

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN**

Ford Motor Company,

Plaintiff,

v.

**Versata Software, Inc., f/k/a Trilogy
Software, Inc., Trilogy Development
Group, Inc. and Trilogy, Inc.,**

Defendants.

Case No. 15-10628-MFL-EAS

JURY TRIAL DEMANDED

COMPLAINT FOR DECLARATORY JUDGMENT

Pursuant to the Declaratory Judgment Act, 28 U.S.C. §2201, Plaintiff Ford Motor Company (“Ford”) requests a Declaratory Judgment that Ford has not infringed any intellectual property rights owned by defendants Versata Software, Inc. f/k/a Trilogy Software, Inc., Trilogy Development Group, Inc., and Trilogy, Inc. (individually and collectively “Defendants”).

Ford’s Complaint for Declaratory Judgment is based on the following allegations:

I. THE PARTIES

1. Ford is a Delaware corporation with its principal place of business at One American Road, Dearborn, Michigan.

2. On information and belief, Versata is a Delaware corporation having its principal place of business in Austin, TX.

3. On information and belief, Trilogy Development is a California corporation having its principal place of business in Austin, TX.

4. On information and belief, Versata became a wholly-owned subsidiary of Trilogy Development in 2006, and Trilogy Development is the parent company of Versata and its subsidiaries.

5. On information and belief, Trilogy, Inc. is a Delaware corporation having its principal place of business in Austin, TX.

II. JURISDICTION AND VENUE

6. Ford incorporates the allegations of paragraphs 1-5.

7. This Court has jurisdiction over these claims pursuant to 28 U.S.C. §§1331, 1338, and 2201.

8. As detailed below, an actual case and controversy exists concerning the alleged infringement of one or more of Defendants' patents, the alleged

misappropriation of Defendants' purported trade secrets, and Ford's obligations pursuant to a 2004 agreement with Defendants.

9. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1391(b).

III. BACKGROUND FACTS

10. Ford incorporates the allegations of paragraphs 1-9.

Ford's Early Vehicle Configuration Software

11. Ford is an Original Equipment Manufacturer ("OEM") of automobiles.

12. Ford sells a wide range of vehicle lines in different vehicle categories, such as compact cars, SUVs, sedans and pick-up trucks. Each vehicle line in each category has many different configurations and options. For example, most vehicles are offered with more than one engine choice, more than one transmission choice, more than one wheel choice and several other configurations and options.

13. Not all vehicle components are compatible with one another. For example, a particular engine may not be compatible with a particular transmission. A particular transmission, however, may be compatible with several different (but not all) available engine selections.

14. Given the complexity and options available on a particular vehicle, millions of configurations are possible for each vehicle line.

15. Beginning in the 1990s, Ford developed the Marketing Feature Availability List (“MFAL”) and the “Product Feature Database” (“PFDB”) software to help Ford define and manage valid vehicle configurations within Ford.

Defendants’ Configuration Software

16. In October 1998, Ford licensed “SC Config” software from Defendants. The SC Config software proved incapable of handling the complexity and volume of data required to support Ford’s needs.

17. Thus, at the same time Ford licensed SC Config, Ford and Defendants entered into in a Contract Services Agreement (“CSA”) governing the development of customized software for Ford.

18. The CSA states that Ford either owns, or has a royalty-free license to reproduce the software deliverables and customizations for the SC Config software.

19. Between 1999 and 2004, Defendants and Ford jointly developed the “Automotive Configuration Manager” (“ACM”) pursuant to the CSA.

20. The ACM was an adaptation of SC Config for use within Ford. This was required due to the high levels of data volumes and the complexity of Ford's vehicle offerings.

21. Ford paid Defendants tens of millions of dollars for the ACM development services pursuant to the CSA.

22. In December 2004, Ford and Defendants entered into a Master Subscription and Services Agreement ("MSSA"), governing the licensing of, *inter alia*, the ACM software.

23. Similar to the CSA, the MSSA included provisions establishing Ford's ownership, or license to reproduce, deliverables created under the MSSA.

Defendants Unilaterally Declares The ACM Software "Obsolete" And Terminate Ford's Maintenance & Support For The ACM Software

24. In November 2010, Defendants informed Ford that the ACM software was "obsolete," and that Ford was required to license Defendants' new "cloud-based" computing platform going forward. For security reasons, Ford was not willing to move its proprietary vehicle configuration data off-premises to the "cloud," *i.e.*, the Internet.

25. Prior to these discussions, Defendants threatened Ford with termination of the license for the original ACM software if Ford refused to move to the "cloud-based" platform.

Explore Litigation Insights

Docket Alarm provides insights to develop a more informed litigation strategy and the peace of mind of knowing you're on top of things.

Real-Time Litigation Alerts



Keep your litigation team up-to-date with **real-time alerts** and advanced team management tools built for the enterprise, all while greatly reducing PACER spend.

Our comprehensive service means we can handle Federal, State, and Administrative courts across the country.

Advanced Docket Research



With over 230 million records, Docket Alarm's cloud-native docket research platform finds what other services can't. Coverage includes Federal, State, plus PTAB, TTAB, ITC and NLRB decisions, all in one place.

Identify arguments that have been successful in the past with full text, pinpoint searching. Link to case law cited within any court document via Fastcase.

Analytics At Your Fingertips



Learn what happened the last time a particular judge, opposing counsel or company faced cases similar to yours.

Advanced out-of-the-box PTAB and TTAB analytics are always at your fingertips.

API

Docket Alarm offers a powerful API (application programming interface) to developers that want to integrate case filings into their apps.

LAW FIRMS

Build custom dashboards for your attorneys and clients with live data direct from the court.

Automate many repetitive legal tasks like conflict checks, document management, and marketing.

FINANCIAL INSTITUTIONS

Litigation and bankruptcy checks for companies and debtors.

E-DISCOVERY AND LEGAL VENDORS

Sync your system to PACER to automate legal marketing.