

Form PTO-1595  
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Sheet

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

1. Name of conveying party(ies):  
Paul Spaeth, Douglas Jones and Adam Creighton

2. Name and address of receiving party(ies)  
Name: Visa U.S.A. **7-3103**  
Street Address: 123 Mission Street

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

City: San Francisco State: CA ZIP: 94105

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other:  
Execution Date: July 1, 4, and 11, 2003

Additional name(s) and address(es) attached?  Yes  No

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:  
A. Patent Application No(s): 10/402,917  
B. Patent No(s):  
Additional numbers attached?  Yes  No

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5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Horace H. Ng  
TOWNSEND AND TOWNSEND AND CREW LLP  
Two Embarcadero Center, 8<sup>th</sup> Floor  
San Francisco, California 94111-3834  
(415) 576-0200

6. Total number of applications and patents involved  
7. Total fee (37 CFR 3.41): -----\$40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: **20-1430**  
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9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*  
Horace H. Ng  
Name of Person Signing  
Atty. Reg. No. 39,315  
  
Signature  
7/28/03  
Date  
Total number of pages including cover sheet, attachments and documents: 3

Mail documents to be recorded with required cover sheet information to:

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**ASSIGNMENT OF PATENT APPLICATION**

JOINT

WHEREAS, Paul Spaeth of 233 Eagle Trace Drive, Half Moon Bay, CA 94019; Douglas Jones of 138 Cole Street, San Francisco, CA 94117 and Adam Creighton of 2304 Frontier Trail, Round Rock, TX 78681 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:           METHOD AND SYSTEM FOR IMPLEMENTING A  
LOYALTY MERCHANT COMPONENT

Date(s) of execution of Declaration: July 1, 4, and 11, 2003

Filing Date:                 March 27, 2003

Application No.:             10/402,917; and

WHEREAS, Visa U.S.A., Inc. located at 123 Mission Street, San Francisco, CA 94105, 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, 8<sup>th</sup> Floor, San Francisco, CA 94111-3834, to insert herein above the dates of execution of the Declaration and the application number and filing date of said application when known.

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

Dated: 7/11/03

*Paul Spach*  
Paul Spach

Dated: 7/9/03

*Douglas Jones*  
Douglas Jones

Dated: 7/11/03

*Adam P. Creighton*  
Adam Creighton

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