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MasterCard and USA Technologies to Expand MasterCard® PayPass? Deployment to Nationwide Rollout of 5,000 e-Port® Devices

Purchase, NY, November 16, 2006 - MasterCard Worldwide and USA Technologies (OTC Bulletin Board: USAT) today announced that 5,000 additional self service point-of-sale terminals, including vending machines, will be equipped with the e-Port® cashless transaction solution to begin accepting MasterCard® PayPass?. The deployment is the largest rollout to date of contactless technology in self service point of sale and vending machines.

This landmark rollout of an additional 5,000 self service locations follows the recent successful deployment of USA Technologies' e-Port by MasterCard and USA Technologies in vending machines in Philadelphia and the surrounding tri-state area. The 5,000 e-Ports will be deployed throughout the U.S in New York City, Dallas, Chicago, Las Vegas, San Francisco, Los Angeles, Boston, Washington D.C., Denver, Seattle, Miami and Orlando. The deployment will encompass several major brand names, in multiple environments including workplace environments, entertainment locations, travel locations, educational institutions, healthcare facilities and others. USA Technologies' Generation Six (G6) e-Port radio frequency technology was developed specifically to accept contactless payments such as MasterCard PayPass.

"The self-service point-of-sale industry, including vending, is largely untapped by cashless payment companies, and offers huge opportunity for growth and expansion," said T.J. Sharkey, Group Head, National Accounts, U.S. Commerce Development, MasterCard Worldwide. "PayPass is helping to revolutionize these industries by providing speed and convenience to consumers, and new efficiencies and increased transaction revenues to operators."

Consumers no longer need cash and coins. To use the e-Port cashless payment technology, consumers simply tap their MasterCard PayPass-enabled payment card or device on the e-Port terminal. Within seconds, the terminal will flash a light and produce a tone signaling the transaction is complete. As with all MasterCard PayPass transactions under \$25, no signature will be required. The terminals will also accept traditional magnetic-stripe payment cards.

"It is very exciting to continue our work with MasterCard to further deploy our e-Port technology in major cities across the United States," said Stephen P. Herbert, President and COO of USA Technologies. "This deployment, coming soon after the successful rollout of 1,000 e-Port devices in Philadelphia and surrounding areas, confirms an accelerating trend in the vending industry to convert to cashless transactions. Our Company is honored to have MasterCard Worldwide continue and expand this important relationship to utilize our e-Port technology to bring MasterCard PayPass to multiple major brands nationwide."

"We again chose USA Technologies for its proven ability to deliver a robust, scaleable, turnkey solution for rapid PayPass vending deployments," said T.J. Sharkey. "We applaud all the merchants involved in this latest deployment as innovators embracing the latest in technology to enhance the consumers' purchasing and brand experience."

With this latest cashless expansion, MasterCard and USA Technologies will have deployed 6,000 PayPass enabled e-Port devices in major metropolitan U.S. cities over the past six months.

How MasterCard PayPass Works

MasterCard PayPass uses radio frequency technology to transmit payment details wirelessly between the PayPass device and the merchant's terminal. The transaction is then processed through the MasterCard network for clearing and settlement. PayPass cards include magnetic stripe technology, so the cards can also be used in the traditional manner anywhere MasterCard is accepted around the world. PayPass technology can also be used in a number of non-card devices, such as a convenient payment tag that fits on a key chain for easy access.

PayPass allows financial institutions to offer customers more payment options and it helps increase GDV for issuers by attracting payments away from cash, increasing accountholder loyalty for their card programs and opening up new acceptance opportunities for "quick pay" environments. In the U.S., Advanta, Chase, Citi, Citizens Financial Group, Inc., GE Consumer Finance, HSBC, KeyBank and MBNA have all begun offering MasterCard PayPass-enhanced payment programs to their accountholders. PayPass technology enhances any payment account it is added to - be it a credit, debit, pre-paid, co-brand, small business or private label account.

About MasterCard PayPass

MasterCard PayPass is ideal for traditional cash-heavy environments where speed is essential, and has led the way in bringing contactless technology to consumer categories such as quick serve restaurants, drug stores, gas stations, vending machines, convenience stores, sports arenas, movie theaters, transit systems and parking garages. There are currently nearly 11 million PayPass cards and devices in the market, and PayPass is currently accepted globally at 36,000 merchant locations, including participating 7-Eleven, CVS, McDonald's, Regal Entertainment Group theaters and many others. PayPass is also accepted at numerous football and baseball stadiums. For more information about MasterCard PayPass and a full list of participating merchants, visit www.mastercard.com/paypass.

About MasterCard Worldwide

MasterCard Worldwide advances global commerce by providing a critical economic link between financial institutions, businesses, cardholders and merchants worldwide. As a franchisor, processor and advisor, MasterCard develops and markets payment solutions, processes close to 14 billion payments each year, and provides industry-leading analysis and consulting services to financial institution customers and merchants. Through its family of brands, including MasterCard®, Maestro® and Cirrus®, MasterCard Worldwide serves consumers and businesses in more than 210 countries and territories. For more information go to www.mastercardworldwide.com.

Statement under the Private Securities Litigation Reform Act:

With the exception of the historical information contained in this release, the matters described herein contain forward-looking statements that involve risk and uncertainties that may individually or mutually impact the matters herein described, including but not limited to product acceptance, the ability to continually obtain increased orders of its products, the ability to meet installation goals, economic, competitive, governmental impacts, whether its pending patents will be granted or defensible; validity of intellectual property and patents of USA, the ability of USA to license its patents, the ability of USA to commercialize its developmental products, technological and/or other factors, which could cause actual results or revenues to differ materially from those contemplated by these statements.