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May 12, 2010

United States Patent and Trademark Office
Trademark Trial and Appeal Board
P.O. Box 1451
Alexandria, VA 22313-1451

RE:

USPTO Application Serial Number 77/448,842
USPTO Opposition Number 91 193 248
Wells Fargo & Company, Opposer v. Thompson, Brian et al, Applicant

To Whom It May Concern,

Enclosed you will find Initial Disclosures pursuant to Rule 2.120, and a copy of same, in the above referenced matter. We are filing this document on behalf of the Applicant. Kindly file this document accordingly.

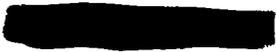
Additionally, please time-stamp the copy and return to me using the enclosed self-addressed stamped envelope.

Sincerely,



Bryan Adler, Esq.

Enclosure


05-17-2010

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

In the Matter of Application Serial No. 77/448,842
For the Mark: WAY2PAY
Filed: April 15, 2008
Date of Publication: September 8, 2009

WELLS FARGO & COMPANY,

Opposer,

v

Opposition No. 91193248

THOMPSON, BRIAN,
WAY2PAY, LLC
WAY2PAY FINANCIALS SERVICES, INC.

Applicant,

Brian Thompson, As the Named Applicant

WAY2PAY FINANCIAL SERVICES, INC'S As Successor in Rights

WAY2PAY, LLC, As Successor In Rights

RULE 2.120 INITIAL DISCLOSURES

Pursuant to Rule 2.120 of the Trademark Rules of Practice,
Brian Thompson,
Way2Pay, LLC, and Way2Pay Financial Services, Inc., et alia
(herein after collectively "the Applicant"),
provides its initial disclosures in this proceeding as follows:

I. Introductory Statement

The following disclosures are based upon the information reasonably available to the Applicant as of this date. The Applicant's disclosures represent a good faith effort to identify information and documents it may use to support its claims and defenses, as required by Rule 2.120. By making these disclosures, the Applicant does not represent that it is identifying every document,

tangible item or witness possibly relevant to this action. The Applicant reserves the right to supplement as provided by the Trademark Rules of Practice.

II. Initial Disclosures

Witnesses

The Applicant identifies the following individuals likely to have discoverable information the Applicant may use to support its claims or defenses, unless solely for impeachment.

- A. **Brian Thompson**
Partner in Way2Pay, LLC and Chairman of Way2Pay Financial Services, Inc
Brian Thompson will likely have discoverable information concerning the origin of the product and business strategy development of the Applicant.
- B. **Henry M. Winchester**
Partner in Way2Pay, LLC and CEO of Way2Pay Financial Services, Inc.
Henry Winchester will likely have discoverable information concerning the origin and date of first design of the two trademarks and information of the development of business of the Applicant.
- C. **Joan B. Winchester**
Spouse of the CEO of the Applicant
Joan B. Winchester will likely have discoverable information relating to the origin and creation of the first design and creation of the product strategy of the Way2Pay logo and insurance advantage credit card.
- D. **Steven J. Keating**
General Counsel and CFO of the Applicant
Steven Keating will likely have discoverable information relating to the trade mark applications, development business of the company credit card marketing programs, and first use in commerce of the Way2Pay logo and business name.
- E. **Colleen Kirchner**
Paralegal, Perkins Coie, LLP
Colleen Kirchner will have discoverable information concerning the patent and trademark applications filed with the United States Patent and Trademark Office and such trademark search and filings with the international trademark authorities.

Documents and Things

The following describes by category the documents and things in the Applicant's possession, custody or control, of which the Applicant is currently aware and which the Applicant may use to support its claims or defenses, other than solely for impeachment. All documents or things are located at the Applicant's offices in West Chester, Pennsylvania, Counsel's Office in Los Angeles, California or San Diego, California.

- A. Representative specimens of advertisements and promotions showing Way2Pay's use of the WAY2PAY logo, issue of the WAY2PAY Insurance Advantage credit cards, and use of WAY2PAY marks.
- B. Documents showing sales of services under the WAY2PAY company and WAY2PAY credit card marks.
- C. Documents showing advertising and promotional expenditures for the WAY2PAY and WAY2PAY Insurance Advantage marks.
- D. Documents relating to the use of the Applicant's marks WAY2PAY and WAY2PAY. Insurance Advantage
- E. Documents relating to marketing studies in connection with the WAY2PAY credit cards and the IPPP, Insurance Premium Payment Process and WAY2PAY marks.
- F. Documents including the client contracts and the Applicant's Private Placement Offering Memorandum and use of WAY2PAY marks.

Computation of Damages

Monetary damages are not applicable to this proceeding.

Insurance Agreements

The Applicant is not aware of any applicable insurance agreements applicable to this proceeding.

Date: May 10, 2010

Respectfully submitted,

Bryan J. Adler, Esq.
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Attorneys for the Applicant

CERTIFICATE OF SERVICE

I, Bryan Adler, hereby certify that a copy of the APPLICANTS RULE 2.120 INITIAL

DISCLOSURES has been served upon:

BARNES & THORNBURG LLP
Suite 400
One North Wacker Drive
Chicago, IL 60606

Attention: Felicia Boyd
J. Manuel Herrera

Telephone: (612) 333-2111

via certified first class mail, postage prepaid, on this 14th day of May 2010.

Bryan Adler, Esquire

PA ID No. 306560