

THE PARTIES

1. Alexsam is a corporation organized and existing under the laws of the State of Texas.
2. On information and belief, FSV is a corporation organized and existing under the laws of the State of Nevada, and has designated its registered agent and office for purposes of service of process as John Hagy, 15710 John F. Kennedy Blvd., Suite 500, Houston, Texas 77032. FSV is doing business in this judicial district, in Texas and elsewhere in the United States.
3. On information and belief, MBC Direct is a limited liability company organized and existing under the laws of the State of Georgia, and has designated its registered agent and office for purposes of service of process as Brandon G. Bridges, 229 Peachtree Street, N.E., Suite 2110, Atlanta, Georgia 30303. MBC Direct is doing business in this judicial district, in Texas and elsewhere in the United States.
4. On information and belief, Next Estate is a corporation organized and existing under the laws of the State of Delaware, and has designated its registered agent and office for purposes of service of process as The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. Next Estate is doing business in this judicial district, in Texas and elsewhere in the United States.
5. On information and belief, Simon is a corporation organized and existing under the laws of the State of Delaware, and has designated its registered office for purposes of service of process as CT Corporation System, 350 N. St. Paul, Dallas, Texas 75201. Simon is doing business in this judicial district, in Texas and elsewhere in the United States.
6. On information and belief, Transcend is a limited liability company organized and existing under the laws of the State of Ohio, and has designated its registered agent and office for purposes of service of process as CT Corporation System, 36 East Seventh Street, Suite 2400,

Cincinnati, Ohio 45202. Transcend is doing business in this judicial district, in Texas and elsewhere in the United States.

7. On information and belief, Wildcard is a corporation organized and existing under the laws of the State of Florida, and has designated its registered agent and office for purposes of service of process as C. Christian Sautter, Seiler & Sautter, 2900 East Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306. Wildcard is doing business in this judicial district, in Texas and elsewhere in the United States.

8. On information and belief, InComm is a corporation organized and existing under the laws of the State of Nevada, and may be served through its attorney, Thomas F. Lillard, Hunton & Williams LLP, Energy Plaza, 30th Floor, 1601 Bryan Street, Dallas, Texas 75201. InComm is doing business in this judicial district, in Texas and elsewhere in the United States.

9. On information and belief, Globetel is a corporation organized and existing under the laws of the State of Delaware, and has designated its registered agent and office for purposes of service of process as CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. Globetel is doing business in this judicial district, in Texas and elsewhere in the United States.

10. On information and belief, OGF is a corporation organized and existing under the laws of the State of Utah, and has designated its registered agent and office for purposes of service of process as Clay Wilkes, 801 North 500 West, Suite 102, West Bountiful, Utah 84087. OGF is doing business in this judicial district, in Texas and elsewhere in the United States.

11. On information and belief, Galileo is a corporation organized and existing under the laws of the State of Utah, and has designated its registered agent and office for purposes of service of

process as Clay Wilkes, 801 North 500 West, Suite 102, West Bountiful, Utah 84087. Galileo is doing business in this judicial district, in Texas and elsewhere in the United States.

12. On information and belief, American Express is a corporation organized and existing under the laws of the State of New York, and has designated its registered agent and office for purposes of service of process in Texas as C T Corp System, 350 North St. Paul Street, Dallas, Texas 75201. American Express is doing business in this judicial district, in Texas and elsewhere in the United States.

13. On information and belief, ITC is a limited liability company organized and existing under the laws of the State of Delaware, and has designated its registered agent and office for purposes of service of process as C T Corporation System, 1201 Peachtree Street, NE, Atlanta, Georgia 30361. ITC is doing business in this judicial district, in Texas and elsewhere in the United States.

JURISDICTION AND VENUE

14. This is an action for patent infringement arising under the provisions of the Patent Laws of the United States of America, Title 35, United States Code.

15. Subject-matter jurisdiction over Alexsam's claims is conferred upon this Court by 28 U.S.C. §§ 1331 and 1338(a).

16. On information and belief, all defendants have solicited business in the State of Texas, transacted business within the State of Texas and attempted to derive financial benefit from residents of the State of Texas, including benefits directly related to the instant patent infringement cause of action set forth herein.

17. On information and belief, all defendants provide prepaid stored value products and services, including prepaid gift cards, prepaid debit cards and/or prepaid phone cards. All defendants

place their products and services into the stream of commerce throughout the United States and are actively engaged in transacting business in Texas and in the Eastern District of Texas.

18. Each defendant, alone or in conjunction with others, has committed acts of infringement in this District, is subject to personal jurisdiction in this District and/or, is doing business in this District.

19. Venue is proper in this judicial district under 28 U.S.C. §§ 1391(c) and (d) and 1400(b).

PATENT INFRINGEMENT

20. On December 14, 1999, U.S. Patent No. 6,000,608 (“the ‘608 patent”), entitled “Multifunction Card System,” a copy of which is attached hereto as Exhibit A, was duly and legally issued to the inventor, Robert E. Dorf. Mr. Dorf has assigned all right, title and interest in the ‘608 patent to Alexsam, including the right to sue for and recover all past, present and future damages for infringement of the ‘608 patent.

21. On February 20, 2001, U.S. Patent No. 6,189,787 (“the ‘787 patent”), entitled “Multifunctional Card System,” a copy of which is attached hereto as Exhibit B, was duly and legally issued to the inventor, Robert E. Dorf. Mr. Dorf has assigned all right, title and interest in the ‘787 patent to Alexsam, including the right to sue for and recover all past, present and future damages for infringement of the ‘787 patent.

22. Upon information and belief, Defendants, either alone or in conjunction with others, have in the past and continue to infringe, contribute to infringement, and/or induce infringement of the ‘608 and/or ‘787 patents by making, using, selling and/or offering to sell, and/or causing others to use, in this judicial district and elsewhere in the United States, prepaid debit and/or prepaid phone cards, and services, which in combination with other devices and systems, and in use, are covered by

one or more of the claims of the '608 and/or '787 patents. Defendants are liable for infringement of the '608 and/or '787 patents pursuant to 35 U.S.C. § 271.

23. On information and belief, the infringement of the '608 and/or '787 patents by MBC Direct, Next Estate, Transcend, Wildcard, InComm, Globetel, OGF, Galileo, American Express and ITC has been with notice and knowledge of the patents and has been willful and deliberate.

24. Defendants' acts of infringement have caused damage to Alexsam, and Alexsam is entitled to recover from Defendants the damages sustained by Alexsam as a result of Defendants' wrongful acts in an amount subject to proof at trial.

25. As a consequence of the infringement complained of herein, Alexsam has been irreparably damaged to an extent not yet determined and will continue to be irreparably damaged by such acts in the future unless Defendants are enjoined by this Court from committing further acts of infringement.

PRAYER FOR RELIEF

WHEREFORE, Alexsam prays for entry of judgment that:

A. Defendants have infringed, contributed to infringement of and/or induced infringement of the '608 and/or '787 patents;

B. The infringement, contributory infringement and/or induced infringement of the '608 and/or '787 patents by MBC Direct, Next Estate, Transcend, Wildcard, InComm, Globetel, OGF, Galileo, American Express and ITC has been willful and deliberate;

C. Defendants account for and pay to Alexsam all damages caused by Defendants' infringement of the '608 and/or '787 patents, and that the Court increase the amount of damages as a result of the infringement by MBC Direct, Next Estate, Transcend, Wildcard, InComm, Globetel, OGF, Galileo, American Express and ITC to three times the amount found or assessed by the Court

because of the willful and deliberate nature of the infringement, all in accordance with 35 U.S.C. § 284;

D. Alexsam be granted permanent injunctive relief pursuant to 35 U.S.C. § 283 enjoining defendants, their officers, agents, servants, employees and those persons in active concert or participation with them from further acts of patent infringement;

E. Alexsam be granted pre-judgment and post-judgment interest on the damages caused to it by reason of defendants' patent infringement;

F. The Court declare this an exceptional case and that Alexsam be granted its reasonable attorneys' fees in accordance with 35 U.S.C. § 285;

G. Costs be awarded to Alexsam; and,

H. Alexsam be granted such other and further relief as the Court may deem just and proper under the circumstances.

DEMAND FOR JURY TRIAL

Alexsam demands trial by jury on all claims and issues so triable.

Respectfully submitted,

Dated: August 20, 2004

By: Randy J. McClanahan by per-fideli-sonis.
Randy J. McClanahan - Attorney In Charge
State Bar No. 13391500
randy@mcllp.com
MCCLANAHAN & CLEARMAN, L.L.P.
700 Louisiana, Suite 4100
Houston, Texas 77002
Telephone: (713) 223-2005
Facsimile: (713) 223-3664

Otis W. Carroll
State Bar No. 03895700
nancy@ickl.com
IRELAND, CARROLL & KELLEY, P.C.
6101 S. Broadway, Suite 500
P.O. Box 7879
Tyler, Texas 75711
Telephone: (903) 561-1600
Facsimile: (903) 581-1071

Franklin Jones, Jr.
State Bar No. 00000055
maizieh@millerfirm.com
JONES AND JONES, INC., P.C.
201 West Houston Street
P.O. Drawer 1249
Marshall, Texas 75671-1249
Telephone: (903) 938-4395
Facsimile: (903) 938-3360

S. Calvin Capshaw
State Bar No. 03783900
ccapshaw@mailbmc.com
BROWN MCCARROLL, L.L.P.
1127 Judson Road, Suite 220
P.O. Box 3999
Longview, Texas 75601-5157
Telephone: (903) 236-9800
Facsimile: (903) 236-8787

John T. Polasek
State Bar. No. 16088590
tpolasek@pqelaw.com
C. Dale Quisenberry
State Bar No. 24005040
dquisenberry@pqelaw.com
Colin E. Errington
State Bar No. 00796517
cerrington@pqelaw.com
POLASEK, QUISENBERRY & ERRINGTON, L.L.P.
6750 West Loop South, Suite 920
Bellaire, Texas 77401
Telephone: (832) 778-6000
Facsimile: (832) 778-6010
Attorneys for Plaintiff

CERTIFICATE OF SERVICE

I certify that, on the ____ day of _____, 2004, a true and correct copy of the foregoing was forwarded, via facsimile and/or certified mail, return receipt requested to opposing counsel of record, as follows:

Jerry L. Beane
jerrybeane@andrewskurth.com
Andrews Kurth LLP
1717 Main Street, Suite 3700
Dallas, Texas 75201
Telephone: (214) 659-4520
Facsimile: (214) 659-4778
*Counsel for Wildcard Systems, Inc. and
Simon Property Group, Inc.*

Kirk S. Blecha
kblecha@bairdholm.com
Baird, Holm, McEachen, Pederson,
Hamann & Strasheim LLP
1500 Woodmen Tower
Omaha, Nebraska 68102
Telephone: 402-636-8208
Facsimile: 402-344-0588
*Counsel for Wildcard Systems, Inc. and
Simon Property Group, Inc.*

Edward R. Schwartz
ers@cph.com
Christie, Parker & Hale, LLP
350 West Colorado Blvd., Suite 500
P. O. Box 7068
Pasadena, CA 91109-7068
Telephone: 626-795-9900
Facsimile: 626-557-8800
Counsel for Next Estate Communications, Inc.

Jennifer P. Ainsworth
jainsworth@wilsonlawfirm.com
Wilson, Sheehy, Knowles, Robertson & Cornelius
909 ESE Loop 323, Suite 400
P.O. Box 7339 [75711]
Tyler, Texas 75701
Telephone: 903-509-5000
Facsimile: 903-593-0686 (fax)
Counsel for Next Estate Communications, Inc.

Glenn A. Ballard, Jr.
gballard@bracepatt.com
Phillip L. Sampson, Jr.
phillip.sampson@bracepatt.com
John F. Luman, III
jluman@bracepatt.com
Bracewell & Patterson, LLP
2900 S Tower Pennzoil Place

711 Louisiana
Houston, TX 77002-2781
Phone: 713/223-2900
Fax: 713/221-1212
Counsel for FSV Payment Systems, Ltd.

Thomas F. Lillard
tlillard@hunton.com
John P. Pinkerton
jpinkerton@hunton.com
William Stephen Boyd
wboyd@hunton.com
Hunton & Williams LLP
Energy Plaza, 30th Floor
1601 Bryan Street
Dallas, Texas 75201
Phone: (214) 979-3000
Fax: (214) 880-0011
Counsel for Interactive Communications, Inc.

J. Rodney Gilstrap
gilstrap1957@yahoo.com
Smith & Gilstrap
100 W. Houston Street
Marshall, TX 75670
Phone: (903) 938-8321
Fax: (903) 938-8331
Counsel for Interactive Communications, Inc.

Jason R. Searcy
jsearcy@jrsearcy.com
P. O. Box 3929
Longview, TX 75606
Phone: (903) 757-3399
Fax: (903) 757-9559
Counsel for Interactive Communications, Inc.

R. Laurence Macon
lmacon@akingump.com
Donna K. Schneider
dschneider@akingump.com
Akin Gump Strauss Hauer & Feld LLP
1500 Bank of America Plaza
300 Convent Street
San Antonio, TX 78205
Phone: (210) 281-7000
Fax: (210) 224-2035
Counsel for MBC Direct, LLC

Otis W. Carroll
nancy@icklkw.com
Ireland, Carroll & Kelley, P.C.
6101 S. Broadway, Suite 500
P.O. Box 7879
Tyler, Texas 75711
Facsimile: (903) 581-1071

Franklin Jones, Jr.
maizieh@millerfirm.com
Jones and Jones, Inc., P.C.
201 West Houston Street
P.O. Drawer 1249
Marshall, Texas 75671-1249
Facsimile: (903) 938-3360

Randy J. McClanahan
randy@mcllp.com
McClanahan & Clearman, LLP
700 Louisiana, Suite 4100
Houston, TX 77002
Facsimile: (713) 223-3664

S. Calvin Capshaw
ccapshaw@mailbmc.com
Brown McCarroll, L.L.P.
1127 Judson Road, Suite 220
P.O. Box 3999
Longview, Texas 75601-5157
Facsimile: (903) 236-8787

John T. Polasek
tpolasek@pqelaw.com
C. Dale Quisenberry
dquisenberry@pqelaw.com
Colin E. Errington
cerrington@pqelaw.com
Polasek, Quisenberry & Errington, L.L.P.
6750 West Loop South, Suite 920
Bellaire, Texas 77401
Facsimile: (832) 778-6010