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Attorneys for Plaintiff  
SAFECLICK, LLC

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

SAFECLICK, LLC, an Iowa limited liability  
company,

Plaintiff,

vs.

VISA INTERNATIONAL SERVICE  
ASSOCIATION., a Delaware corporation, and  
VISA USA, INC., a Delaware corporation,  
Defendants.

Case No.:

COMPLAINT FOR PATENT  
INFRINGEMENT AND DEMAND FOR  
JURY TRIAL

Plaintiff Safeclick, LLC, by its attorneys, files this Complaint for Patent Infringement, and  
alleges as follows:

THE PARTIES

1. Plaintiff Safeclick, LLC ("Safeclick") is a limited liability company organized under the  
laws of the State of Iowa with its principal place of business in Fairfield, Iowa.

2. Defendant Visa International Service Association ("Visa International") is a nonstock,  
for-profit membership corporation organized under the laws of the State of Delaware, with its principal

1 place of business at 900 Metro Center Boulevard, Foster City, California 94404.

2 3. Defendant Visa USA, Inc. ("Visa USA") is a nonstock, for-profit membership  
3 corporation organized under the laws of the State of Delaware, with its principal place of business at 900  
4 Metro Center Boulevard, Foster City, California, 94404. Visa USA is a member of Visa International.  
5 Visa USA has approximately 14,000 member financial institutions within the United States.

#### 6 JURISDICTION AND VENUE

7 4. This action is a claim for patent infringement arising under 35 U.S.C. § 271, et seq. This  
8 Court has subject matter jurisdiction over these claims under 28 U.S.C. §§ 1331 and 1338.

9 5. Visa International and Visa USA conduct continuous and substantial business in the State  
10 of California.

11 6. Venue is proper in this district under 28 U.S.C. §§ 1391(b), 1391(c) and 1400 in that a  
12 substantial part of the events giving rise to the claims and causes of action occurred in this judicial  
13 district, and Defendants Visa International and Visa USA reside in this judicial district for purposes of  
14 venue.

15 7. A substantial part of the events or omissions giving rise to the action occurred in San  
16 Francisco County and therefore the action should be assigned to the San Francisco Division pursuant to  
17 Northern District Civil Local Rule 3-2(d).

#### 18 CLAIM FOR PATENT INFRINGEMENT

19 8. Safeclick is the assignee and owner of United States Patent No. 5,793,028 entitled  
20 "ELECTRONIC TRANSACTION SECURITY SYSTEM" (the '028 patent) and possesses rights of  
21 recovery under the '028 patent. A copy of the '028 patent is attached to this Complaint, and is  
22 incorporated herein by reference.

23 9. The '028 patent is presumptively valid and enforceable under 35 U.S.C. § 282.

24 10. The '028 patent covers, among other things, methods for protecting the security of an  
25 electronic transaction, such as the purchase of goods over the Internet.

26 11. Visa USA has established a service called Verified by Visa. This service enables  
27 consumers to add an online password to their existing Visa card in order to increase the security of  
28

1 online transactions.

2 12. Visa International has developed the 3D Secure system for security of electronic credit  
3 card transactions. The Verified by Visa system is based upon and similar to the 3D Secure system in  
4 many ways.

5 13. Visa USA's Verified by Visa system uses a method that infringes one or more claims of  
6 the '028 patent.

7 14. Visa USA's use of the Verified by Visa system has infringed the '028 patent. In  
8 addition, Visa USA has contributorily infringed, and actively induced banks, merchants and cardholders  
9 to infringe, the '028 patent through its use of the Verified by Visa system.

10 15. Visa USA will continue to infringe the '028 patent unless enjoined by this Court.

11 16. On information and belief, Visa International has actively induced its subsidiary Visa  
12 USA to use the Verified by Visa system that infringes the '028 patent.

13 17. On information and belief, Visa International and Visa USA have willfully infringed the  
14 '028 patent.

15 18. As a result of Visa USA's and Visa International's infringement of the '028 patent,  
16 Safeclick has been damaged in an amount to be determined at trial, but not less than a reasonable  
17 royalty.

18 19. Safeclick is being substantially and irreparably damaged by infringement of the '028  
19 patent.

#### 20 PRAYER FOR RELIEF

21 WHEREFORE, Safeclick requests that the Court:

- 22 (a) Enter a judgment of infringement of U.S. Patent No. 5,793,028 against Visa USA  
23 and Visa International and in favor of Safeclick;
- 24 (b) Award Safeclick damages adequate to compensate for the infringement;
- 25 (c) Enter a permanent injunction against Visa USA's and Visa International's (i) use  
26 of methods claimed in Patent No. 5,793,028 and (ii) manufacture, offering for sale, sale,  
27 or use of software or equipment that use the methods claimed in Patent No. 5,793,028;  
28

- (d) Treble Safeclick's damages due to willful infringement by the defendants;
- (e) Award Safeclick its costs, including attorneys' fees, incurred in this action under 35 U.S.C. § 285;
- (f) Award Safeclick such further and other relief as it may deem just and proper.

Dated: December 30, 2003

Respectfully submitted,

BARTLIT BECK HERMAN  
PALENCHAR & SCOTT

and

HARVEY SISKIND JACOBS LLP

By: 

Ian K. Boyd

Attorneys for Plaintiff  
SAFECLICK, LLC

#### DEMAND FOR JURY TRIAL

Plaintiff hereby demands trial by jury as to all issues so triable.

Dated: December 30, 2003

Respectfully submitted,

BARTLIT BECK HERMAN  
PALENCHAR & SCOTT

and

HARVEY SISKIND JACOBS LLP

By: 

Ian K. Boyd

Attorneys for Plaintiff  
SAFECLICK, LLC

**CERTIFICATION OF INTERESTED ENTITIES OR PERSONS**

Pursuant to Civil L.R. 3-16, the undersigned certifies that the following listed persons, associations of persons, firms, partnerships, corporations (including parent corporations), or other entities (i) have a financial interest in the subject matter in controversy or in a party to the proceeding, or (ii) have a non-financial interest in that subject matter or in a party that could be substantially affected by the outcome of this proceeding:

Safeclick, LLC is privately owned.

Dated: December 30, 2003

Respectfully submitted,

BARTLIT BECK HERMAN  
PALENCHAR & SCOTT

and

HARVEY SISKIND JACOBS LLP

By: 

Ian K. Boyd

Attorneys for Plaintiff  
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