

08-13-1998

To the Honorable

nts and Trademarks:

Please record

or copy thereof.



100791434

1. Name of Party(ies) conveying an interest:

Mastercard International Incorporated and Visa International Service Association

Entity:

- Individual(s)  Association
- General Partnership  Limited Partnership
- Corporation-State Delaware
- Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached:

yes  no

3. Description of the interest conveyed:

- Assignment  Change of Name  Other
- Security Agreement  Merger

Date of execution of attached document March 16, 1998 and March 31, 1998

2. Name and Address of Party(ies) receiving an interest:

Name: Set Secure Electronic Transaction LLC  
Internal Address: Suite 300  
Street Address: 11885 Laclede Road  
City: St. Louis, MO 63146-4236  
State/Zip:

Entity:

- Individual(s)  Association
- General Partnership  Limited Partnership
- Corporation-State Delaware
- Other \_\_\_\_\_

Citizenship \_\_\_\_\_

If not domiciled in the United States, a domestic representative designation is attached:

yes  no

(The attached document must not be an assignment)

Additional name(s) and addresses attached:

yes  no

4. Application number(s) or registration number(s). Additional sheet attached?

yes  no

75/326,188; 75/326,190; 75/326-191;  
A. Trademark Application No.(s) 75/318,551;  
75/318,552; 75/318,687; 75/318,554;  
75/318,555; 75/318,550; 75/318,553; 75/318,556

B. Trademark Registration No.(s)

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

Name: Keith M. Stolte, Esq.  
P.O. Box: Brinks Hofer Gilson & Lione  
City: P.O. Box 10395  
State/Zip: Chicago  
Illinois 60610

6. Number of applications and registrations involved: 11

7.  The \$ 290.00 filing fee is enclosed.

8.  Please charge the \$ \_\_\_\_\_ filing fee to Deposit Account No. 23-1925. (duplicate copy of this page attached)

9.  Please charge any deficiencies in fees or credit any overpayment to Deposit Account No. 23-1925.

08/12/1998 DNGUYEN 00000165 75326188

FC:481 40.00 OP  
FC:482 250.00 OP

DO NOT USE THIS SPACE

10. 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.

Keith M. Stolte  
Name of Person Signing

*Keith M. Stolte*  
Signature

August 7, 1998  
Date

Total number of pages comprising coversheet:

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

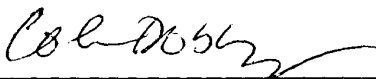
Assignee, effective, *nunc pro tunc*, as of December 19, 1997:

(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 31<sup>st</sup> 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

\_\_\_\_\_  
LUGENIA RICHARDSON  
Notary Public, State of New York  
No. 4761004  
My Commission Expires \_\_\_\_\_  
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  
James Y. Leong  
Vice President, Senior Counsel  
and Assistant Secretary

On this 16<sup>th</sup> 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.



[Signature]  
Notary Public

Feb. 7, 2002  
My Commission Expires