

**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF ILLINOIS
SPRINGFIELD DIVISION**

RESTRICTED SPENDING)	
SOLUTIONS, LLC,)	
)	
<i>Plaintiff,</i>)	Case No:
)	
v.)	
)	
ALLOW CARD OF AMERICA, INC.;)	JURY TRIAL DEMANDED
PALM DESERT INVESTMENTS;)	
WACHOVIA CORP.;)	
PAYJR, INC.;)	
CARDLAB, INC.;)	
THE BANCORP INC.;)	
DISCOVER FINANCIAL SERVICES;)	
BANK OF AMERICA CORP.;)	
COMMERCE BANCSHARES, INC.;)	
UMB FINANCIAL CORP.;)	
FIFTH THIRD BANCORP;)	
MASTERCARD)	
INTERNATIONAL, INC.;)	
VISA U.S.A., INC.;)	
U.S. BANCORP;)	
)	
<i>Defendants.</i>)	

COMPLAINT

Plaintiff Restricted Spending Solutions, LLC ("RSS") brings this action for patent infringement against defendants Allow Card of America, Inc., Palm Desert Investments, Wachovia Corp., PAYjr, Inc., CardLab, Inc., The Bancorp Inc., Discover Financial Services, Bank of America Corp., Commerce Bancshares, Inc., UMB Financial Corp., Fifth Third Bancorp, MasterCard International, Inc., Visa U.S.A., Inc., and U.S. Bancorp, seeking damages and injunctive relief. RSS alleges as follows:

JURISDICTION AND VENUE

1. This is an action for patent infringement arising under the patent laws of the United States, 35 U.S.C. § 1 *et seq.*, alleging infringement of United States Patent No. 6,044,360 (“the ’360 patent”). A copy of the ’360 patent is attached hereto as **Exhibit A** and is incorporated herein by reference in its entirety.

2. This Court has exclusive subject matter jurisdiction over this action under 28 U.S.C. §§ 1331 and 1338 (a).

3. This Court has personal jurisdiction over Allow Card of America, Inc., Palm Desert Investments, Wachovia Corp., PAYjr, Inc., CardLab, Inc., The Bancorp Inc., Discover Financial Services, Bank of America Corp., Commerce Bancshares, Inc., UMB Financial Corp., Fifth Third Bancorp, MasterCard International, Inc., Visa U.S.A., Inc., and U.S. Bancorp because each defendant has conducted business in this district and has infringed, contributed to the infringement of, and/or actively induced others to infringe RSS’s patent in this district as alleged in this Complaint.

4. Moreover, Allow Card of America, Inc., Palm Desert Investments, Wachovia Corp., PAYjr, Inc., CardLab, Inc., The Bancorp Inc., Discover Financial Services, Bank of America Corp., Commerce Bancshares, Inc., UMB Financial Corp., Fifth Third Bancorp, MasterCard International, Inc., Visa U.S.A., Inc., and U.S. Bancorp continue to conduct business in this district and infringe, contribute to the infringement of, and/or actively induce others to infringe RSS’s asserted patent in this district.

5. Venue is proper under 28 U.S.C. §§ 1391 (b), 1391 (c) and/or 1400(b), in that a substantial part of the events giving rise to RSS’s claims occurred in the Central District of Illinois and the defendants are subject to personal jurisdiction in the Central

District of Illinois (and thus for purposes of venue the defendants reside in the Central District of Illinois).

PARTIES

6. RSS is a limited liability company organized and existing under the laws of Illinois, having a place of business at 500 Newport Center Drive, 7th Floor, Newport Beach, California 92660.

7. On information and belief and after a reasonable opportunity for further discovery, Allow Card of America, Inc. is a corporation existing under the laws of Delaware, having its principal place of business at 7016 Fulton Road, New Berlin, Illinois 62670.

8. On information and belief and after a reasonable opportunity for further discovery, Palm Desert Investments is a corporation existing under the laws of California, having its principal place of business at 73745 El Paseo, Palm Desert, California 92260.

9. On information and belief and after a reasonable opportunity for further discovery, Wachovia Corp. is a corporation existing under the laws of North Carolina, having its principal place of business at 301 S. College St., Suite 4000, Charlotte, North Carolina 28288.

10. On information and belief and after a reasonable opportunity for further discovery, PAYjr, Inc. is a corporation existing under the laws of Delaware, having its principal place of business at 2591 Dallas Parkway, Suite 501, Frisco, Texas 75034.

11. On information and belief and after a reasonable opportunity for further discovery, CardLab, Inc. is a corporation existing under the laws of Delaware, having its

principal place of business at 1701 W. Northwest Hwy, Ste. 100, Grapevine, Texas 76051.

12. On information and belief and after a reasonable opportunity for further discovery, The Bancorp Inc. is a corporation existing under the laws of Delaware, having its principal place of business at 409 Silverside Road, Wilmington, Delaware 19809.

13. On information and belief and after a reasonable opportunity for further discovery, Discover Financial Services is a corporation existing under the laws of Delaware, having its principal place of business at 2500 Lake Cook Road, Riverwoods, Illinois 60015.

14. On information and belief and after a reasonable opportunity for further discovery, Bank of America Corp. is a corporation existing under the laws of Delaware, having its principal place of business at 100 N. Tryon St., Charlotte, North Carolina 28255.

15. On information and belief and after a reasonable opportunity for further discovery, Commerce Bancshares, Inc. is a corporation existing under the laws of Delaware, having its principal place of business at 1000 Walnut, Kansas City, Missouri 64141.

16. On information and belief and after a reasonable opportunity for further discovery, UMB Financial Corp. is a corporation existing under the laws of Missouri, having its principal place of business at 1010 Grand Blvd., Kansas City, Missouri 64106.

17. On information and belief and after a reasonable opportunity for further discovery, Fifth Third Bancorp is a corporation existing under the laws of Ohio, having its principal place of business at 38 Fountain Square Plaza, Cincinnati, Ohio 45263.

18. On information and belief and after a reasonable opportunity for further discovery, MasterCard International, Inc. is a corporation existing under the laws of Delaware, having its principal place of business at 2000 Purchase St., Purchase, New York, 10577.

19. On information and belief and after a reasonable opportunity for further discovery, Visa U.S.A., Inc. is a corporation existing under the laws of Delaware, having its principal place of business at 900 Metro Center Blvd., Foster City, California 94404.

20. On information and belief and after a reasonable opportunity for further discovery, U.S. Bancorp is a corporation existing under the laws of Minnesota, having its principal place of business at 800 Nicollet Mall, Minneapolis, Minnesota 55402.

THE PATENT-IN-SUIT

21. The '360 patent entitled "Third Party Credit Card" was duly and legally issued on March 28, 2000.

22. The '360 patent claims a method for allocating funds in pre-established accounts for use by customers and limiting the amount of funds that may be spent on particular classes of goods and services.

23. The inventor of the '360 patent is Michael J. Picciallo.

24. The current assignee of the '360 patent is Restricted Spending Solutions, LLC.

25. The '360 patent is valid and enforceable and has been at all times relevant to the instant action.

THE INFRINGERS

26. As set forth below, the named defendants infringe the '360 patent by making, using, selling or offering for sale at least two types of cards: (1) teen cards; and/or (2) corporate cards.

27. Teen cards are prepaid debit cards that provide parents with the ability to monitor their teenager's spending habits using parental controls.

28. Teen cards fall within the scope of at least claims 8 and 27 of the '360 patent.

29. Corporate cards are credit cards for employees that allow the employer to set spending limits and/or restrict spending categories.

30. Corporate cards fall within the scope of at least claim 27 of the '360 patent.

A. Teen Card Defendants

1. Allow Card of America, Inc.

31. Allow Card of America, Inc. created and offers infringing cards including but not limited to the Allow Card of America™ Prepaid MasterCard® debit card.

32. Allow Card of America, Inc. created and offers these cards within the United States, including within the Central District of Illinois.

2. Palm Desert Investments

33. Palm Desert Investments, d/b/a Palm Desert National Bank issues infringing cards including but not limited to the Allow Card of America™ Prepaid MasterCard® debit card.

34. Palm Desert Investments, d/b/a Palm Desert National Bank, issues these cards within the United States, including within the Central District of Illinois, pursuant to a license.

3. Wachovia Corporation

35. Wachovia Corp. issues infringing cards including but not limited to the Wachovia Visa® Buxx Card.

36. Wachovia Corp. issues these cards within the United States, including within the Central District of Illinois, pursuant to a license.

4. PAYjr, Inc.

37. PAYjr, Inc. created and offers infringing cards including but not limited to the PAYjr Visa Buxx® Card.

38. PAYjr, Inc. created and offers these cards within the United States, including within the Central District of Illinois.

5. Cardlab, Inc.

39. CardLab, Inc. created and offers infringing cards including but not limited to the PAYjr Visa Buxx® Card.

40. CardLab, Inc. created and offers these cards within the United States, including within the Central District of Illinois.

6. The Bancorp Inc.

41. The Bancorp Inc. issues infringing cards including but not limited to the PAYjr Visa Buxx® Card.

42. The Bancorp Inc. issues these cards within the United States, including within the Central District of Illinois, pursuant to a license.

7. Discover Financial Services

43. Discover Financial Services created and offers infringing cards including but not limited to the Current by Discover Card.

44. Discover Financial Services created and offers these cards within the United States, including the Central District of Illinois.

45. Discover Financial Services d/b/a Discover Bank issues these cards within the United States, including the Central District of Illinois.

B. Corporate Card Defendants

1. Bank of America Corp.

46. Bank of America Corp. created and offers infringing cards including but not limited to the Bank of America Commercial Card, Bank of America Corporate Card, and Bank of America Corporate Purchasing Card all within the United States, including the Central District of Illinois.

47. Bank of America Corp. issues these cards within the United States, including the Central District of Illinois.

2. Commerce Bancshares, Inc.

48. Commerce Bancshares, Inc. created and offers infringing cards including but not limited to the One Card – Visa® Commercial Card within the United States, including the Central District of Illinois.

49. Commerce Bancshares, Inc. issues these cards within the United States, including the Central District of Illinois.

3. UMB Financial Corp.

50. UMB Financial Corp. created and offers infringing cards including but not limited to the UMB Visa® Purchasing Card within the United States, including the Central District of Illinois.

51. UMB Financial Corp. issues these cards within the United States, including the Central District of Illinois.

4. Fifth Third Bancorp

52. Fifth Third Bancorp created and offers infringing cards including but not limited to the Fifth Third MasterCard® Corporate Multi Card within the United States, including the Central District of Illinois.

53. Fifth Third Bancorp issues these cards within the United States, including the Central District of Illinois.

C. Teen Card and Corporate Card Defendants

1. MasterCard International, Inc.

54. MasterCard International, Inc. offers infringing teen cards including but not limited to the Allow Card of America™ Prepaid MasterCard® debit card within the United States, including within the Central District of Illinois.

55. In addition, MasterCard International, Inc. offers infringing corporate cards including but not limited to the MasterCard Corporate Multi Card®, MasterCard Corporate Card®, Bank of America Corporate Card, Bank of America Corporate Purchasing Card, and Fifth Third MasterCard® Corporate Multi Card within the United States, including within the Central District of Illinois.

2. Visa U.S.A., Inc.

56. Visa U.S.A., Inc. offers infringing teen cards including but not limited to the Visa Buxx Card, Wachovia Visa® Buxx Card, U.S. Bank® Visa® Buxx Card, and PAYjr Visa Buxx® Card within the United States, including within the Central District of Illinois.

57. Visa U.S.A., Inc. also offers infringing corporate cards including but not limited to the Bank of America Commercial Card, Bank of America Corporate Purchasing Card, One Card - Visa® Commercial Card, and UMB Visa® Purchasing Card within the United States, including within the Central District of Illinois.

3. U.S. Bancorp.

58. U.S. Bancorp d/b/a U.S. Bank issues infringing teen cards including but not limited to the U.S. Bank® Visa® Buxx Card within the United States, including within the Central District of Illinois, pursuant to a license.

59. U.S. Bancorp also issues infringing corporate cards including but not limited to the U.S. Bank One Card within the United States, including within the Central District of Illinois, pursuant to a license.

COUNT I

ALLOWCARD OF AMERICA, INC.'S PATENT INFRINGEMENT
UNDER 35 U.S.C. § 271 OF THE '360 PATENT

60. RSS incorporates by reference the allegations of paragraphs 1-59.

61. Allow Card of America, Inc. has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale at least the Allow Card of America™ MasterCard® prepaid debit card.

62. Allow Card of America, Inc. has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

63. Allow Card of America, Inc. has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

64. RSS is entitled to recover from Allow Card of America, Inc. the damages sustained by RSS as a result of Allow Card of America, Inc.'s wrongful acts in an amount subject to proof at trial and an injunction, preventing Allow Card of America, Inc. from continuing its wrongful acts.

65. Upon information and belief and after an opportunity for further discovery, Allow Card of America, Inc.'s infringement of the patent is willful and deliberate.

COUNT II
PALM DESERT INVESTMENTS' PATENT INFRINGEMENT UNDER 35
U.S.C. § 271 OF THE '360 PATENT

66. RSS incorporates by reference the allegations of paragraphs 1-65.

67. Palm Desert Investments has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale at least the Allow Card of America™ MasterCard® prepaid debit card.

68. Palm Desert Investments has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

69. Palm Desert Investments has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

70. RSS is entitled to recover from Palm Desert Investments the damages sustained by RSS as a result of Palm Desert Investments' wrongful acts in an amount subject to proof at trial and an injunction, preventing Palm Desert Investments from continuing its wrongful acts.

71. Upon information and belief and after an opportunity for further discovery, Palm Desert Investments' infringement of the patent is willful and deliberate.

COUNT III
WACHOVIA CORP.'S PATENT INFRINGEMENT UNDER 35 U.S.C. §
271 OF THE '360 PATENT

72. RSS incorporates by reference the allegations of paragraphs 1-71.

73. Wachovia Corp. has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale at least the Wachovia Visa® Buxx Card.

74. Wachovia Corp. has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

75. Wachovia Corp. has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

76. RSS is entitled to recover from Wachovia Corp. the damages sustained by RSS as a result of Wachovia Corp.'s wrongful acts in an amount subject to proof at trial and an injunction, preventing Wachovia Corp. from continuing its wrongful acts.

77. Upon information and belief and after an opportunity for further discovery, Wachovia Corp.'s infringement of the patent is willful and deliberate.

COUNT IV
PAYJR, INC.'S PATENT INFRINGEMENT UNDER 35 U.S.C. § 271 OF
THE '360 PATENT

78. RSS incorporates by reference the allegations of paragraphs 1-77.

79. PAYjr, Inc. has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale, at least the PAYjr Visa Buxx® Card.

80. PAYjr, Inc. has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

81. PAYjr, Inc. has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

82. RSS is entitled to recover from PAYjr, Inc. the damages sustained by RSS as a result of PAYjr, Inc. wrongful acts in an amount subject to proof at trial and an injunction, preventing PAYjr, Inc. from continuing its wrongful acts.

83. Upon information and belief and after an opportunity for further discovery, PAYjr, Inc.'s infringement of the patent is willful and deliberate.

COUNT V
CARDLAB, INC.'S PATENT INFRINGEMENT UNDER 35 U.S.C. § 271 OF THE
'360 PATENT

84. RSS incorporates by reference the allegations of paragraphs 1-83.

85. CardLab, Inc. has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale, at least the PAYjr Visa Buxx® Card.

86. CardLab, Inc. has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

87. CardLab, Inc. has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

88. RSS is entitled to recover from CardLab, Inc. the damages sustained by RSS as a result of CardLab, Inc. wrongful acts in an amount subject to proof at trial and an injunction, preventing CardLab, Inc. from continuing its wrongful acts.

89. Upon information and belief and after an opportunity for further discovery, CardLab, Inc.'s infringement of the patent is willful and deliberate.

COUNT VI
THE BANCORP INC.'S PATENT INFRINGEMENT UNDER 35 U.S.C. §
271 OF THE '360 PATENT

90. RSS incorporates by reference the allegations of paragraphs 1-89.

91. The Bancorp Inc. has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale at least the PAYjr Visa Buxx® Card.

92. The Bancorp Inc. has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

93. The Bancorp Inc. has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

94. RSS is entitled to recover from The Bancorp Inc. the damages sustained by RSS as a result of The Bancorp Inc.'s wrongful acts in an amount subject to proof at trial and an injunction, preventing The Bancorp Inc. from continuing its wrongful acts.

95. Upon information and belief and after an opportunity for further discovery, The Bancorp Inc.'s infringement of the patent is willful and deliberate.

COUNT VII
DISCOVER FINANCIAL SERVICES' PATENT INFRINGEMENT
UNDER 35 U.S.C. § 271 OF THE '360 PATENT

96. RSS incorporates by reference the allegations of paragraphs 1-95.

97. Discover Financial Services has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale at least the Current by Discover Card.

98. Discover Financial Services has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

99. Discover Financial Services has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

100. RSS is entitled to recover from Discover Financial Services the damages sustained by RSS as a result of Discover Financial Services' wrongful acts in an amount subject to proof at trial and an injunction, preventing Discover Financial Services from continuing its wrongful acts.

101. Upon information and belief and after an opportunity for further discovery, Discover Financial Services' infringement of the patent is willful and deliberate.

COUNT VIII
BANK OF AMERICA CORP.'S PATENT INFRINGEMENT UNDER 35
U.S.C. § 271 OF THE '360 PATENT

102. RSS incorporates by reference the allegations of paragraphs 1-101.

103. Bank of America Corp. has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale at least the Bank of America Commercial Card, Bank of America Corporate Card, and Bank of America Corporate Purchasing Card.

104. Bank of America Corp. has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

105. Bank of America Corp. has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

106. RSS is entitled to recover from Bank of America Corp. the damages sustained by RSS as a result of Bank of America Corp.'s wrongful acts in an amount subject to proof at trial and an injunction, preventing Bank of America Corp. from continuing its wrongful acts.

107. Upon information and belief and after an opportunity for further discovery, Bank of America Corp.'s infringement of the patent is willful and deliberate.

COUNT IX
COMMERCE BANCSHARES, INC.'S PATENT INFRINGEMENT UNDER 35
U.S.C. § 271 OF THE '360 PATENT

108. RSS incorporates by reference the allegations of paragraphs 1-107.

109. Commerce Bancshares, Inc. has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale at least the One Card – Visa® Commercial Card.

110. Commerce Bancshares, Inc. has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

111. Commerce Bancshares, Inc. has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

112. RSS is entitled to recover from Commerce Bancshares, Inc. the damages sustained by RSS as a result of Commerce Bancshares, Inc.'s wrongful acts in an amount subject to proof at trial and an injunction, preventing Commerce Bancshares, Inc. from continuing its wrongful acts.

113. Upon information and belief and after an opportunity for further discovery, Commerce Bancshares, Inc.'s infringement of the patent is willful and deliberate.

COUNT X
UMB FINANCIAL CORP.'S PATENT INFRINGEMENT UNDER 35 U.S.C. § 271
OF THE '360 PATENT

114. RSS incorporates by reference the allegations of paragraphs 1-113.

115. UMB Financial Corp. has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale at least the UMB Visa® Purchasing Card.

116. UMB Financial Corp. has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

117. UMB Financial Corp. has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

118. RSS is entitled to recover from UMB Financial Corp. the damages sustained by RSS as a result of UMB Financial Corp.'s wrongful acts in an amount subject to proof at trial and an injunction, preventing UMB Financial Corp. from continuing its wrongful acts.

119. Upon information and belief and after an opportunity for further discovery, UMB Financial Corp.'s infringement of the patent is willful and deliberate.

COUNT XI
FIFTH THIRD BANCORP'S PATENT INFRINGEMENT UNDER 35 U.S.C. § 271
OF THE '360 PATENT

120. RSS incorporates by reference the allegations of paragraphs 1-119.

121. Fifth Third Bancorp has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale at least the Fifth Third MasterCard® Corporate Multi Card.

122. Fifth Third Bancorp has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

123. Fifth Third Bancorp has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

124. RSS is entitled to recover from Fifth Third Bancorp the damages sustained by RSS as a result of Fifth Third Bancorp's wrongful acts in an amount subject to proof at trial and an injunction, preventing Fifth Third Bancorp from continuing its wrongful acts.

125. Upon information and belief and after an opportunity for further discovery, Fifth Third Bancorp's infringement of the patent is willful and deliberate.

COUNT XII
MASTERCARD INTERNATIONAL, INC.'S PATENT INFRINGEMENT
UNDER 35 U.S.C. § 271 OF THE '360 PATENT

126. RSS incorporates by reference the allegations of paragraphs 1-125.

127. MasterCard International, Inc. has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale at least the Allow Card of America™ MasterCard® prepaid debit card, MasterCard Corporate Multi Card®, MasterCard Corporate Card®, Bank of America Corporate Card, Bank of America Corporate Purchasing Card, and Fifth Third MasterCard® Corporate Multi Card.

128. MasterCard International, Inc. has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

129. MasterCard International, Inc. has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

130. RSS is entitled to recover from MasterCard International, Inc. the damages sustained by RSS as a result of MasterCard International, Inc.'s wrongful acts in an amount subject to proof at trial and an injunction, preventing MasterCard International, Inc. from continuing its wrongful acts.

131. Upon information and belief and after an opportunity for further discovery, MasterCard International, Inc.'s infringement of the patent is willful and deliberate.

COUNT XIII
VISA U.S.A., INC.'S PATENT INFRINGEMENT UNDER 35 U.S.C. § 271
OF THE '360 PATENT

132. RSS incorporates by reference the allegations of paragraphs 1-131.

133. Visa U.S.A., Inc. has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale at least the Visa Buxx Card, Wachovia Visa[®] Buxx Card, U.S. Bank[®] Visa[®] Buxx Card, PAYjr Visa Buxx[®] Card, Bank of America Commercial Card, Bank of America Corporate Purchasing Card, One Card - Visa[®] Commercial Card, and UMB Visa[®] Purchasing Card.

134. Visa U.S.A., Inc. has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

135. Visa U.S.A., Inc. has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

136. RSS is entitled to recover from Visa U.S.A., Inc. the damages sustained by RSS as a result of Visa U.S.A., Inc.'s wrongful acts in an amount subject to proof at trial and an injunction, preventing Visa U.S.A., Inc. from continuing its wrongful acts.

137. Upon information and belief and after an opportunity for further discovery, Visa U.S.A., Inc.'s infringement of the patent is willful and deliberate.

COUNT XIV
U.S. BANCORP'S PATENT INFRINGEMENT UNDER 35 U.S.C. § 271 OF
THE '360 PATENT

138. RSS incorporates by reference the allegations of paragraphs 1-137.

139. U.S. Bancorp. has directly or indirectly infringed the '360 patent at a minimum by making, using, selling and offering for sale at least the U.S. Bank® Visa® Buxx Card.

140. U.S. Bancorp. has also contributed to the infringement of the '360 patent, and/or actively induced others to infringe the '360 patent, in this district and elsewhere in the United States.

141. U.S. Bancorp. has caused and will continue to cause RSS substantial damage and irreparable injury by virtue of its continuing such infringement.

142. RSS is entitled to recover from U.S. Bancorp. the damages sustained by RSS as a result of U.S. Bancorp.'s wrongful acts in an amount subject to proof at trial and an injunction, preventing U.S. Bancorp from continuing its wrongful acts.

143. Upon information and belief and after an opportunity for further discovery, U.S. Bancorp.'s infringement of the patent is willful and deliberate.

WHEREFORE, RSS respectfully requests that the Court enter a judgment as follows:

A. That Allow Card of America, Inc., Palm Desert Investments, Wachovia Corp., PAYjr, Inc., CardLab, Inc., The Bancorp Inc., Discover Financial Services, Bank of America Corp., Commerce Bancshares, Inc., UMB Financial Corp.,

Fifth Third Bancorp, MasterCard International, Inc., Visa U.S.A., Inc., and U.S. Bancorp have infringed the '360 patent under 35 U.S.C. § 271;

B. Permanently enjoining and restraining Allow Card of America, Inc., Palm Desert Investments, Wachovia Corp., PAYjr, Inc., CardLab, Inc., The Bancorp Inc., Discover Financial Services, Bank of America Corp., Commerce Bancshares, Inc., UMB Financial Corp., Fifth Third Bancorp, MasterCard International, Inc., Visa U.S.A., Inc., and U.S. Bancorp and their officers, directors, agents, servants, employees, licensees, successors, assigns, those in active concert and participation with it, and all persons acting on their behalf or within their control under 35 U.S.C. § 283 from further acts that infringe the '360 patent, including, but not limited to, making, using, selling, offering to sell, importing, exporting, advertising, or otherwise using, contributing to the use of, or inducing the use of all infringing product and/or services offered by Allow Card of America, Inc., Palm Desert Investments, Wachovia Corp., PAYjr, Inc., CardLab, Inc., The Bancorp Inc., Discover Financial Services, Bank of America Corp., Commerce Bancshares, Inc., UMB Financial Corp., Fifth Third Bancorp, MasterCard International, Inc., Visa U.S.A., Inc., and U.S. Bancorp;

C. Requiring Defendants to:

1. Send a copy of any decision in this case in favor of RSS to each person or entity to whom Allow Card of America, Inc., Palm Desert Investments, Wachovia Corp., PAYjr, Inc., CardLab, Inc., The Bancorp Inc., Discover Financial Services, Bank of America Corp., Commerce Bancshares, Inc., UMB Financial Corp., Fifth Third Bancorp, MasterCard International, Inc., Visa U.S.A., Inc., and U.S. Bancorp have sold or otherwise distributed any products found to infringe the '360 patent, or

induced to infringe the '360 patent, and informing such persons or entities of the judgment and that the sale or solicited commercial transaction was wrongful;

2. Recall and collect from all persons and entities that have purchased or licensed products from Allow Card of America, Inc., Palm Desert Investments, Wachovia Corp., PAYjr, Inc., CardLab, Inc., The Bancorp Inc., Discover Financial Services, Bank of America Corp., Commerce Bancshares, Inc., UMB Financial Corp., Fifth Third Bancorp, MasterCard International, Inc., Visa U.S.A., Inc., and U.S. Bancorp or their distributors, any products that incorporate features that infringe the '360 patent;

3. Destroy or deliver to RSS all products that incorporate features that infringe the '360 patent; and

4. File with the Court and serve upon RSS, within thirty (30) days after entry of final judgment in this case, a report in writing and subscribed under oath setting forth in detail the form and manner in which Allow Card of America, Inc., Palm Desert Investments, Wachovia Corp., PAYjr, Inc., CardLab, Inc., The Bancorp Inc., Discover Financial Services, Bank of America Corp., Commerce Bancshares, Inc., UMB Financial Corp., Fifth Third Bancorp, MasterCard International, Inc., Visa U.S.A., Inc., and U.S. Bancorp have complied with the Court's orders as prayed for.

D. Awarding RSS patent infringement damages and pre-judgment interest pursuant to 35 U.S.C. § 284 including, but not limited to, lost profits and/or a reasonable royalty;

E. Awarding RSS treble damages for willful infringement pursuant to 35 U.S.C. § 284;

F. Declaring the case exceptional and awarding RSS reasonable costs and attorneys fees pursuant to 35 U.S.C. § 285; and

G. Granting RSS such other and further relief as justice and equity may require.

JURY DEMAND

RSS requests a jury trial.

Respectfully submitted,
RESTRICTED SPENDING SOLUTIONS, LLC

By its attorneys,
SIMMONSCOOPER LLC

Dated: May 18, 2009

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