

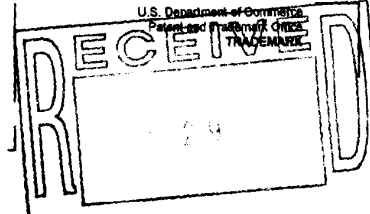
FORM PCT-1618A
Expires 6/30/99
OMB 0651-0027

07-10-1998



100760453

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
 - Resubmission (Non Recordation)
 - Correction of PTO Error
 - Corrective Document
- Document ID# _____
Reel # _____ Frame # _____
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- License
- Nunc Pro Tunc Assignment

Effective Date
Month Day Year
12191997

Other

Conveying Party

Mark if additional names of conveying parties attached

Name MasterCard International Incorporated

Execution Date
Month Day Year
03311998

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name _____

DBA/AKA/TA _____

Composed of _____

Address (line 1) 11885 Lackland Road

Address (line 2) Suite 300

Address (line 3) St. Louis Missouri 63146-4236
City State/County Zip Code

- Individual
- General Partnership
- Limited Partnership
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization _____

Delaware

07/09/1998 DELIYEN 00000095 75316551

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01 FC:481
02 FC:482

40.00 OP
250.00 OP

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Correspondent Name and Address

Area Code and Telephone Number 3123214734

Name

Address (line 1)

Address (line 2)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

4

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75318551"/>	<input type="text" value="75318552"/>	<input type="text" value="75318687"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75318554"/>	<input type="text" value="75318555"/>	<input type="text" value="75318550"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75318553"/>	<input type="text" value="75318556"/>	<input type="text" value="75326188"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#11

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$290.00

Method of Payment: Enclosed Deposit Account

Deposit Account

(enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#23-1925

Authorization to charge additional fees:

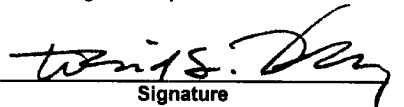
Yes No

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. Charges to deposition account are authorized, as indicated herein.

David S. Fleming

Name of Person Signing



Signature

June 26, 1998

Date Signed

FORM PCT-1618A
Expires 6/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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TRADEMARKS ONLY

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- Security Agreement
- Merger
- Change of Name
- License
- Nunc Pro Tunc Assignment

Effective Date
Month Day Year

12191997

- Other

Conveying Party (Additional)

Mark if additional names of conveying parties attached

Name **VISA International Service Association**

Execution Date
Month Day Year

03311998

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name **SET Secure Electronic Transaction LLC**

DBA/AKA/TA

Composed of

Address (line 1) **11885 Lackland Road**

Address (line 2) **Suite 300**

Address (line 3) **St. Louis**

City

Missouri

State/County

63146-4236

Zip Code

- Individual
- General Partnership
- Limited Partnership
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Delaware

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Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1750 FRAME: 0705

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Correspondent Name and Address Area Code and Telephone Number 3123214734

Name

Address (line 1)

Address (line 2)

Pages Enter the total number of pages of the attached conveyance document including any attachments. 4

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Additional Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75326190"/>	<input type="text" value="75326191"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #11

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$290.00

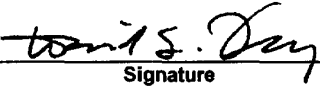
Method of Payment: Enclosed Deposit Account

Deposit Account (enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #23-1925

Authorization to charge additional fees: Yes No

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. Charges to deposition account are authorized, as indicated herein.

David S. Fleming 

Name of Person Signing Signature Date Signed

ASSIGNMENT

WHEREAS, MASTERCARD INTERNATIONAL INCORPORATED, a corporation organized and existing under the laws of the State of Delaware, and VISA INTERNATIONAL SERVICE ASSOCIATION, a corporation organized and existing under the laws of the State of Delaware, (hereinafter collectively "Assignors") are the owners of the common law and United States rights in and to the trademarks and service marks listed in this Assignment (hereinafter "the Marks"); and

WHEREAS, Assignors own the following Marks, which are the subjects of applications for registration on the Principal Register of the United States Patent and Trademark Office based on use:

<i>Mark</i>	<i>Class</i>	<i>Appl. No.</i>	<i>Appl. Date</i>
SECURE ELECTRONIC TRANSACTION	36	75-318,551	July 2, 1997
SECURE ELECTRONIC TRANSACTION	42	75-318,552	July 2, 1997
SECURE ELECTRONIC TRANSACTION	9	75-318,687	July 2, 1997
SET	36	75-318,554	July 2, 1997
SET	9	75-318,555	July 2, 1997
SET SECURE ELECTRONIC TRANSACTION	9	75-318,550	July 2, 1997
SET SECURE ELECTRONIC TRANSACTION	42	75-318,553	July 2, 1997
SET SECURE ELECTRONIC TRANSACTION	36	75-318,556	July 2, 1997

and these applications (hereinafter referred to as “the Use-Based Applications”) are pending; and

WHEREAS, SET SECURE ELECTRONIC TRANSACTION LLC, a limited liability company organized and existing under the laws of the State of Delaware (hereinafter “Assignee”), desires to acquire the Marks covered by the Use-Based Applications, the goodwill appurtenant thereto, and the Use-Based Applications; and

WHEREAS, Assignor owns the following Marks, which are the subjects of applications for registration on the Principal Register of the United States Patent and Trademark Office based on *bona fide* intent to use the Marks in commerce:

<i>Mark</i>	<i>Class</i>	<i>Appl. No.</i>	<i>Appl. Date</i>
SET SECURE ELECTRONIC TRANSACTION and Design	9	75-326,188	July 17, 1997
SET SECURE ELECTRONIC TRANSACTION and Design	36	75-326,190	July 17, 1997
SET SECURE ELECTRONIC TRANSACTION and Design	42	75-326,191	July 17, 1997

and these applications (hereinafter referred to as “the Intent-Based Applications”) are pending; and

WHEREAS, Assignee is the successor to that portion of Assignors’ business as to which the Marks covered by the Intent-Based Applications pertain and that business is ongoing and existing;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignors hereby assign and transfer to

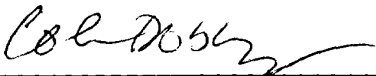
Assignee, effective, *nunc pro tunc*, as of December 19, 1997:

(1) the Marks covered by the Use-Based Applications, together with the goodwill associated therewith, the Use-Based Applications, and all of Assignor's rights, title and interest therein, and

(2) the Marks covered by the Intent-Based Applications, together with that portion of Assignors' business in connection with which Assignors have a *bona fide* intent to use the Marks, the Intent-Based Applications, and all of Assignors' rights, title and interest therein.

MASTERCARD INTERNATIONAL
INCORPORATED

STATE OF NEW YORK)
) SS.
COUNTY OF WESTCHESTER)

By: 
Colm J. Dobbyn
Vice President and Senior
Counsel

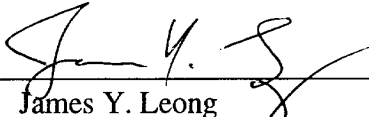
On this 31st day of March, 1998, before me, a Notary Public in and for the County aforesaid, personally appeared Colm J. Dobbyn, personally known to me and known to me to be the person whose name is subscribed to the foregoing instrument, who stated that he was the Vice President and Senior Counsel of MasterCard International Incorporated, and that he had been duly authorized by the Board of Directors of said corporation to execute the foregoing instrument under said authority.


Notary Public

My Commission Expires March 30, 1998
LUGENIA RICHARDSON
Notary Public, State of New York
No. 4761004
Qualified in Nassau County
Certificate Filed in
Westchester County
Commission Expires March 30, 19 2000

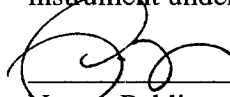
VISA INTERNATIONAL SERVICE
ASSOCIATION

STATE OF CALIFORNIA)
)SS.
COUNTY OF SAN MATEO)

By: 
James Y. Leong
Vice President, Senior Counsel
and Assistant Secretary

On this 16th day of March, 1998,
before me, a Notary Public in and for the
County aforesaid, personally appeared
James Y. Leong, personally known to me
and known to me to be the person whose
name is subscribed to the foregoing
instrument, who stated that he was the Vice
President, Senior Counsel and Assistant
Secretary of Visa International Service
Associaton, and that he had been duly
authorized by the Board of Directors of
said corporation to execute the foregoing
instrument under said authority.




Notary Public

Feb. 7, 2002
My Commission Expires