

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

OPINIONLAB, INC.,)	Civil Action No. 13-CV-1574
)	
Plaintiff,)	(consolidated with Civil Action
)	No. 12-CV-5662)
v.)	
)	Judge Harry D. Leinenweber
QUALTRICS LABS, INC.,)	Magistrate Judge Jeffrey Cole
QUALTRICS, LLC,)	
)	JURY TRIAL DEMANDED
Defendants.)	

SECOND AMENDED COMPLAINT

Plaintiff OpinionLab, Inc. (hereinafter “Plaintiff or “OpinionLab”) by its counsel, Paul Hastings LLP, for its Second Amended Complaint for injunctive relief, damages, and attorneys’ fees and costs against Qualtrics Labs, Inc. and Qualtrics, LLC (hereinafter collectively “Defendant” or “Qualtrics Labs”) alleges as follows:

I. NATURE OF THE ACTION

1. This is a case for willful patent infringement under the Patent Act, 35 U.S.C. § 1, *et seq.*
2. Plaintiff OpinionLab is a pioneer and industry leader in assisting international corporations, prestigious institutions of higher learning, and numerous public service agencies in collecting and analyzing data regarding consumer experiences with respect to websites, mobile platforms, “brick-and-mortar” stores, and consumer products and services. OpinionLab has a stellar reputation, has received numerous awards, and is widely regarded as one of the most sophisticated and advanced businesses operating in this highly competitive technological space.

OpinionLab owns numerous patents, copyrights, and trademarks, and zealously guards and enforces those intellectual proprietary rights against infringers.

3. Defendant Qualtrics Labs is in direct competition with OpinionLab. OpinionLab has become aware that Qualtrics Labs, in providing its competing services to several companies and their websites, including sears.com and others, and has intentionally and willfully infringed numerous of OpinionLab's United States Patents. In so doing, Qualtrics Labs intentionally and willfully copied, or induced its customers to copy, OpinionLab's proprietary, Internet-based software code representing particular embodiments of at least portions of its patented technology.

4. OpinionLab seeks permanent injunctive relief and damages, attorneys' fees, and all other relief available at law or equity.

II. PARTIES, JURISDICTION, AND VENUE

5. OpinionLab is a Delaware corporation with its principal place of business in this judicial district located at 600 Central Ave., Suite 265, Highland Park, Illinois. OpinionLab is duly registered to conduct business in Illinois.

6. Qualtrics Labs, Inc. is a Utah corporation with its principal place of business located at 1377 S. 1140 E, Orem, Utah.

7. Qualtrics, LLC is a Delaware limited liability company with its principal place of business located at 400 W. Qualtrics Dr., Ste. 100, Provo, Utah. On information and belief, Qualtrics, LLC is owned, in part, by Qualtrics Labs, Inc. and is the operating entity that maintains ownership and control of the Qualtrics Labs' products identified herein.

8. This action arises under the patent laws of the United States pursuant to 35 U.S.C. § 1, *et seq.* This Court has subject matter jurisdiction under 28 U.S.C. §§ 1331 and 1338(a).

9. On information and belief, Qualtrics Labs is subject to this Court's jurisdiction because it has transacted business in the District and in the State of Illinois. Specifically, Qualtrics Labs either directly and/or through intermediaries ships, distributes, offers for sale, and sells (including via the provision of such services over the Internet) infringing products and services in this District to Sears Holdings Management Corporation, as well as others.

10. Venue is proper in this district under 28 U.S.C. § 1391.

III. FACTS SUPPORTING CAUSES OF ACTION

A. OpinionLab and Its Intellectual Property Rights

11. OpinionLab provides online user feedback and web page analytics to clients located throughout the world. OpinionLab's "Online User Feedback Technology" allows OpinionLab to collect and analyze data gathered from consumers regarding their online experiences with respect to a given website. Hundreds of clients license the Online User Feedback Technology from OpinionLab because of its known track record of assisting companies to dramatically improve their online offerings and enhance the end user's overall website experience.

12. OpinionLab has been operating for over a decade in this technological space. OpinionLab's Online User Feedback Technology has been the subject of numerous awards, noted industry recognitions, and positive commentary by third parties and clients alike. For example, an article in Crain's Chicago Business listed OpinionLab as second in Chicago-based companies with the most impressive patent portfolios. A true and correct copy of the article as it appears on www.chicagobusiness.com is attached hereto as Exhibit A.

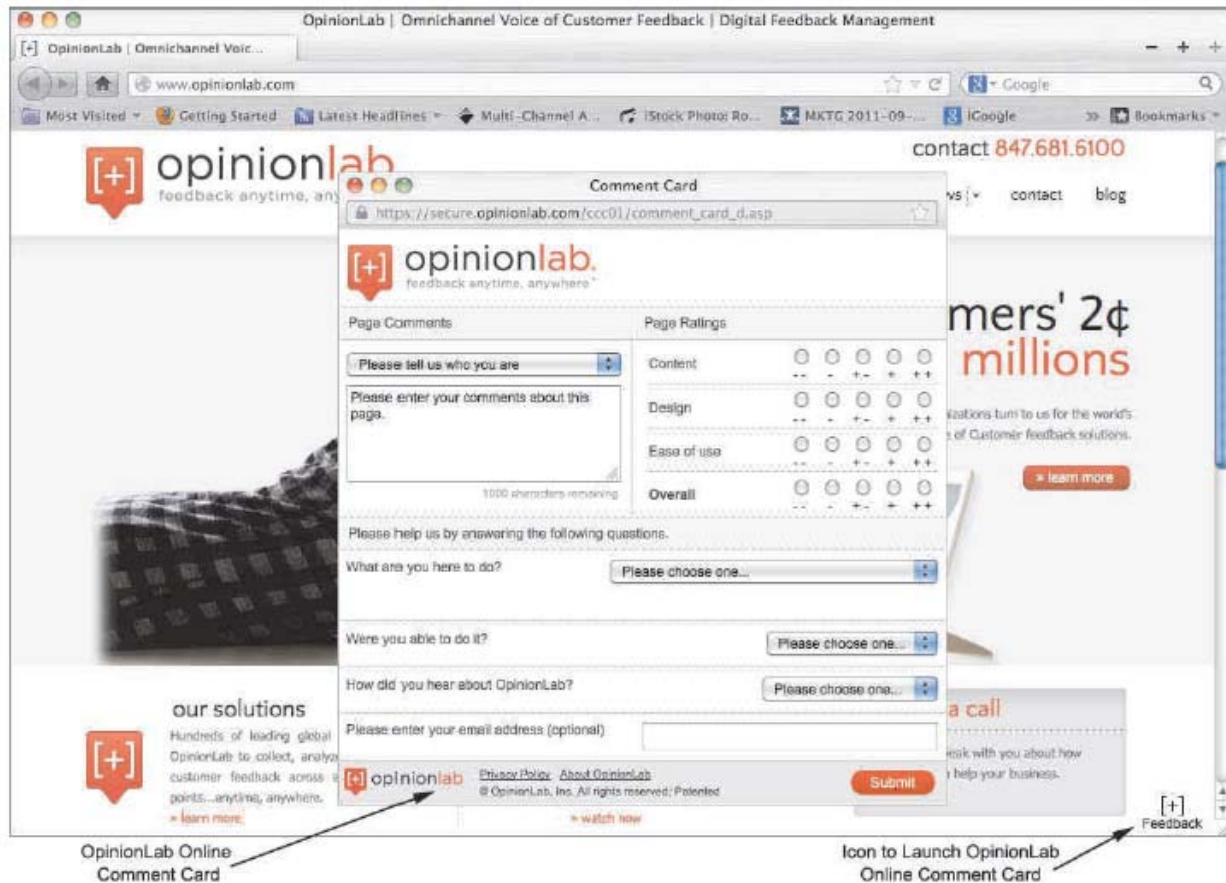
13. Many of OpinionLab's clients are "Fortune 500" companies with extensive business operations throughout the world. Nearly half of the "Fortune 50" companies are OpinionLab clients.

14. The central component of OpinionLab's Online User Feedback Technology includes OpinionLab's proprietary JavaScript OnlineOpinion Computer Software Code (the "OpinionLab OnlineOpinion Software Code") authored by OpinionLab employees and owned by OpinionLab. OpinionLab registered the copyright in the original version of the OpinionLab OnlineOpinion Software Code, as well as subsequent updates and enhancements thereto. True and correct copies of the U.S. Copyright Registrations corresponding to the OnlineOpinion Software Code are attached hereto as Exhibit B. These U.S. Copyright Registrations include the code blatantly copied by Qualtrics Labs, or its customers through its inducement, as described herein.

15. Another important component of OpinionLab's Online User Feedback Technology is the "[+]" interactive feedback icons that are placed on OpinionLab's customers' websites. By clicking on a [+] feedback icon, the end user launches the OpinionLab electronic comment card. Due to the widespread licensed use of OpinionLab's Online User Feedback Technology (including the [+] feedback icons), the [+] feedback icons are ubiquitous and appear prominently on some of the most heavily-visited websites in the world. The [+] feedback icons appear as a static [+] image or a rotating [+] image. The [+] feedback icons are federally registered trademarks with the United States Patent and Trademark Office and bear U.S. Trademark Registration Nos. 3,665,615 and 3,014,484. U.S. Trademark Registration No. 3,014,484 is incontestable and, as such, is conclusive evidence of OpinionLab's ownership of the mark, among other things. True and correct copies of the Certificates of Registration for the [+]

feedback icons are attached hereto as Exhibit C. The [+] feedback icons represent the tremendous goodwill and reputation of OpinionLab and its Online User Feedback Technology.

16. One common example illustrating how OpinionLab's Online User Feedback Technology operates can be seen on the OpinionLab website, www.opinionlab.com. The OpinionLab electronic comment card is opened by an end user by clicking on the [+] feedback icon on the right side of the web page, as depicted in the following screen shot:



17. The user then provides feedback on the web page through the OpinionLab electronic comment card, which OpinionLab then analyzes for reporting to the operator of the website (e.g., OpinionLab itself in this example).

18. The OpinionLab OnlineOpinion Software Code generates the "look and feel" of the OpinionLab electronic comment card. OpinionLab has expended a considerable amount of

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