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7
 8 UNITED STATES DISTRICT COURT
 9 NORTHERN DISTRICT OF CALIFORNIA

11 Carrum Health, Inc.,)	CASE NO.:
)	
12 Plaintiff,)	COMPLAINT FOR
)	DECLARATORY JUDGMENT OF
13 v.)	NON-INFRINGEMENT OF U.S.
)	PATENT NOS. 9,123,072; 11,030,665;
14 MDsave Shared Services, Inc. and MDsave, Inc.,)	11,244,370; 11,315,160; AND
)	11,341,556
15 Defendants.)	
)	DEMAND FOR JURY TRIAL
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1 Plaintiff Carrum Health, Inc. (“Carrum”) hereby seeks a declaratory judgment of non-
2 infringement of United States Patent Nos. 9,123,072; 11,030,665; 11,244,370; 11,315,160; and
3 11,341,556 as follows:

4 **NATURE OF THE ACTION**

5 1. This is an action for a declaratory judgment of non-infringement arising under the
6 patent laws of the United States, Title 35 of the United States Code. Carrum requests this relief
7 because Defendants MDsave Shared Services, Inc. and MDsave, Inc. (collectively, “MDsave”)
8 claim that Carrum infringes U.S. Patent Nos. 9,123,072 (the “’072 Patent”); 11,030,665 (the
9 “’665 Patent”); 11,244,370 (the “’370 Patent”); 11,315,160 (the “’160 Patent”); and 11,341,556
10 (the “’556 Patent”) (collectively, the “Asserted Patents”) by “offer[ing] a variety of services.”¹
11 MDsave’s affirmative allegations of infringement of the Asserted Patents has created a
12 justiciable controversy between Carrum and MDsave.

13 2. As a result of MDsave’s communication to Carrum of its intention to pursue
14 claims of infringement of the Asserted Patents against Carrum, Carrum is under reasonable
15 apprehension of suit by MDsave.

16 **PARTIES**

17 3. Plaintiff Carrum is a Delaware corporation with its principal place of business
18 located at 395 Oyster Point Boulevard, South San Francisco, California 94080.

19 4. On information and belief, Defendant MDsave Shared Services, Inc. is a
20 Delaware corporation with its principal place of business at 100 Winners Circle North, Suite 202,
21 Brentwood, Tennessee 37027.

22 5. On information and belief, Defendant MDsave, Inc. is a Delaware corporation
23 with its principal place of business at 100 Winners Circle North, Suite 202, Brentwood,
24 Tennessee 37027.

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¹ See, e.g., Ex. 1 at 60.

JURISDICTIONAL STATEMENT

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2 6. This action arises under the Declaratory Judgment Act, 28 U.S.C. § 2201, and
3 under the patent laws of the United States, 35 U.S.C. §§ 1-390.

4 7. This Court has subject matter jurisdiction over this action under 28 U.S.C.
5 §§ 1331, 1338(a), and 2201(a).

6 8. This Court has personal jurisdiction over MDsave. According to its public
7 statements, MDsave is “co-located in Brentwood, Tenn[essee], and San Francisco, Calif[ornia],”
8 which is in this District.² At least four MDsave employees are based in the San Francisco Bay
9 Area, including MDsave’s Chief Technology Officer, Product Management Lead, Principal
10 Software Engineer, and a UX Designer.³ On information and belief, MDsave also maintains
11 office space in San Francisco, California. MDsave is at home in this District and maintains
12 continuous and systematic contacts with this District, and therefore this District has personal
13 jurisdiction over MDsave.

14 9. In addition, this suit arises out of and relates to MDsave’s contacts with the State
15 of California and this District. MDsave’s Chief Technology Officer, who is located in San
16 Francisco, California, is a named inventor of the asserted ’160 Patent. MDsave has also alleged
17 that its web platform practices or implements each of the Asserted Patents.⁴ This MDsave web
18 platform has a dedicated page for California, inviting prospective users to “FIND
19 PROCEDURES IN CALIFORNIA,” listing doctors located in California, and inviting California
20 residents to “Ask your doctor to join MDsave” with a link to a flyer to provide to one’s doctor.⁵
21 The MDsave web platform further purports to be governed by “Terms & Conditions” directed to
22 California residents, providing: “If you are a resident of California, you specifically waive
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24 ² See, e.g., Ex. 2 (<https://www.linkedin.com/company/MDsave/>) at 1; Ex. 3
25 (<https://www.MDsave.com/media/MDsave-rated-klas-research>) at 2.

26 ³ Ex. 4.

27 ⁴ Ex. 1 at 10, 20, 29, 35, and 51.

28 ⁵ Ex. 5 (<https://www.MDsave.com/california>).

1 California Civil Code §1542, which states”⁶ In addition, on information and belief, aspects
2 of MDsave’s web platform, which MDsave contends practices the Asserted Patents, were
3 designed and developed in this District by MDsave employees.

4 10. Moreover, MDsave has purposely directed into California and this District its
5 enforcement activities regarding the Asserted Patents and related patents. On October 22, 2015,
6 counsel for MDsave sent a letter to Carrum at its offices in San Mateo in this District to the
7 attention of its Chief Executive Officer, who at the time lived and worked in this District and
8 continues to live and work in this District.⁷ The letter specifically referred to one of the Asserted
9 Patents and “recommend[ed] that Carrum Health carefully review MDsave’s issued patent and
10 their growing portfolio with counsel to assess whether the ‘072 patent or the recently allowed
11 ‘081 application are relevant to the online healthcare marketplace products and/or services that
12 Carrum Health is currently offering or developing.”⁸

13 11. On January 3, 2022, Liquidax Capital, LLC (“Liquidax”) issued a press release
14 that “it is now representing MDsave in the execution and program management of the company’s
15 patent and technology licensing program within the Direct-to-Consumer (DTC) healthcare
16 market.”⁹ The press release referred to MDsave’s “portfolio of intellectual property assets that
17 currently include nine (9) patent families and over twenty-five (25) patents and/or patents
18 pending,” and asserted that “Companies in the Direct-to-Consumer (DTC) Healthcare space may
19 not realize that they need to obtain a patent license from MDsave.”¹⁰

20 12. On January 7, 2022, Liquidax sent a letter to Carrum’s Chief Executive Officer in
21 San Mateo, California, in which it described itself as an “intellectual property (‘IP’) management
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23 ⁶ Ex. 6 (<https://www.mdsave.com/termsandconditions>) at 16.

24 ⁷ Ex. 7.

25 ⁸ *Id.* at 1-2.

26 ⁹ Ex. 8 ([https://www.einnews.com/pr_news/559698434/liquidax-partners-with-mdsave-to-
27 execute-patent-licensing-program-for-direct-to-consumer-dtc-healthcare-markets](https://www.einnews.com/pr_news/559698434/liquidax-partners-with-mdsave-to-
27 execute-patent-licensing-program-for-direct-to-consumer-dtc-healthcare-markets)) at 2.

28 ¹⁰ *Id.* at 3 & 4.

1 firm” that “exclusively represent[s] MDsave, Inc. and its sister organization MDsave Shared
2 Services, Inc. (together known as ‘MDsave’) in the administration of its business-to-business
3 patent and technology licensing programs.”¹¹ The letter further referred to Carrum “products and
4 services relating to an online marketplace in which transactions of medical services and
5 payments are facilitated” and alleged that the “Carrum solution is overlapping in specific areas
6 with the MDsave intellectual property portfolio.”¹² The letter attached a spreadsheet titled
7 “MDsave Shared Services Patent Portfolio” that listed each of the Asserted Patents or the patent
8 application that led to it.¹³ The January 7, 2022 letter asked Carrum to “review and discuss the
9 aforementioned patents with your technical and legal staff” and “get back to us as soon as
10 possible—ideally by January 21st, 2022.”¹⁴

11 13. On January 28, 2022, Carrum’s counsel responded to Liquidax requesting that all
12 correspondence regarding the matter be directed to counsel.¹⁵

13 14. On or around February 20, 2022, on behalf of MDsave, Liquidax provided to
14 Carrum a presentation asserting the “MDsave patent portfolio covers a variety of technology
15 concepts important to operate online healthcare services.”¹⁶ The presentation also asserted that
16 “Carrum Health is using MDsave’s patented technology.”¹⁷ The presentation specifically
17 discussed the ’072 Patent, asserted there was an “Implementation by MDsave,” and included
18 slides showing side-by-side claim language from the ’072 Patent with “Evidence from Carrum
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22 ¹¹ Ex. 9 at 1.

23 ¹² *Id.* at 2.

24 ¹³ *Id.* at 3-6.

25 ¹⁴ *Id.* at 2.

26 ¹⁵ Ex. 10.

27 ¹⁶ Ex. 11 at 3.

28 ¹⁷ *Id.* at 6.

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