

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

JOHN D'AGOSTINO,)	
)	
Plaintiff,)	
)	C.A. No. 13-738-GMS
v.)	
)	JURY TRIAL DEMANDED
MASTERCARD INC., MASTERCARD)	
INTERNATIONAL INCORPORATED)	
(d/b/a MASTERCARD WORLDWIDE),)	
ORBISCOM LTD., ORBISCOM INC.,)	
CITIGROUP INC., CITIBANK N.A., and)	
DISCOVER FINANCIAL SERVICES,)	
)	
Defendants.)	

**MASTERCARD INC., MASTERCARD INTERNATIONAL INCORPORATED,
ORBISCOM LTD., AND ORBISCOM INC.'S ANSWER TO THE AMENDED
COMPLAINT AND MASTERCARD INTERNATIONAL INCORPORATED AND
ORBISCOM INC.'S COUNTERCLAIM**

I. ANSWER

Defendants MasterCard Inc., Mastercard International Incorporated, Orbiscom Ltd., and Orbiscom Inc. (collectively "MasterCard"), by and through their undersigned counsel, hereby present their Answer and Defendants Mastercard International Incorporated and Orbiscom Inc. (collectively "Counterclaim Plaintiffs"), by and through their undersigned counsel, hereby present their Counterclaim to Plaintiff John D'Agostino's ("D'Agostino's") Amended Complaint, dated and filed August 9, 2013 (the "Complaint").

Answering each of the corresponding numbered paragraphs of the Complaint, MasterCard answers and responds to the allegations therein, based on its current information and belief, as follows:

NATURE OF THE LAWSUIT

1. MasterCard admits that D'Agostino filed an action against MasterCard that purports to state a cause of action for patent infringement. MasterCard denies that the Complaint states a valid cause of action against MasterCard. MasterCard denies the remaining allegations set forth in paragraph 1 of the Complaint.

THE PARTIES

2. MasterCard lacks information or knowledge sufficient to form a belief as to the truth or falsity of the allegations of paragraph 2 of the Complaint, and therefore denies them.

3. MasterCard admits that a purported copy of the '988 patent is attached to the Complaint as Exhibit A, that the '988 patent bears on its face October 11, 2011 as its issue date, that the '988 patent indicates on its face "System and Method for Performing Secure Credit Card Transactions" as its title, that the '988 patent lists on its face John D'Agostino as the inventor, that a purported copy of the '486 patent is attached to the Complaint as Exhibit B, that the '486 patent bears on its face November 23, 2010 as its issue date, that the '486 patent indicates on its face "System and Method for Performing Secure Credit Card Purchases" as its title, and that the '486 patent lists on its face John D'Agostino as the inventor. MasterCard currently lacks information or knowledge sufficient to form a belief as to the truth or falsity of the remaining allegations of paragraph 3 of the Complaint, and therefore denies them.

4. MasterCard lacks information or knowledge sufficient to form a belief as to the truth or falsity of the allegations of paragraph 4 of the Complaint, and therefore denies them.

5. MasterCard admits that MasterCard Inc. is a corporation organized under the laws of the State of Delaware, maintains The Corporation Trust Company as its registered agent located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and is

subject to personal jurisdiction in this District. MasterCard denies the remaining allegations set forth in paragraph 5 of the Complaint.

6. MasterCard admits that MasterCard International Incorporated is a corporation organized under the laws of the State of Delaware, maintains The Corporation Trust Company as its registered agent located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and is subject to personal jurisdiction in this District. MasterCard denies the remaining allegations set forth in paragraph 6 of the Complaint.

7. MasterCard admits that MasterCard International Incorporated is a wholly owned operating subsidiary of MasterCard Inc. and is doing business as “MasterCard Worldwide.” MasterCard denies the remaining allegations set forth in paragraph 7 of the Complaint.

8. Admitted.

9. MasterCard admits that Orbiscom Ltd. is a wholly owned subsidiary of MasterCard Inc. MasterCard denies the remaining allegations set forth in paragraph 9 of the Complaint.

10. MasterCard admits that Orbiscom Inc. is a corporation organized under the laws of the State of Delaware, maintains The Corporation Trust Company as its registered agent located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and is subject to personal jurisdiction in this District. MasterCard denies the remaining allegations set forth in paragraph 10 of the Complaint.

11. MasterCard admits that Orbiscom Inc. is a wholly owned subsidiary of Orbiscom Ltd. and an indirect, wholly owned, subsidiary of MasterCard Inc. MasterCard denies the remaining allegations set forth in paragraph 11 of the Complaint.

12. MasterCard states that the allegations set forth in paragraph 12 of the Complaint do not require response. To the extent that a response is required, MasterCard denies the allegations set forth in paragraph 12 of the Complaint.

13. MasterCard denies the allegations of paragraph 13 of the Complaint on the basis that the phrases “the relevant functionality” and “accused services” are vague and undefined.

14. MasterCard lacks information or knowledge sufficient to form a belief as to the truth or falsity of the allegations of paragraph 14 of the Complaint, and therefore denies them.

15. MasterCard lacks information or knowledge sufficient to form a belief as to the truth or falsity of the allegations of paragraph 15 of the Complaint, and therefore denies them.

16. MasterCard lacks information or knowledge sufficient to form a belief as to the truth or falsity of the allegations of paragraph 16 of the Complaint, and therefore denies them.

JURISDICTION AND VENUE

17. MasterCard admits that this Court has subject matter jurisdiction over D’Agostino’s patent dispute with MasterCard. MasterCard denies the remaining allegations set forth in paragraph 17 of the Complaint.

18. MasterCard denies the allegations of paragraph 18 of the Complaint on the basis that MasterCard does not infringe, and has not at any time infringed, any valid and enforceable claim of the Patents-in-Suit as properly construed, except that MasterCard admits that MasterCard Inc., Mastercard International Incorporated, and Orbiscom Inc. are subject to personal jurisdiction in this district. MasterCard denies that Orbiscom Ltd. is subject to personal jurisdiction in this district. MasterCard lacks information or knowledge sufficient to form a belief as to the truth of the allegations with respect to the other defendants, and therefore denies such allegations.

DEFENDANTS' ACCUSED SERVICES

19. MasterCard admits that Mastercard International Incorporated markets and sells a service known as "inControl." MasterCard denies the remaining allegations set forth in paragraph 19 of the Complaint.

20. MasterCard admits that Mastercard International Incorporated markets and sells a service known as inControl to financial institutions in the United States. MasterCard denies the remaining allegations set forth in paragraph 20 of the Complaint.

21. MasterCard admits that Orbiscom Ltd. and Orbiscom Inc. have marketed and sold a service known as Controlled Payment Numbers. MasterCard further admits that Orbiscom Inc. has marketed and sold the Controlled Payment Number service to financial institutions in the United States. MasterCard denies the remaining allegations set forth in paragraph 21 of the Complaint.

22. MasterCard admits that the Controlled Payment Number service involved limits on use of a payment account number. MasterCard denies the remaining allegations set forth in paragraph 22 on the Complaint.

23. MasterCard lacks information or knowledge sufficient to form a belief as to the truth or falsity of the allegations of paragraph 23 of the Complaint, and therefore denies them.

24. MasterCard lacks information or knowledge sufficient to form a belief as to the truth or falsity of the allegations of paragraph 24 of the Complaint, and therefore denies them.

25. MasterCard lacks information or knowledge sufficient to form a belief as to the truth or falsity of the allegations of paragraph 25 of the Complaint, and therefore denies them.

26. MasterCard lacks information or knowledge sufficient to form a belief as to the truth or falsity of the allegations of paragraph 26 of the Complaint, and therefore denies them.

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