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Attorney Docket No. 16222U-009400US



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OMB No. 0651-0027 (exp. 5/31/2002)

Sheet

U.S. Department of Commerce
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Tab settings

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

Lynn Kemper
Akshey "Shawn" Vij
Robin O'Connell

2. Name and address of receiving party(ies)

Name: Visa U.S.A.

Internal Address: _____

Street Address: 900 Metro Center Boulevard

City: San Mateo State: CA ZIP: 94404

Additional name(s) of conveying parties attached? Yes No.

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: _____

Additional names and addresses attached? Yes No

Execution Date: March 5, 2002

4. Application number(s) or patent number(s).

If this document is being filed together with a new application, the execution date of the application is: March 5, 2002

A. Patent Application No(s):

B. Patent No(s):

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Philip H. Albert
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200

6. Total number of applications and patents involved 1

7. Total fee (37 CFR 3.41): -----\$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 20-1430

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true of copy of the original document.

Philip H. Albert
Name of Person Signing
Atty. Reg. No. 35,819

March 5, 2002
Date

Total number of pages including cover sheet, attachments and document 3

Mail documents to be recorded with required cover to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

03/19/2002 6TON11 00000017 201430 10093002

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PATENT
REEL: 012679 FRAME: 0551

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JCS997 U.S. PTO

ASSIGNMENT OF PATENT APPLICATION

JOINT

WHEREAS, Lynn Kemper of 765 Knoll Drive, San Carlos, CA 94070; Akshey "Shawn" Vij of 116 Hilary Avenue, Mountain View, CA 94040; Robin O'Connell of 171 19th Avenue Apt. #7, San Francisco, CA 94121; hereinafter referred to as "Assignors," are the inventors of the invention described and set forth in the below-identified application for United States Letters Patent:

Title of Invention: **SYSTEM FOR PERSONAL AUTHORIZATION
CONTROL FOR CARD TRANSACTIONS**

Date(s) of execution of Declaration: **March 5, 2002**

Filing Date: **Herewith; and**

WHEREAS, Visa U.S.A., located at 900 Metro Center Blvd., San Mateo, CA, 94404, hereinafter referred to as "ASSIGNEE," is desirous of acquiring an interest in the invention and application and in any U.S. Letters Patent and Registrations which may be granted on the same;

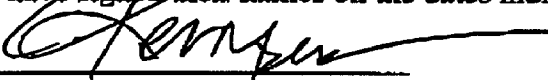
For good and valuable consideration, receipt of which is hereby acknowledged by Assignors, Assignors have assigned, and by these presents do assign to Assignee all right, title and interest in and to the invention and application and to all foreign counterparts (including patent, utility model and industrial designs), and in and to any Letters Patent and Registrations which may hereafter be granted on the same in the United States and all countries throughout the world, and to claim the priority from the application as provided by the Paris Convention. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignors had this Assignment not been made, for the full term of any Letters Patent and Registrations which may be granted thereon, or of any division, renewal, continuation in whole or in part, substitution, conversion, reissue, prolongation or extension thereof.

Assignors further agree that they will, without charge to Assignee, but at Assignee's expense, (a) cooperate with Assignee in the prosecution of U.S. Patent applications and foreign counterparts on the invention and any improvements, (b) execute, verify, acknowledge and deliver all such further papers, including patent applications and instruments of transfer, and (c) perform such other acts as Assignee lawfully may request to obtain or maintain Letters Patent and Registrations for the invention and improvements in any and all countries, and to vest title thereto in Assignee, or Assignee's successors and assigns.

Assignors hereby authorize and request Townsend and Townsend and Crew LLP, Two Embarcadero Center, 8th Floor, San Francisco, CA 94111-3834, to insert herein above the application number and filing date of said application when known.

IN TESTIMONY WHEREOF, Assignors have signed their names on the dates indicated.

Dated: 3/5/02



Lynn Kemper

Dated: 3/5/02



Akshey "Shawn" Vij

Dated: 3/5/02



Robin O'Connell