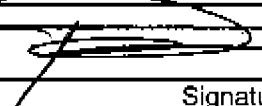


Attorney Docket No. 16222U-030410US

Form PTQ-1595 (Rev. 08/05)
OMB No. 0651-0027 (exp. 6/30/2008)U.S. DEPARTMENT OF COMMERCE
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1. Name of conveying party(ies) Jodene Laramy Shaun Bodington Paula Marie Johnson-Alosi Denise Nay O'Brien Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: <u>Visa U.S.A. Inc.</u> Internal Address: _____ _____ Street Address: <u>P.O. Box 8999</u> _____ City: <u>San Francisco</u> State: <u>CA</u> Country: <u>USA</u> Zip: <u>94128</u> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance/Execution Date(s): Execution Date(s) <u>April 12, 2007; April 19, 2007; April 19, 2007 and April 19, 2007</u> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Joint Research Agreement <input type="checkbox"/> Government Interest Assignment <input type="checkbox"/> Executive Order 9424, Confirmatory License <input type="checkbox"/> Other _____		4. Application or patent number(s): <input type="checkbox"/> This document is being filed together with a new application. A. Patent Application No.(s) <u>11/688,423, Filed March 20, 2007</u> B. Patent No.(s) _____ Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address to whom correspondence concerning document should be mailed: Name: <u>Patrick R. Jewik</u> Internal Address: _____ <u>TOWNSEND AND TOWNSEND AND CREW LLP</u> Street Address: <u>Two Embarcadero Center,</u> <u>Eighth Floor</u> City: <u>San Francisco</u> State: <u>California</u> Zip: <u>94111-3834</u> Phone Number: <u>(415) 576-0200</u> Fax Number: <u>(415) 576-0300</u> Email Address: <u>prjewik@townsend.com</u>		6. Total number of applications and patents involved: <u>1</u> 7. Total fee (37 CFR 1.21(h) & 3.41) \$ <u>40.00</u> <input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed <input type="checkbox"/> None required (government interest not affecting title) 8. Payment Information a. Credit Card Last 4 numbers _____ Expiration Date _____ b. Deposit Account Number <u>20-1430</u> Authorized User Name <u>Townsend and</u> <u>Townsend and Crew LLP</u>	
9. Signature:  _____ Signature <u>Patrick R. Jewik</u> Name of Person Signing Atty. Reg. No. <u>40,456</u>		Total number of pages including cover sheet, attachments, and documents: <u>3</u>	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
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Attorney Docket No.: 16222U-030410US
Client Reference No.: P-14099US

ASSIGNMENT OF PATENT APPLICATION

JOINT

WHEREAS, Jodene Laramy of 363 Valencia St., #2, San Francisco, CA 94103; Shaun Bodington of 2292 West Ave., 134, San Leandro, CA 94577; Paula Marie Johnson-Alosi of 755 Cuesta Avenue, San Mateo, CA 94403; and Denise Nay O'Brien of 20222 Leier Place, Ashburn, VA 20147, 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: REWARDS PROGRAM MANAGER

Date(s) of execution of Declaration:

Filing Date: March 20, 2007

Application No.: 11/688,423; and

WHEREAS, Visa U.S.A. Inc., a corporation of the state of Delaware, located at P.O. Box 8999, San Francisco, CA 94128, 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, Eighth 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: 4/12/07

Jodene Laramy
Jodene Laramy

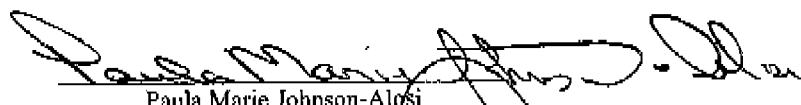
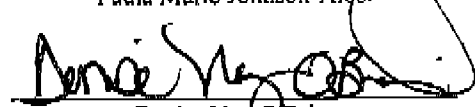
Dated: 4/19/07

Shaun Bodington
Shaun Bodington

Assignment

Attorney Docket No.: 16222U-030410US

Page 2

Dated: 4/19/07Dated: 4/19/07
Paula Marie Johnson-Alosi

Denise Noy O'Brien

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