central office and consumers' residences and/or businesses. Upon information and belief, AT&T DSL utilizes a signal interface known as a Digital Subscriber Line Access Multiplier ("DSLAM") located within the central office, a remote terminal, or another location, including an office building, that has circuitry for receiving data signals from an external source of information (i.e., an internet service provider) and circuitry for transmitting high-frequency data signals over the telephone

wiring network to a transceiver (i.e., DSL modem) located in consumers' residences and/or businesses.

89. Upon information and belief, AT&T DSL utilizes a distributed filtering system. Upon information and belief, Defendants provide customers with the necessary components of their distributed filtering system, *inter alia*, in self-installation kits, which eliminate delays and costs associated with a professional technician installing equipment. Upon information and belief, Defendants have substantially benefited from the use of a distributed filtering system provided, *inter alia*, in their self-installation kits.

90. Upon information and belief, Defendants' self-installation kits contain, for example, the following equipment: (i) a transceiver, or DSL modem or router; (ii) DSL blockers (i.e., low-pass filters) that plug into a telephone jack and prevent high-frequency data signals from interfering with telephone equipment; (iii) Y-adapters that plug into a telephone jack and allow telephone equipment and the transceiver to share the same telephone jack; (iv) a telephone cable to connect the transceiver to either a telephone jack or the Y-adaptor; (v) an Ethernet cable to connect a computer to the transceiver; and (vi) an Instructions and Troubleshooting Guide.

COUNT I

INFRINGEMENT OF U.S. PATENT NO. 5,844,596

91. Plaintiff repeats and re-alleges each and every allegation of paragraphs 1-90 as though fully set forth herein.

92. The '596 patent is valid and enforceable.

93. Defendants have at no time, either expressly or impliedly, been licensed under the '596 patent.

94. Upon information and belief, to the extent any marking or notice was required by 35 U.S.C. § 287, United Access and/or all predecessors in interest and/or implied or express licensees of the '596 patent, if any, have complied with the marking requirements of 35 U.S.C. § 287 by placing constructive notice of the '596 patent on all goods made, offered for sale, sold, and/or imported into the United States that embody one or more claims of that patent and/or providing actual notice to Defendants and/or their predecessors in interest, including, *inter alia*, Ameritech Services, Inc., BellSouth Communication Systems, LLC, BellSouth Corp., BellSouth Telecommunications, Inc., Illinois Bell Telephone Co., Indiana Bell Telephone Co., Michigan Bell Telephone Co., Nevada Bell Telephone Co., The Ohio Bell Telephone Co., Pacific Bell Telephone Co., SBC Communications Inc., SBC Internet Services, Inc., SNET Diversified Group Inc., The Southern New England Telephone Co., Southwestern Bell Telephone Co., and Wisconsin Bell, Inc., of their alleged infringement.

95. Upon information and belief, Defendants have been, literally under 35 U.S.C. § 271(a) and/or equivalently under the doctrine of equivalents, infringing and/or indirectly infringing, by way of inducing infringement with specific intent under 35 U.S.C. § 271(b) and/or contributing to infringement under 35 U.S.C. § 271(c) of the '596 patent by making, using, offering to sell, and/or selling to customers and/or distributors (directly or through intermediaries) within the United States, without authority, products and/or processes that fall within the scope of one or more claims of the '596 patent, including, but not limited to, AT&T DSL, which performs substantially the same function as the apparatuses and/or methods embodied in one or more claims of the '596 patent in substantially the same way to achieve the same result.

96. Upon information and belief, Defendants have practiced all of the steps and/or requirements of one or more of the claims of the '596 patent either alone or as the "mastermind" directing or controlling the actions or participation of any third parties, including AT&T's subsidiaries and/or Defendants' agents, subcontractors, and/or customers. Upon information and belief, Defendants have exercised control over and derived a benefit from the use of AT&T DSL.

97. Upon information and belief, Defendants' agents, subcontractors, and/or customers have infringed the claims of the '596 patent, under 35 U.S.C. § 271(a), by making, using, offering for sale, and/or selling within the United States, without authority, products and/or processes that fall within the scope of one or more claims of the '596 patent, including, but not limited to, AT&T DSL, which performs substantially the same function as the apparatuses and/or methods embodied in one or more claims of the '596 patent in substantially the same way to achieve the same result.

98. Upon information and belief, Defendants have possessed both the specific intent to induce infringement and have taken active steps to encourage infringement as demonstrated by Defendants' sales of AT&T DSL to customers that Defendants knew, or should have known, were infringing at least one claim of the '596 patent.

99. Upon information and belief, AT&T DSL is a material part of the invention embodied in the claims of the '596 patent, and Defendants knew that AT&T DSL was made or adapted for a use that infringes at least one claim of the '596 patent. Upon information and belief, Defendants had knowledge of the non-staple nature of AT&T DSL and the '596 patent throughout the entire period of their infringing conduct.

100. Upon information and belief, Defendants' infringement of the '596 patent has been willful and intentional.

101. As a direct and proximate result of Defendants' acts of infringement, United Access has been irreparably damaged and deprived of its right in the '596 patent in amounts not yet determined, and for which United Access is entitled to relief.

COUNT II

INFRINGEMENT OF U.S. PATENT NO. 6,243,446

102. Plaintiff repeats and re-alleges each and every allegation of paragraphs 1-101 as though fully set forth herein.

103. The '446 patent is valid and enforceable.

104. Defendants have at no time, either expressly or impliedly, been licensed under the '446 patent.

105. Upon information and belief, to the extent any marking or notice was required by 35 U.S.C. § 287, United Access and/or all predecessors in interest and/or implied or express licensees of the '446 patent, if any, have complied with the marking requirements of 35 U.S.C. § 287 by placing constructive notice of the '446 patent on all goods made, offered for sale, sold, and/or imported into the United States that embody one or more claims of that patent and/or providing actual notice to Defendants and/or their predecessors in interest, including, *inter alia*, Ameritech Services, Inc., BellSouth Communication Systems, LLC, BellSouth Corp., BellSouth Telecommunications, Inc., Illinois Bell Telephone Co., Indiana Bell Telephone Co., Michigan Bell Telephone Co., Nevada Bell Telephone Co., The Ohio Bell Telephone Co., Pacific Bell Telephone Co., SBC Communications Inc., SBC Internet Services, Inc., SNET Diversified Group Inc., The Southern New England Telephone Co., Southwestern Bell Telephone Co., and Wisconsin Bell, Inc., of their alleged infringement.

106. Upon information and belief, Defendants have been, literally under 35 U.S.C. § 271(a) and/or equivalently under the doctrine of equivalents, infringing and/or indirectly infringing, by way of inducing infringement with specific intent under 35 U.S.C. § 271(b) and/or contributing to infringement under 35 U.S.C. § 271(c) of the '446 patent by making, using, offering to sell, and/or selling to customers and/or distributors (directly or through intermediaries) within the United States, without authority, products that fall within the scope of one or more claims of the '446 patent, including, but not limited to, AT&T DSL, which performs substantially the same function as the apparatuses embodied in one or more claims of the '446 patent in substantially the same way to achieve the same result.

107. Upon information and belief, Defendants have practiced all of the requirements of one or more of the claims of the '446 patent either alone or as the “mastermind” directing or controlling the actions or participation of any third parties including AT&T’s subsidiaries and/or Defendants’ agents, subcontractors, and/or customers. Upon information and belief, Defendants have exercised control over and derived a benefit from the use of AT&T DSL.

108. Upon information and belief, Defendants’ agents, subcontractors, and/or customers have infringed the claims of the '446 patent, under 35 U.S.C. § 271(a), by making, using, offering for sale, and/or selling within the United States, without authority, products that fall within the scope of one or more claims of the '446 patent, including, but not limited to, AT&T DSL, which performs substantially the same function as the apparatuses embodied in one or more claims of the '446 patent in substantially the same way to achieve the same result.

109. Upon information and belief, Defendants have possessed both the specific intent to induce infringement and have taken active steps to encourage infringement as demonstrated

by Defendants' sales of AT&T DSL to customers that Defendants knew, or should have known, were infringing at least one claim of the '446 patent.

110. Upon information and belief, AT&T DSL is a material part of the invention embodied in the claims of the '446 patent, and Defendants knew that AT&T DSL was made or adapted for a use that infringes at least one claim of the '446 patent. Upon information and belief, Defendants had knowledge of the non-staple nature of AT&T DSL and the '446 patent throughout the entire period of their infringing conduct.

111. Upon information and belief, Defendants' infringement of the '446 patent has been willful and intentional.

112. As a direct and proximate result of Defendants' acts of infringement, United Access has been irreparably damaged and deprived of its right in the '446 patent in amounts not yet determined, and for which United Access is entitled to relief.

COUNT III

INFRINGEMENT OF U.S. PATENT NO. 6,542,585

113. Plaintiff repeats and re-alleges each and every allegation of paragraphs 1-112 as though fully set forth herein.

114. The '585 patent is valid and enforceable.

115. Defendants have at no time, either expressly or impliedly, been licensed under the '585 patent.

116. Upon information and belief, to the extent any marking or notice was required by 35 U.S.C. § 287, United Access and/or all predecessors in interest and/or implied or express licensees of the '585 patent, if any, have complied with the marking requirements of 35 U.S.C. § 287 by placing constructive notice of the '585 patent on all goods made, offered for sale, sold,

and/or imported into the United States that embody one or more claims of that patent and/or providing actual notice to Defendants and/or their predecessors in interest, including, *inter alia*, Ameritech Services, Inc., BellSouth Communication Systems, LLC, BellSouth Corp., BellSouth Telecommunications, Inc., Illinois Bell Telephone Co., Indiana Bell Telephone Co., Michigan Bell Telephone Co., Nevada Bell Telephone Co., The Ohio Bell Telephone Co., Pacific Bell Telephone Co., SBC Communications Inc., SBC Internet Services, Inc., SNET Diversified Group Inc., The Southern New England Telephone Co., Southwestern Bell Telephone Co., and Wisconsin Bell, Inc., of their alleged infringement.

117. Upon information and belief, Defendants have been, literally under 35 U.S.C. § 271(a) and/or equivalently under the doctrine of equivalents, infringing and/or indirectly infringing, by way of inducing infringement with specific intent under 35 U.S.C. § 271(b) and/or contributing to infringement under 35 U.S.C. § 271(c) of the '585 patent by making, using, offering to sell, and/or selling to customers and/or distributors (directly or through intermediaries) within the United States, without authority, products that fall within the scope of one or more claims of the '585 patent, including, but not limited to, AT&T DSL, which performs substantially the same function as the apparatuses embodied in one or more claims of the '585 patent in substantially the same way to achieve the same result.

118. Upon information and belief, Defendants have practiced all of the requirements of one or more of the claims of the '585 patent either alone or as the "mastermind" directing or controlling the actions or participation of any third parties, including AT&T's subsidiaries and/or Defendants' agents, subcontractors, and/or customers. Upon information and belief, Defendants have exercised control over and derived a benefit from the use of AT&T DSL.

119. Upon information and belief, Defendants' agents, subcontractors, and/or customers have infringed the claims of the '585 patent, under 35 U.S.C. § 271(a), by making, using, offering for sale, and/or selling within the United States, without authority, products that fall within the scope of one or more claims of the '585 patent, including, but not limited to, AT&T DSL, which performs substantially the same function as the apparatuses embodied in one or more claims of the '585 patent in substantially the same way to achieve the same result.

120. Upon information and belief, Defendants have possessed both the specific intent to induce infringement and have taken active steps to encourage infringement as demonstrated by Defendants' sales of AT&T DSL to customers that Defendants knew, or should have known, were infringing at least one claim of the '585 patent.

121. Upon information and belief, AT&T DSL is a material part of the invention embodied in the claims of the '585 patent, and Defendants knew that AT&T DSL was made or adapted for a use that infringes at least one claim of the '585 patent. Upon information and belief, Defendants had knowledge of the non-staple nature of AT&T DSL and the '585 patent throughout the entire period of their infringing conduct.

122. Upon information and belief, Defendants' infringement of the '585 patent has been willful and intentional.

123. As a direct and proximate result of Defendants' acts of infringement, United Access has been irreparably damaged and deprived of its right in the '585 patent in amounts not yet determined, and for which United Access is entitled to relief.

CONCLUSION

124. Plaintiff is entitled to recover from Defendants the damages sustained by Plaintiff as a result of Defendants' wrongful acts in an amount subject to proof at trial, which, by law, cannot be less than a reasonable royalty, together with interest and costs as fixed by this Court.

125. Plaintiff has incurred and will incur attorneys' fees, costs, and expenses in the prosecution of this action. The circumstances of this dispute create an exceptional case within the meaning of 35 U.S.C. § 285, and Plaintiff is entitled to recover its reasonable and necessary attorneys' fees, costs, and expenses.

JURY DEMAND

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

PRAYER FOR RELIEF

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

- A. A judgment that Defendants have directly infringed each of the patents-in-suit as alleged herein;
- B. A judgment for an accounting of all damages sustained by Plaintiff as a result of the acts of infringement by Defendants;
- C. A judgment and order requiring Defendants to pay Plaintiff damages under 35 U.S.C. § 284, including treble damages for willful infringement as provided by 35 U.S.C. § 284, and any royalties determined to be appropriate;
- D. A judgment and order requiring Defendants to pay Plaintiff pre-judgment and post-judgment interest on the damages awarded;

- E. A judgment and order finding this to be an exceptional case and requiring Defendants to pay the costs of this action (including all disbursements) and attorneys' fees as provided by 35 U.S.C. § 285; and
- F. Such other and further relief as the Court deems just and equitable.

Dated: March 29, 2012

Respectfully submitted,

STAMOULIS & WEINBLATT LLC

/s/ Richard C. Weinblatt

Stamatios Stamoulis (#4606)
Richard C. Weinblatt (#5080)
Two Fox Point Centre
6 Denny Road, Suite 307
Wilmington, Delaware 19809
Phone: (302) 999-1540
stamoulis@swdelaw.com
weinblatt@swdelaw.com

Of Counsel:

Michael W. Shore (admitted *pro hac vice*)
Alfonso G. Chan (admitted *pro hac vice*)
Wei Wei (admitted *pro hac vice*)
Daniel F. Olejko (admitted *pro hac vice*)
SHORE CHAN BRAGALONE
DEPUMPO LLP
Bank of America Plaza
901 Main Street, Suite 3300
Dallas, Texas 75202
Phone: (214) 593-9110
Fax: (214) 593-9111
mshore@shorechan.com
achan@shorechan.com
wwei@shorechan.com
dolejko@shorechan.com

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on March 29, 2012, I served a copy of the foregoing document by U.S. Mail, on:

Lawrence J. Lafaro
AT&T Corp.
One AT&T Way
Bedminster, New Jersey 07921

/s/ Richard C. Weinblatt
Richard C. Weinblatt #5080