

4/25/05

04-27-2005

Form PTO-1595 (Rev. 09/04)  
OMB No. 0651-0027 (exp. 6/30/2005)



S. DEPARTMENT OF COMMERCE  
States Patent and Trademark Office

RECORD.....102989492

**PATENTS ONLY**

Docket No.: AP35471-070457.1324

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**

Philip Binder  
Adam Gluck

Execution Date(s) 7/6/2004 & 3/23/2004, respectively

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

**2. Name and address of receiving party(ies)**

Name: MasterCard International Incorporated

Internal Address: 2000 Purchase Street

Street Address: 2000 Purchase Street

City: Purchase

State: New York

Country: United States Zip: 10577

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

**3. Nature of conveyance:**

- Assignment  Merger
- Security Agreement  Change of Name
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other

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

This document is being filed together with a new application.

A. Patent Application No.(s)

10/680,373

B. Patent No.(s)

Additional numbers attached?  Yes  No

OPR/FINANCIAL  
APR 25 PM 1:33

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

Name: Robert C. Scheinfeld

Internal Address: Baker Botts L.L.P.

Street Address: 30 Rockefeller Plaza, 44th Floor

City: New York

State: New York Zip: 10112

Phone Number: 212-408-2512

Fax Number: 212-259-2512

Email Address: robert.scheinfeld@bakerbotts.com

**6. Total number of applications and patents involved:**

1

**7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

**8. Payment Information**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 02-4377

Authorized User Name Baker Botts L.L.P.

**9. Signature:**

Signature

04/21/2005

Date

Robert C. Scheinfeld  
Name of Person Signing

Total number of pages including cover sheet, attachments, and documents: 6

04/26/2005 DBYRNE 00000042 10680373  
01 FC:8021

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

**ASSIGNMENT**

WHEREAS, WE, PHILIP BINDER and ADAM GLUCK, citizens of United States and United States, respectively, whose post office addresses are 15 Biscayne Drive, Ramsey, New Jersey 07446; and 47 Wood Avenue, Ardsley, New York 10502; respectively, have made an invention entitled "METHOD AND SYSTEM FOR CONDUCTING OFF-LINE AND ON-LINE PRE-AUTHORIZED PAYMENT TRANSACTIONS" and

WHEREAS, MASTERCARD INTERNATIONAL INCORPORATED, a corporation organized and existing under the laws of Delaware and having an office for the transaction of business at 2000 Purchase Street, Purchase, New York 10577, is desirous of acquiring the whole right, title and interest in and to said application for Letters Patent, and any continuations, divisions, extensions, substitutions, reissues and reexaminations thereof;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, BE IT KNOWN, that WE, the said inventors, PHILIP BINDER and ADAM GLUCK, for and in consideration of the sum of One Dollar (\$1.00), lawful money of the United States, to me in hand paid by said MASTERCARD INTERNATIONAL INCORPORATED, and other valuable considerations unto us moving from said MASTERCARD INTERNATIONAL INCORPORATED, at or before the ensembling and delivery of these presents, the receipt of which is hereby acknowledged, have sold, assigned, transferred and conveyed and by these presents do sell, assign, transfer and convey, unto said MASTERCARD INTERNATIONAL INCORPORATED, its successors and assigns, the entire right, title and interest in and to the said invention "METHOD AND SYSTEM FOR CONDUCTING OFF-LINE AND ON-LINE PRE-AUTHORIZED PAYMENT TRANSACTIONS" and any and all improvements thereon, and in and to said application and any division, continuation or continuation-in-part thereof, and in and to any Letters Patent of the United States which may be issued on any of said applications, and any reissues thereof, and in and to any and all applications for Letters Patent filed in foreign countries for said invention or improvements, and any and all Letters Patent which may be granted in foreign countries therefor, TO HAVE AND TO HOLD THE SAME to the full end of the term or terms for which any and all said Letters Patent may be granted;

AND WE, the PHILIP BINDER and ADAM GLUCK, do hereby authorize and request the Commissioner of Patents and Trademarks to issue the said Letters Patent of the United States to said MASTERCARD INTERNATIONAL INCORPORATED, as the assignee of the entire right, title and interest in and to the same, for the sole use and benefit of said MASTERCARD INTERNATIONAL INCORPORATED, its successors and assigns;

AND WE, the said PHILIP BINDER and ADAM GLUCK, for the considerations aforesaid, do hereby covenant and agree to and with said MASTERCARD INTERNATIONAL INCORPORATED, its successors and assigns, that I have the full power to make this assignment, and that the rights assigned are not encumbered by any grant, license or right heretofore given, and that I, my executors or administrators, shall and will do all lawful acts and things and make, execute and deliver without further compensation, any and all other

NY02:474915.1

instruments in writing, further applications, papers, affidavits, powers of attorney, assignments, and other documents which, in the opinion of counsel for said MASTERCARD INTERNATIONAL INCORPORATED, its successors and assigns, may be required or necessary more effectively to secure to and vest in said MASTERCARD INTERNATIONAL INCORPORATED, its successors and assigns, the entire right, title and interest in and to said invention and improvements, applications, Letters Patent, rights, titles, benefits, privileges, and advantages hereby sold, assigned, transferred and conveyed, and that I will sign any applications for reissue which may be desired by the owner of the patent or patents which may be issued for the said invention or improvements.

IN WITNESS WHEREOF, I, the said PHILIP BINDER, have hereunto set my hand and seal.

*Philip Binder*  
\_\_\_\_\_  
PHILIP BINDER

STATE OF            )  
                                  :SS:  
COUNTY OF         )

BE IT KNOWN, that on this 6 day of July, 2004, before me personally came Philip Binder, to me known and known to me to be the person mentioned in and who executed the foregoing assignment, and he acknowledged to me that he executed the same as his free act and deed for the use and purposes therein mentioned. SUBSCRIBED AND SWORN before me, the undersigned authority, by on this 6 day of July, 2004.

**IANICE G. KROWL**  
**Notary Public, State of New York**  
**No. 01KR4709099**  
**Qualified in Queens County**  
**Certificate Filed in New York County**  
**Commission Expires June 30, 2006**

*Ianice G. Krowl*  
\_\_\_\_\_  
Notary Public

IN WITNESS WHEREOF, I, the said ADAM GLUCK, have hereunto set my hand and seal.

\_\_\_\_\_  
ADAM GLUCK

STATE OF            )  
                                  :SS:  
COUNTY OF         )

BE IT KNOWN, that on this \_\_\_\_ day of \_\_\_\_\_, 2004, before me personally came Adam Gluck, to me known and known to me to be the person mentioned in and who executed the foregoing assignment, and he acknowledged to me that he executed the same as his

instruments in writing, further applications, papers, affidavits, powers of attorney, assignments, and other documents which, in the opinion of counsel for said MASTERCARD INTERNATIONAL INCORPORATED, its successors and assigns, may be required or necessary more effectively to secure to and vest in said MASTERCARD INTERNATIONAL INCORPORATED, its successors and assigns, the entire right, title and interest in and to said invention and improvements, applications, Letters Patent, rights, titles, benefits, privileges, and advantages hereby sold, assigned, transferred and conveyed, and that I will sign any applications for reissue which may be desired by the owner of the patent or patents which may be issued for the said invention or improvements.

IN WITNESS WHEREOF, I, the said PHILIP BINDER, have hereunto set my hand and seal.

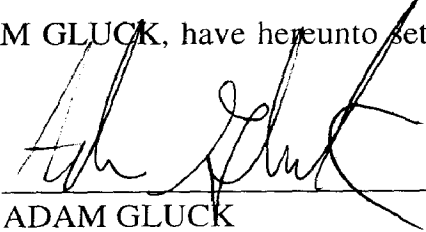
\_\_\_\_\_  
PHILIP BINDER

STATE OF )  
                  :SS:  
COUNTY OF )

BE IT KNOWN, that on this \_\_\_\_ day of \_\_\_\_\_, 2004, before me personally came Philip Binder, to me known and known to me to be the person mentioned in and who executed the foregoing assignment, and he acknowledged to me that he executed the same as his free act and deed for the use and purposes therein mentioned. SUBSCRIBED AND SWORN before me, the undersigned authority, by on this \_\_\_ day of \_\_\_\_\_, 2004.

\_\_\_\_\_  
Notary Public

IN WITNESS WHEREOF, I, the said ADAM GLUCK, have hereunto set my hand and seal.

  
\_\_\_\_\_  
ADAM GLUCK

STATE OF *NEW YORK* )  
                  :SS:  
COUNTY OF *WESTCHESTER* )

BE IT KNOWN, that on this 23 day of MARCH, 2004, before me personally came Adam Gluck, to me known and known to me to be the person mentioned in and who executed the foregoing assignment, and he acknowledged to me that he executed the same as his

free act and deed for the use and purposes therein mentioned. SUBSCRIBED AND SWORN before me, the undersigned authority, by on this 23 day of MARCH, 2004.

*Tara F. Suhay*

Notary Public

**TARA L. SUHAY**  
**Notary Public, State of New York**  
**No. 0191000020**  
**Qualified in Westchester County**  
**Certificate Filed in New York County**  
**Commission Expires November 26, 2005**