

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

ALMONDNET, INC., and INTENT IQ, LLC,

Plaintiffs,

v.

FREEWHEEL MEDIA, INC. and
BEESWAX.IO CORP.,

Defendants.

Case No.

JURY TRIAL DEMANDED

**COMPLAINT FOR PATENT INFRINGEMENT AGAINST
FREEWHEEL MEDIA, INC. AND BEESWAX.IO CORP.**

This is an action for patent infringement arising under the Patent Laws of the United States of America, 35 U.S.C. § 1 *et seq.*, in which Plaintiffs AlmondNet, Inc. and Intent IQ, LLC (collectively, “AlmondNet” or “Plaintiffs”) make the following allegations against Defendants FreeWheel Media, Inc. and Beeswax.io Corp. (collectively, “Defendants,” or “FreeWheel”):

INTRODUCTION AND PARTIES

1. This complaint arises from Defendants’ unlawful infringement of the following United States patents owned by Plaintiffs, which generally relate to novel internet / network based advertising systems and methods: United States Patent Nos. 11,949,962, 8,566,164, 8,595,069, and 10,321,198 (collectively, the “Asserted Patents”). Plaintiffs own all right, title, and interest in the Asserted Patents to file this case.

2. AlmondNet, Inc. is a corporation organized and existing under the laws of the state of Delaware, having its place of business at 37-18 Northern Blvd. Suite 404, Long Island City, NY, 11101. Intent IQ, LLC is a Delaware limited liability company, having its place of business

at 37-18 Northern Blvd. Suite 404, Long Island City, NY, 11101. AlmondNet, Inc. and Intent IQ, LLC, are collectively referred herein as the “Plaintiffs.”

3. Founded in 1998, AlmondNet has developed an extensive suite of industry-leading targeted advertising solutions and products, is focused on R&D and the licensing of its extensive portfolio of enabling technology and intellectual property covering numerous areas of the targeting landscape and ecosystem, including profile-based bidding, behavioral targeting, online and offline data monetization, addressable advertising, and multi-platform advertising.

4. Intent IQ is a leading company in the field of cross-device-based ad targeting, retargeting, audience extension, and attribution. IIQ’s “Dynamic Device Map” identifies a given user across multiple device types, including laptops, desktops, smartphones, tablets, and televisions, so as to assist advertisers in delivering targeted ads to consumers on all of their screens. Intent IQ can facilitate ad targeting based on profile data aggregated from activity on any of a user’s screens, as well as measure the impact of previously delivered ads on the same or different screen.

5. FreeWheel Media, Inc. is a corporation organized under the laws of the state of Delaware, with its principal place of business at 1407 Broadway, 12th floor, New York, NY 10018. FreeWheel Media, Inc. may be served via its Delaware registered agent The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801.

6. Beeswax.io Corp. is a corporation organized under the laws of the state of Delaware, with its principal place of business at 1407 Broadway, New York, NY 10018. Beeswax.io Corp. may be served via its Delaware registered agent The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801. On information and belief, FreeWheel Media, Inc. acquired Beeswax.io Corp. in 2021.

JURISDICTION AND VENUE

7. This action arises under the patent laws of the United States, Title 35 of the United States Code. This Court has original subject matter jurisdiction pursuant to 28 U.S.C. §§ 1331 and 1338(a).

8. This Court has personal jurisdiction over Defendants in this action because Defendants are incorporated under the laws of the state of Delaware, have committed acts within this District giving rise to this action, and have established minimum contacts with this forum such that the exercise of jurisdiction over Defendants would not offend traditional notions of fair play and substantial justice. Defendants, directly and through subsidiaries or intermediaries, have committed and continue to commit acts of infringement in this District by, among other things, importing, offering to sell, and selling products and services that infringe the Asserted Patents.

9. Venue is proper in this District because Defendants are incorporated under the laws of the State of Delaware.

FACTUAL ALLEGATIONS

10. AlmondNet placed Defendants on notice of the Asserted Patents.

11. On July 24, 2019, AlmondNet sent a communication to Beeswax.io Corp. identifying how Beeswax infringes numerous patents in AlmondNet's portfolio, and explaining how Beeswax could contact AlmondNet to discuss licensing AlmondNet's patent portfolio. No resolution was reached as a result of this communication.

12. On October 25, 2019, AlmondNet sent another communication to Beeswax again indicating that Beeswax infringes numerous patents in AlmondNet's portfolio and again explaining how Beeswax could contact AlmondNet to discuss licensing that portfolio. Again, no resolution was reached.

13. FreeWheel Media, Inc. subsequently acquired Beeswax.io Corp. in 2021.

14. FreeWheel was further put on notice of AlmondNet's patent portfolio, including the Asserted Patents, at least as a result of discussions between AlmondNet and Freewheel in 2018 regarding AlmondNet's cross-device advertising technology, during which AlmondNet put FreeWheel on notice of AlmondNet's patent portfolio.

COUNT I

INFRINGEMENT OF U.S. PATENT NO. 11,949,962

15. Plaintiffs reallege and incorporate by reference the foregoing paragraphs as if fully set forth herein.

16. Plaintiffs own all rights, title, and interest in U.S. Patent No. 11,949,962, titled "method and computer system using proxy IP addresses and PII in measuring ad effectiveness across devices," issued on April 2, 2024 ("the '962 patent"). A true and correct copy of the '962 patent is attached as Exhibit 1.

17. On information and belief, Defendants make, use, offer for sale, sell, and/or import the Accused Instrumentalities (including FreeWheel's advertising platform products and services) that directly infringe, literally and/or under the doctrine of equivalents, one or more method claims of the '962 patent.

18. The infringement of the '962 patent is also attributable to Defendants. Defendants and/or users of the Accused Instrumentalities direct and control use of the Accused Instrumentalities to perform acts that result in infringement of the '962 patent, conditioning benefits on participation in the infringement and establishing the timing and manner of the infringement.

19. Defendants' infringement has been and is willful. Through at least the filing and service of this Complaint, Defendants have had knowledge of, or were willfully blind to, the '962 patent and that the Accused Instrumentalities infringed. Despite Defendants' knowledge of or willful blindness to the '962 patent at least as a result of the filing and service of this Complaint, Defendants continued and still continue to infringe the '962 patent. In doing so, Defendants knew, or should have known, that their conduct amounted to infringement of the '962 patent. Accordingly, Defendants are liable for willful infringement.

20. Defendants also knowingly and intentionally induce infringement of claims of the '962 patent in violation of 35 U.S.C. § 271(b). Through at least the filing and service of this Complaint, Defendants have had knowledge of the '962 patent and the infringing nature of the Accused Instrumentalities. Despite this knowledge of the '962 patent, Defendants continue to make, use, offer for sale, sell, and/or import the Accused Instrumentalities, and to actively encourage and instruct customers and other companies to make, use, offer for sale, sell, and/or import the Accused Instrumentalities in ways that directly infringe the '962 patent. Defendants do so intending that their customers and end users will commit these infringing acts.

21. Defendants have also infringed, and continue to infringe, one or more method claims of the '962 patent by offering to commercially distribute, commercially distributing, making, and/or importing the Accused Instrumentalities, which are used in practicing the process of the patent, and constitute a material part of the invention. Defendants have knowledge of or are willfully blind to the components in the Accused Instrumentalities being especially made or especially adapted for use in infringement of the patent, not a staple article, and not a commodity of commerce suitable for substantial noninfringing use. Accordingly, Defendants have been, and currently are, contributorily infringing the '962 patent, in violation of 35 U.S.C. § 271(c).

22. The Accused Instrumentalities perform all claim limitations of one or more method claims of the '962 patent. A claim chart comparing independent method claim 1 of the '962 patent to a representative Accused Instrumentalities is attached as Exhibit 2, which is hereby incorporated by reference in its entirety.

23. By making, using, offering for sale, selling and/or importing into the United States the Accused Instrumentalities, Defendants have injured Plaintiffs and is liable for infringement of the '962 patent pursuant to 35 U.S.C. § 271.

24. As a result of Defendants' infringement of the '962 patent, Plaintiffs are entitled to monetary damages in an amount adequate to compensate for Defendants' infringement, but in no event less than a reasonable royalty for the use made of the invention by Defendants, together with interest and costs as fixed by the Court.

25. Plaintiffs are entitled to past damages for Defendants' infringement of the '962 patent. 35 U.S.C. § 287 does not apply to this case because Plaintiffs have only asserted method claims of the '962 patent.

26. Defendants' infringing activities have injured and will continue to injure Plaintiffs, unless and until this Court enters an injunction prohibiting further infringement of the '962 patent, and, specifically, enjoining further manufacture, use, sale, importation, and/or offers for sale that come within the scope of the patent claims.

COUNT II

INFRINGEMENT OF U.S. PATENT NO. 8,566,164

27. Plaintiffs reallege and incorporate by reference the foregoing paragraphs as if fully set forth herein.

28. Plaintiffs own all rights, title, and interest in U.S. Patent No. 8,566,164, titled “targeted online advertisements based on viewing or interacting with television advertisements,” issued on October 22, 2013 (“the ’164 patent”). A true and correct copy of the ’164 patent is attached as Exhibit 3.

29. On information and belief, Defendants make, use, offer for sale, sell, and/or import the Accused Instrumentalities (including FreeWheel’s advertising platform products and services) that directly infringe, literally and/or under the doctrine of equivalents, one or more method claims of the ’164 patent.

30. The infringement of the ’164 patent is also attributable to Defendants. Defendants and/or users of the Accused Instrumentalities direct and control use of the Accused Instrumentalities to perform acts that result in infringement of the ’164 patent, conditioning benefits on participation in the infringement and establishing the timing and manner of the infringement.

31. Defendants’ infringement has been and is willful. Defendants knew of, or were willfully blind to, the ’164 patent and that the Accused Instrumentalities infringed it long before this suit was filed. For example, AlmondNet and Defendants communicated, e.g., in the 2018-2019 time frame, regarding AlmondNet’s patent portfolio and Defendants infringement of it. In these discussions, AlmondNet notified Defendants of the ’164 patent at least as early as July 24, 2019. Despite Defendant’s knowledge of or willful blindness to the ’164 patent as a result of the 2018-2019 communications as well as the filing of this complaint, Defendants continued and still continue to infringe the ’164 patent. In doing so, Defendants knew, or should have known, that their conduct amounted to infringement of the ’164 patent. Accordingly, Defendants are liable for willful infringement.

32. Defendants also knowingly and intentionally induce infringement of claims of the '164 patent in violation of 35 U.S.C. § 271(b). Defendants have had knowledge of, or were willfully blind to, the '164 patent and the infringing nature of the Accused Instrumentalities at least as early as July 24, 2019 when they received AlmondNet's communication identifying the '164 patent and explaining that Defendants infringe numerous patents in AlmondNet's portfolio, as set forth above. Despite this knowledge of or willful blindness to the '164 patent as a result of the 2018-2019 communications as well as the filing of this complaint, Defendants continued and still continue to actively encourage and instruct their customers and end users (for example, through user manuals and online instruction materials on their website) to use the Accused Instrumentalities in ways that directly infringe the '164 patent. Defendants did and do so intending that their customers and end users will commit these infringing acts. Defendants also continued and still continue to make, use, offer for sale, sell, and/or import the Accused Instrumentalities, despite their knowledge of the '164 patent, thereby specifically intending for and inducing their customers to infringe the '164 patent through the customers' normal and customary use of the Accused Instrumentalities.

33. Defendants have also infringed, and continue to infringe, claims of the '164 patent by offering to commercially distribute, commercially distributing, making, and/or importing the Accused Instrumentalities, which are used in practicing the process, or using the systems, of the patent, and constitute a material part of the invention. Defendants have knowledge of or are willfully blind to the components in the Accused Instrumentalities being especially made or especially adapted for use in infringement of the patent, not a staple article, and not a commodity of commerce suitable for substantial noninfringing use. Accordingly, Defendants have been, and currently are, contributorily infringing the '164 patent, in violation of 35 U.S.C. § 271(c).

34. The Accused Instrumentalities perform all claim limitations of one or more method claims of the '164 patent. A claim chart comparing independent method claim 1 of the '164 patent to a representative Accused Instrumentalities is attached as Exhibit 4, which is hereby incorporated by reference in its entirety.

35. By making, using, offering for sale, selling and/or importing into the United States the Accused Instrumentalities, Defendants have injured Plaintiffs and is liable for infringement of the '164 patent pursuant to 35 U.S.C. § 271.

36. As a result of Defendants' infringement of the '164 patent, Plaintiffs are entitled to monetary damages in an amount adequate to compensate for Defendants' infringement, but in no event less than a reasonable royalty for the use made of the invention by Defendants, together with interest and costs as fixed by the Court.

37. Plaintiffs are entitled to past damages for Defendants' infringement of the '164 patent. 35 U.S.C. § 287 does not apply to this case because Plaintiffs have only asserted method claims of the '164 patent.

38. Defendants' infringing activities have injured and will continue to injure Plaintiffs, unless and until this Court enters an injunction prohibiting further infringement of the '164 patent, and, specifically, enjoining further manufacture, use, sale, importation, and/or offers for sale that come within the scope of the patent claims.

COUNT III

INFRINGEMENT OF U.S. PATENT NO. 8,595,069

39. Plaintiffs reallege and incorporate by reference the foregoing paragraphs as if fully set forth herein.

40. Plaintiffs own all rights, title, and interest in U.S. Patent No. 8,595,069, titled “systems and methods for dealing with online activity based on delivery of a television advertisement,” issued on November 26, 2013 (“the ’069 patent”). A true and correct copy of the ’069 patent is attached as Exhibit 5.

41. On information and belief, Defendants make, use, offer for sale, sell, and/or import the Accused Instrumentalities (including FreeWheel’s advertising platform products and services) that directly infringe, literally and/or under the doctrine of equivalents, one or more method claims of the ’069 patent.

42. The infringement of the ’069 patent is also attributable to Defendants. Defendants and/or users of the Accused Instrumentalities direct and control use of the Accused Instrumentalities to perform acts that result in infringement of the ’069 patent, conditioning benefits on participation in the infringement and establishing the timing and manner of the infringement.

43. Defendants’ infringement has been and is willful. Defendants knew of, or were willfully blind to, the ’069 patent and that the Accused Instrumentalities infringed it long before this suit was filed. For example, AlmondNet and Defendants communicated, e.g., in the 2018-2019 time frame, regarding AlmondNet’s patent portfolio and Defendants infringement of it. In these discussions, AlmondNet notified Defendants of the ’069 patent at least as early as July 24, 2019. Despite Defendants’ knowledge of or willful blindness to the ’069 patent as a result of the 2018-2019 communications as well as the filing of this complaint, Defendants continued and still continue to infringe the ’069 patent. In doing so, Defendants knew, or should have known, that their conduct amounted to infringement of the ’069 patent. Accordingly, Defendants are liable for willful infringement.

44. Defendants also knowingly and intentionally induce infringement of claims of the '069 patent in violation of 35 U.S.C. § 271(b). Defendants have had knowledge of, or were willfully blind to, the '069 patent and the infringing nature of the Accused Instrumentalities at least as early as July 24, 2019 when they received AlmondNet's communication identifying the '069 patent and explaining that Defendants infringe numerous patents in AlmondNet's portfolio, as set forth above. Despite this knowledge of or willful blindness to the '069 patent as a result of the 2018-2019 communications as well as the filing of this complaint, Defendants continued and still continue to actively encourage and instruct their customers and end users (for example, through user manuals and online instruction materials on their website) to use the Accused Instrumentalities in ways that directly infringe the '069 patent. Defendants did and do so intending that their customers and end users will commit these infringing acts. Defendants also continued and still continue to make, use, offer for sale, sell, and/or import the Accused Instrumentalities, despite their knowledge of the '069 patent, thereby specifically intending for and inducing their customers to infringe the '069 patent through the customers' normal and customary use of the Accused Instrumentalities.

45. Defendants have also infringed, and continue to infringe, claims of the '069 patent by offering to commercially distribute, commercially distributing, making, and/or importing the Accused Instrumentalities, which are used in practicing the process, or using the systems, of the patent, and constitute a material part of the invention. Defendants have knowledge of or are willfully blind to the components in the Accused Instrumentalities being especially made or especially adapted for use in infringement of the patent, not a staple article, and not a commodity of commerce suitable for substantial noninfringing use. Accordingly, Defendants have been, and currently are, contributorily infringing the '069 patent, in violation of 35 U.S.C. § 271(c).

46. The Accused Instrumentalities perform all claim limitations of one or more method claims of the '069 patent. A claim chart comparing independent method claim 1 of the '069 patent to a representative Accused Instrumentalities is attached as Exhibit 6, which is hereby incorporated by reference in its entirety.

47. By making, using, offering for sale, selling and/or importing into the United States the Accused Instrumentalities, Defendants have injured Plaintiffs and is liable for infringement of the '069 patent pursuant to 35 U.S.C. § 271.

48. As a result of Defendants' infringement of the '069 patent, Plaintiffs are entitled to monetary damages in an amount adequate to compensate for Defendants' infringement, but in no event less than a reasonable royalty for the use made of the invention by Defendants, together with interest and costs as fixed by the Court.

49. Plaintiffs are entitled to past damages for Defendants' infringement of the '069 patent. 35 U.S.C. § 287 does not apply to this case because Plaintiffs have only asserted method claims of the '069 patent.

50. Defendants' infringing activities have injured and will continue to injure Plaintiffs, unless and until this Court enters an injunction prohibiting further infringement of the '069 patent, and, specifically, enjoining further manufacture, use, sale, importation, and/or offers for sale that come within the scope of the patent claims.

COUNT IV

INFRINGEMENT OF U.S. PATENT NO. 10,321,198

51. Plaintiffs reallege and incorporate by reference the foregoing paragraphs as if fully set forth herein.

52. Plaintiffs own all rights, title, and interest in U.S. Patent No. 10,321,198, titled “systems and methods for dealing with online activity based on delivery of a television advertisement,” issued on June 11, 2019 (“the ’198 patent”). A true and correct copy of the ’198 patent is attached as Exhibit 7.

53. On information and belief, Defendants make, use, offer for sale, sell, and/or import the Accused Instrumentalities (including FreeWheel’s advertising platform products and services) that directly infringe, literally and/or under the doctrine of equivalents, one or more method claims of the ’198 patent.

54. The infringement of the ’198 patent is also attributable to Defendants. Defendants and/or users of the Accused Instrumentalities direct and control use of the Accused Instrumentalities to perform acts that result in infringement of the ’198 patent, conditioning benefits on participation in the infringement and establishing the timing and manner of the infringement.

55. Defendants’ infringement has been and is willful. Defendants knew of, or were willfully blind to, the ’198 patent and that the Accused Instrumentalities infringed it long before this suit was filed. For example, AlmondNet and Defendants communicated, e.g., in the 2018-2019 time frame, regarding AlmondNet’s patent portfolio and Defendants infringement of it. In these discussions, AlmondNet notified Defendants of the ’198 patent at least as early as July 24, 2019. Despite Defendants’ knowledge of or willful blindness to the ’198 patent as a result of the 2018-2019 communications as well as the filing of this complaint, Defendants continued and still continue to infringe the ’198 patent. In doing so, Defendants knew, or should have known, that their conduct amounted to infringement of the ’198 patent. Accordingly, Defendants are liable for willful infringement.

56. Defendants also knowingly and intentionally induce infringement of claims of the '198 patent in violation of 35 U.S.C. § 271(b). Defendants have had knowledge of, or were willfully blind to, the '198 patent and the infringing nature of the Accused Instrumentalities at least as early as July 24, 2019 when they received AlmondNet's communication identifying the '198 patent and explaining that Defendants infringe numerous patents in AlmondNet's portfolio, as set forth above. Despite this knowledge of or willful blindness to the '198 patent as a result of the 2018-2019 communications as well as the filing of this complaint, Defendants continued and still continue to actively encourage and instruct their customers and end users (for example, through user manuals and online instruction materials on their website) to use the Accused Instrumentalities in ways that directly infringe the '198 patent. Defendants did and do so intending that their customers and end users will commit these infringing acts. Defendants also continued and still continue to make, use, offer for sale, sell, and/or import the Accused Instrumentalities, despite their knowledge of the '198 patent, thereby specifically intending for and inducing their customers to infringe the '198 patent through the customers' normal and customary use of the Accused Instrumentalities.

57. Defendants have also infringed, and continue to infringe, claims of the '198 patent by offering to commercially distribute, commercially distributing, making, and/or importing the Accused Instrumentalities, which are used in practicing the process, or using the systems, of the patent, and constitute a material part of the invention. Defendants have knowledge of or are willfully blind to the components in the Accused Instrumentalities being especially made or especially adapted for use in infringement of the patent, not a staple article, and not a commodity of commerce suitable for substantial noninfringing use. Accordingly, Defendants have been, and currently are, contributorily infringing the '198 patent, in violation of 35 U.S.C. § 271(c).

58. The Accused Instrumentalities perform all claim limitations of one or more method claims of the '198 patent. A claim chart comparing independent method claim 1 of the '198 patent to a representative Accused Instrumentalities is attached as Exhibit 8, which is hereby incorporated by reference in its entirety.

59. By making, using, offering for sale, selling and/or importing into the United States the Accused Instrumentalities, Defendants have injured Plaintiffs and is liable for infringement of the '198 patent pursuant to 35 U.S.C. § 271.

60. As a result of Defendants' infringement of the '198 patent, Plaintiffs are entitled to monetary damages in an amount adequate to compensate for Defendants' infringement, but in no event less than a reasonable royalty for the use made of the invention by Defendants, together with interest and costs as fixed by the Court.

61. Plaintiffs are entitled to past damages for Defendants' infringement of the '198 patent. 35 U.S.C. § 287 does not apply to this case because Plaintiffs have only asserted method claims of the '198 patent.

62. Defendants' infringing activities have injured and will continue to injure Plaintiffs, unless and until this Court enters an injunction prohibiting further infringement of the '198 patent, and, specifically, enjoining further manufacture, use, sale, importation, and/or offers for sale that come within the scope of the patent claims.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs respectfully request that this Court enter:

- a. A judgment in favor of Plaintiffs that Defendants have infringed, either literally and/or under the doctrine of equivalents, each of the Asserted Patents;
- b. A permanent injunction prohibiting Defendants from further acts of infringement

- of the Asserted Patents;
- c. A judgment and order requiring Defendants to pay Plaintiffs their damages, costs, expenses, and pre-judgment and post-judgment interest for Defendants' infringement of the Asserted Patents;
 - d. A judgment and order requiring Defendants to provide an accounting and to pay supplemental damages to Plaintiffs, including without limitation, pre-judgment and post-judgment interest;
 - e. A judgment and order finding that this is an exceptional case within the meaning of 35 U.S.C. § 285 and awarding to Plaintiffs their reasonable attorneys' fees against Defendant; and
 - f. Any and all other relief as the Court may deem appropriate and just under the circumstances.

DEMAND FOR JURY TRIAL

Plaintiffs, under Rule 38 of the Federal Rules of Civil Procedure, request a trial by jury of any issues so triable by right.

Dated: November 15, 2024

Respectfully submitted,

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