

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

JOHN D'AGOSTINO,

Plaintiff,

v.

**MASTERCARD INC.; MASTERCARD
INTERNATIONAL INCORPORATED
(d/b/a MASTERCARD WORLDWIDE);
ORBISCOM LTD.; ORBISCOM INC.;
CITIGROUP INC.; DISCOVER
FINANCIAL SERVICES; and XERXES
ENGINEERING LLC,**

Defendants.

Case No.

JURY TRIAL DEMANDED

COMPLAINT FOR PATENT INFRINGEMENT

Plaintiff John D'Agostino complains of Defendants MasterCard Inc.; MasterCard International Incorporated (d/b/a MasterCard Worldwide); Orbiscom Limited; Orbiscom Inc.; Citigroup Inc.; Discover Financial Services; and Xerxes Engineering LLC as follows:

NATURE OF LAWSUIT

1. This is a claim for patent infringement arising under the patent laws of the United States, Title 35 of the United States Code.

THE PARTIES

2. Mr. John D'Agostino (hereinafter referred to as "D'Agostino") currently resides at 5168 Northridge Road, #309, Sarasota, Florida 34238.

3. D'Agostino is the sole inventor of and owner of all legal rights, title and interest in and to United States Patent No. 8,036,988 entitled "System and Method for Performing Secure Credit Card Transactions," which issued on October 11, 2011 ("the '988 Patent") (a true and correct copy is attached as Exhibit A) and United States Patent No. 7,840,486 entitled "System

and Method for Performing Secure Credit Card Purchases,” which issued on November 23, 2010 (the “‘486 Patent”) (a true and correct copy is attached as Exhibit B).

4. D’Agostino has standing to sue for infringement of the ‘988 and ‘486 Patents (collectively, the “Patents-in-Suit”) because he owns all right, title and interest thereto, including the right to collect for past damages. D’Agostino has suffered, and will continue to suffer, injury as a result of Defendants’ infringement of the Patents-in-Suit.

5. Defendant MasterCard Inc. is corporation organized under the laws of the State of Delaware and maintains The Corporation Trust Company as its registered agent located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. MasterCard Inc. resides in this judicial district and transacts business throughout the State of Delaware, including in this judicial district. Furthermore, by incorporating in the State of Delaware, MasterCard Inc. has availed itself of Delaware law.

6. Defendant MasterCard International Incorporated is a corporation organized under the laws of the State of Delaware and maintains The Corporation Trust Company as its registered agent located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. MasterCard International Incorporated resides in this judicial district and transacts business throughout the State of Delaware, including in this judicial district. Furthermore, by incorporating in the State of Delaware, MasterCard International Incorporated has availed itself of Delaware law.

7. MasterCard International Incorporated is a global payment solutions company that provides a variety of services in support of the payment programs of its customers. MasterCard International Incorporated is a wholly owned operating subsidiary of MasterCard Inc. and is doing business as “MasterCard Worldwide.”

8. Defendant Orbiscom Ltd. is a foreign entity organized under the laws of the country of Ireland with its principal place of business at Mountainview, Central Park, Leopardstown, Dublin, 18 Ireland.

9. Orbiscom Ltd. is a wholly owned subsidiary of MasterCard Inc. and indirect subsidiary of MasterCard International Incorporated. Upon information and belief, Orbiscom Ltd. transacts business in the State of Delaware including this judicial district.

10. Defendant Orbiscom Inc. is a corporation organized under the laws of the State of Delaware and maintains The Corporation Trust Company as its registered agent located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Defendant Orbiscom Inc. resides in this judicial district and transacts business throughout the State of Delaware, including this judicial district. Furthermore, by incorporating in the State of Delaware, Orbiscom Inc. has availed itself of Delaware law.

11. Orbiscom Inc. is a leading payments solution software provider for payment industry participants in the United States. Upon information and belief, Orbiscom Inc. is the United States operating subsidiary of Orbiscom Ltd. and an indirect, wholly owned, subsidiary of MasterCard International Incorporated.

12. Defendants MasterCard, Inc., MasterCard International Incorporated, Orbiscom Ltd. and Orbiscom Inc. are hereinafter collectively referred to as “MasterCard.”

13. MasterCard provides the relevant functionality behind each of Citigroup’s and Discover’s accused services.

14. Defendant Citigroup Inc. (“Citigroup”) is a corporation organized under the laws of the State of Delaware and maintains The Corporation Trust Company as its registered agent located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

Citigroup resides in this judicial district and transacts business throughout the State of Delaware, including this judicial district. Furthermore, by incorporating in the State of Delaware, Citigroup has availed itself of Delaware law. Citigroup has previously admitted that it is subject to personal jurisdiction in this judicial district.

15. Defendant Discover Financial Services (“Discover”) is a corporation organized under the laws of the State of Delaware. Discover maintains The Corporation Trust Company as its registered agent at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Discover resides in this judicial district and transacts business throughout the State of Delaware, including this judicial district. Furthermore, by incorporating in the State of Delaware, Discover has availed itself of Delaware law. Discover has previously admitted that this Court has personal jurisdiction over Discover.

16. Defendant Xerxes Engineering LLC is a limited liability company organized under the laws of the State of Minnesota with a registered office at 7735 Xerxes Avenue S., Minneapolis, Minnesota 55423. Upon information and belief, Xerxes transacts business throughout the United States including the State of Delaware and this judicial district through at least its offering of mobile phone and tablet applications.

JURISDICTION AND VENUE

17. This Court has exclusive jurisdiction over the subject matter of the Complaint under 28 U.S.C. §§ 1331 and 1338(a).

18. Personal jurisdiction over Defendants is proper in this Court. Venue in this judicial district is proper under 28 U.S.C. §§ 1391(b), (c) and/or 1400(b).

DEFENDANTS' ACCUSED SERVICES

19. MasterCard markets and sells a payment solution known as the MasterCard inControl technology. One aspect of inControl involves limited use account numbers.

20. The inControl technology is offered for sale to and/or employed by various financial institutions in the United States and elsewhere.

21. MasterCard also offers a technology known as the Controlled Payment Numbers service ("CPN Technology"). The CPN Technology is one of the features currently marketed and sold by MasterCard under the name "inControl." MasterCard has marketed and sold its CPN Technology to financial institutions in the United States.

22. One feature of the CPN Technology involves limited use, or virtual card numbers for making payments.

23. Citigroup offers a service known as the Virtual Account Numbers service.

24. Citigroup's Virtual Account Numbers service is based on and makes use of MasterCard's CPN Technology.

25. In fact, Citigroup's Virtual Account Numbers service was solely provided by MasterCard and uses the CPN Technology.

26. Discover offers a service known as the Secure Online Account Numbers service.

27. Discover's Secure Online Account Numbers service is based on and makes use of MasterCard's CPN Technology.

28. In fact, Discover's Secure Online Account Numbers service was solely provided by MasterCard and uses the CPN Technology.

29. MasterCard is obligated to indemnify Citigroup and Discover against allegations of patent infringement based on their use of the CPN Technology.

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