

Request for Reconsideration after Final Action

The table below presents the data as entered.

| Input Field | Entered |
|--|--|
| SERIAL NUMBER | 76697661 |
| LAW OFFICE ASSIGNED | LAW OFFICE 117 |
| MARK SECTION (current) | |
| STANDARD CHARACTERS | NO |
| USPTO-GENERATED IMAGE | NO |
| LITERAL ELEMENT | BLACKHAWK NETWORK |
| MARK SECTION (proposed) | |
| MARK FILE NAME | \\TICRS\EXPORT11\IMAGEOUT 11\766\976\76697661\xml1\RFR0002.JPG |
| STANDARD CHARACTERS | NO |
| USPTO-GENERATED IMAGE | NO |
| LITERAL ELEMENT | BLACKHAWK NETWORK |
| COLOR MARK | YES |
| COLOR(S) CLAIMED (If applicable) | The color(s) blue, green, and black is/are claimed as a feature of the mark. |
| DESCRIPTION OF THE MARK (and Color Location, if applicable) | The mark consists of a stylized design in which the color blue appears in the top stylized bird design, the color green appears in the bottom stylized bird design, and color black appears in the middle stylized bird design and in the wording BLACKHAWK NETWORK. |
| PIXEL COUNT ACCEPTABLE | YES |
| PIXEL COUNT | 944 x 250 |
| ARGUMENT(S) | |

Attorney Docket No.: 340460US56

Mark: BLACKHAWK NETWORK & DESIGN

Application Serial No.: 76/697,661

REMARKS

This is a Response to the Office Action mailed April 23, 2010.

Pursuant to the suggestions of the Examining Attorney, Applicant has amended the description of services in Classes 35 and 39. The description of services for Class 36 has already been accepted and has not been amended.

In response to the Examining Attorney's request, Applicant has added an "actual use" basis to the application under Trademark Act Section 1(a). Applicant is supporting this basis with specimens of use, and a signed Declaration supporting its use dates and specimens.

Applicant has submitted a new drawing of the mark conforming to 37 C.F.R. Section 2.52 and TMEP Section 807.05. Applicant has also amended its application to include a color claim and a separate description of the mark including color locations.

Because Applicant has responded to all outstanding issues raised by the Examining Attorney, Applicant respectfully requests the application be approved for publication in the *Official Gazette*. Should the Examining Attorney have any questions, he is invited to contact Applicant's counsel at (703) 412-6442.

Jordan S. Weinstein

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JSW/JSM/nlc 4541596_1.DOC

GOODS AND/OR SERVICES SECTION (035)(current)

**INTERNATIONAL
CLASS**

035

DESCRIPTION

Promoting the sale of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others

GOODS AND/OR SERVICES SECTION (035)(proposed)

**INTERNATIONAL
CLASS**

035

TRACKED TEXT DESCRIPTION

~~Promoting the sale of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others;~~ Promoting the sale of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others through the distribution of printed materials and promotional contests

FINAL DESCRIPTION

Promoting the sale of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others through the distribution of printed materials and promotional contests

FILING BASIS

Section 1(a)

**FIRST USE
ANYWHERE DATE**

At least as early as 12/00/2007

**FIRST USE IN
COMMERCE DATE**

At least as early as 12/00/2007

| | |
|--|--|
| STATEMENT TYPE | "The substitute (or new, if appropriate) specimen(s) was/were in use in commerce at least as early as the filing date of the application" <i>[for an application based on Section 1(a), Use in Commerce]</i> OR "The substitute (or new, if appropriate) specimen(s) was/were in use in commerce prior either to the filing of the Amendment to Allege Use or expiration of the filing deadline for filing a Statement of Use" <i>[for an application based on Section 1(b) Intent-to-Use]</i> . |
| SPECIMEN FILE NAME(S) | |
| ORIGINAL PDF FILE | SPU0-74915934-170157698_ BLACKHAWK_NETWORK_Spec_2.pdf |
| CONVERTED PDF FILE(S) (3 pages) | \\TICRS\EXPORT11\IMAGEOUT11\766\976\76697661\xml1\RFR0003.JPG |
| | \\TICRS\EXPORT11\IMAGEOUT11\766\976\76697661\xml1\RFR0004.JPG |
| | \\TICRS\EXPORT11\IMAGEOUT11\766\976\76697661\xml1\RFR0005.JPG |
| SPECIMEN DESCRIPTION | Advertising for the services |
| GOODS AND/OR SERVICES SECTION (036)(current) | |
| INTERNATIONAL CLASS | 036 |
| DESCRIPTION | Issuance of stored value cards |
| GOODS AND/OR SERVICES SECTION (036)(proposed) | |
| INTERNATIONAL CLASS | 036 |
| DESCRIPTION | Issuance of stored value cards |
| FILING BASIS | Section 1(a) |
| FIRST USE ANYWHERE DATE | At least as early as 12/00/2007 |
| FIRST USE IN COMMERCE DATE | At least as early as 12/00/2007 |
| STATEMENT TYPE | "The substitute (or new, if appropriate) specimen(s) was/were in use in commerce at least as early as the filing date of the application" <i>[for an application based on Section 1(a), Use in Commerce]</i> OR "The substitute (or new, if appropriate) specimen(s) was/were in use in commerce prior either to the filing of the Amendment to Allege Use or expiration of the filing deadline for filing a Statement of Use" <i>[for an application based on Section 1(b) Intent-to-Use]</i> . |
| SPECIMEN FILE NAME(S) | |
| ORIGINAL PDF FILE | SPU1-74915934-170157698_ BLACKHAWK_NETWORK_Spec_1.pdf |

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|--|---|
| CONVERTED PDF FILE(S) (1 page) | \\TICRS\EXPORT11\IMAGEOUT11\766\976\76697661\xml1\RFR0006.JPG |
| ORIGINAL PDF FILE | SPU1-74915934-170157698_._BLACKHAWK_NETWORK_Spec_2.pdf |
| CONVERTED PDF FILE(S) (3 pages) | \\TICRS\EXPORT11\IMAGEOUT11\766\976\76697661\xml1\RFR0007.JPG |
| | \\TICRS\EXPORT11\IMAGEOUT11\766\976\76697661\xml1\RFR0008.JPG |
| | \\TICRS\EXPORT11\IMAGEOUT11\766\976\76697661\xml1\RFR0009.JPG |
| SPECIMEN DESCRIPTION | Screenshot of Applicant website describing services and advertising for the services |
| GOODS AND/OR SERVICES SECTION (039)(current) | |
| INTERNATIONAL CLASS | 039 |
| DESCRIPTION | |
| Distribution services, namely, dissemination of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others | |
| GOODS AND/OR SERVICES SECTION (039)(proposed) | |
| INTERNATIONAL CLASS | 039 |
| TRACKED TEXT DESCRIPTION | |
| Distribution services, namely, dissemination of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others; <u>Distribution services, namely, transportation and delivery of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others</u> | |
| FINAL DESCRIPTION | |
| Distribution services, namely, transportation and delivery of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others | |
| FILING BASIS | Section 1(a) |
| FIRST USE ANYWHERE DATE | At least as early as 12/00/2007 |
| FIRST USE IN COMMERCE DATE | At least as early as 12/00/2007 |
| STATEMENT TYPE | "The substitute (or new, if appropriate) specimen(s) was/were in use in commerce at least as early as the filing date of the application" [for an application based on Section 1(a), Use in Commerce] OR "The substitute (or new, if appropriate) specimen(s) was/were in use in commerce prior |

either to the filing of the Amendment to Allege Use or expiration of the filing deadline for filing a Statement of Use" [for an application based on Section 1(b) Intent-to-Use].

| | |
|---|---|
| SPECIMEN FILE NAME(S) | |
| ORIGINAL PDF FILE | SPU2-1-74915934-170157698_._BLACKHAWK_NETWORK_Spec_2.pdf |
| CONVERTED PDF FILE(S) (3 pages) | \\TICRS\EXPORT11\IMAGEOUT11\766\976\76697661\xml1\RFR0010.JPG |
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| | \\TICRS\EXPORT11\IMAGEOUT11\766\976\76697661\xml1\RFR0012.JPG |
| SPECIMEN DESCRIPTION | Advertising for the services |
| ADDITIONAL STATEMENTS SECTION | |
| MISCELLANEOUS STATEMENT | The colors blue, green, and black are claimed as features of the mark. The color blue appears in the top stylized bird design, the color green appears in the bottom stylized bird design, and color black appears in the middle stylized bird design and in the wording BLACKHAWK NETWORK. |
| SIGNATURE SECTION | |
| ORIGINAL PDF FILE | HS_74915934-170157698_._Blackhawk_Network_Declaration_re_Used_Base_App.pdf |
| CONVERTED PDF FILE(S) (2 pages) | \\TICRS\EXPORT11\IMAGEOUT11\766\976\76697661\xml1\RFR0013.JPG |
| | \\TICRS\EXPORT11\IMAGEOUT11\766\976\76697661\xml1\RFR0014.JPG |
| SIGNATORY'S NAME | David E. Durant |
| SIGNATORY'S POSITION | General Counsel |
| RESPONSE SIGNATURE | /JSW/ |
| SIGNATORY'S NAME | Jordan S. Weinstein |
| SIGNATORY'S POSITION | Attorney of Record, VA bar member |
| DATE SIGNED | 10/25/2010 |
| AUTHORIZED SIGNATORY | YES |
| CONCURRENT APPEAL NOTICE FILED | YES |

FILING INFORMATION SECTION**SUBMIT DATE** Mon Oct 25 17:48:40 EDT 2010**TEAS STAMP** USPTO/RFR-74.9.159.34-201
01025174840194869-7669766
1-470d0f9417c5ba725effe3b
366b8a111af9-N/A-N/A-2010
1025170157698613

TEAS Form 0991 (Rev. 09/12/2009)

**Request for Reconsideration after Final Action
To the Commissioner for Trademarks:**Application serial no. **76697661** has been amended as follows:**MARK****Applicant proposes to amend the mark as follows:****Current:** BLACKHAWK NETWORK (Stylized and/or with Design)**Proposed:** BLACKHAWK NETWORK (Stylized and/or with Design, see mark)

The color(s) blue, green, and black is/are claimed as a feature of the mark.

The mark consists of a stylized design in which the color blue appears in the top stylized bird design, the color green appears in the bottom stylized bird design, and color black appears in the middle stylized bird design and in the wording BLACKHAWK NETWORK.

ARGUMENT(S)**In response to the substantive refusal(s), please note the following:**

Attorney Docket No.: 340460US56

Mark: BLACKHAWK NETWORK & DESIGN

Application Serial No.: 76/697,661

REMARKS

This is a Response to the Office Action mailed April 23, 2010.

Pursuant to the suggestions of the Examining Attorney, Applicant has amended the description of services in Classes 35 and 39. The description of services for Class 36 has already been accepted and has not been amended.

In response to the Examining Attorney's request, Applicant has added an "actual use" basis to the application under Trademark Act Section 1(a). Applicant is supporting this basis with specimens of use, and a signed Declaration supporting its use dates and specimens.

Applicant has submitted a new drawing of the mark conforming to 37 C.F.R. Section 2.52 and TMEP Section 807.05. Applicant has also amended its application to include a color claim and a separate description of the mark including color locations.

Because Applicant has responded to all outstanding issues raised by the Examining Attorney, Applicant respectfully requests the application be approved for publication in the *Official Gazette*. Should the Examining Attorney have any questions, he is invited to contact Applicant's counsel at (703) 412-6442.

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JSW/JSM/nlc 4541596_1.DOC

CLASSIFICATION AND LISTING OF GOODS/SERVICES

Applicant proposes to amend the following class of goods/services in the application:

Current: Class 035 for Promoting the sale of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others

Original Filing Basis:

Proposed:

Tracked Text Description: ~~Promoting the sale of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others;~~ Promoting the sale of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others through the distribution of printed materials and promotional contests Class 035 for Promoting the sale of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others through the distribution of printed materials and promotional contests

Filing Basis: Section 1(a), Use in Commerce: The applicant is using the mark in commerce, or the applicant's related company or licensee is using the mark in commerce, on or in connection with the identified goods and/or services. 15 U.S.C. Section 1051(a), as amended. The mark was first used at least as early as 12/00/2007 and first used in commerce at least as early as 12/00/2007, and is now in use in such commerce.

Applicant hereby submits a new specimen for Class 035. The specimen(s) submitted consists of Advertising for the services.

"The substitute (or new, if appropriate) specimen(s) was/were in use in commerce at least as early as the filing date of the application" *[for an application based on Section 1(a), Use in Commerce]* OR **"The substitute (or new, if appropriate) specimen(s) was/were in use in commerce prior either to the filing of the Amendment to Allege Use or expiration of the filing deadline for filing a Statement of Use"** *[for an application based on Section 1(b) Intent-to-Use].*

Original PDF file:

SPU0-74915934-170157698_-_BLACKHAWK_NETWORK_Spec_2.pdf

Converted PDF file(s) (3 pages)

Specimen File1

Specimen File2

Specimen File3

Applicant proposes to amend the following class of goods/services in the application:

Current: Class 036 for Issuance of stored value cards

Original Filing Basis:

Proposed: Class 036 for Issuance of stored value cards

Filing Basis: Section 1(a), Use in Commerce: The applicant is using the mark in commerce, or the applicant's related company or licensee is using the mark in commerce, on or in connection with the identified goods and/or services. 15 U.S.C. Section 1051(a), as amended. The mark was first used at least as early as 12/00/2007 and first used in commerce at least as early as 12/00/2007, and is now in use in such commerce.

Applicant hereby submits a new specimen for Class 036. The specimen(s) submitted consists of Screenshot of Applicant website describing services and advertising for the services.

"The substitute (or new, if appropriate) specimen(s) was/were in use in commerce at least as early as the filing date of the application" *[for an application based on Section 1(a), Use in Commerce]* OR **"The substitute (or new, if appropriate) specimen(s) was/were in use in commerce prior either to the filing of the Amendment to Allege Use or expiration of the filing deadline for filing a Statement of Use"** *[for an application based on Section 1(b) Intent-to-Use].*

Original PDF file:

SPU1-74915934-170157698_ _BLACKHAWK_NETWORK_Spec_1.pdf

Converted PDF file(s) (1 page)

Specimen File1

Original PDF file:

SPU1-74915934-170157698_ _BLACKHAWK_NETWORK_Spec_2.pdf

Converted PDF file(s) (3 pages)

Specimen File1

Specimen File2

Specimen File3

Applicant proposes to amend the following class of goods/services in the application:

Current: Class 039 for Distribution services, namely, dissemination of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others

Original Filing Basis:

Proposed:

Tracked Text Description: ~~Distribution services, namely, dissemination of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others;~~ Distribution services, namely, transportation and delivery of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others Class 039 for Distribution services, namely, transportation and delivery of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others

Filing Basis: Section 1(a), Use in Commerce: The applicant is using the mark in commerce, or the applicant's related company or licensee is using the mark in commerce, on or in connection with the identified goods and/or services. 15 U.S.C. Section 1051(a), as amended. The mark was first used at least as early as 12/00/2007 and first used in commerce at least as early as 12/00/2007, and is now in use in such commerce.

Applicant hereby submits a new specimen for Class 039. The specimen(s) submitted consists of Advertising for the services.

"The substitute (or new, if appropriate) specimen(s) was/were in use in commerce at least as early as the filing date of the application" *[for an application based on Section 1(a), Use in Commerce]* OR **"The substitute (or new, if appropriate) specimen(s) was/were in use in commerce prior either to the filing of the Amendment to Allege Use or expiration of the filing deadline for filing a Statement of Use"** *[for an application based on Section 1(b) Intent-to-Use].*

Original PDF file:

SPU2-1-74915934-170157698_._BLACKHAWK_NETWORK_Spec_2.pdf

Converted PDF file(s) (3 pages)

Specimen File1

Specimen File2

Specimen File3

ADDITIONAL STATEMENTS

The colors blue, green, and black are claimed as features of the mark. The color blue appears in the top stylized bird design, the color green appears in the bottom stylized bird design, and color black appears in the middle stylized bird design and in the wording BLACKHAWK NETWORK.

SIGNATURE(S)

Declaration Signature

Original PDF file:

HS_74915934-170157698_._Blackhawk_Network_Declaration_re_Used_Base_App.pdf

Converted PDF file(s) (2 pages)

Signature File1

Signature File2

Signatory's Name: David E. Durant

Signatory's Position: General Counsel

Request for Reconsideration Signature

Signature: /JSW/ Date: 10/25/2010

Signatory's Name: Jordan S. Weinstein

Signatory's Position: Attorney of Record, VA bar member

The signatory has confirmed that he/she is an attorney who is a member in good standing of the bar of the highest court of a U.S. state, which includes the District of Columbia, Puerto Rico, and other federal territories and possessions; and he/she is currently the applicant's attorney or an associate thereof; and to the best of his/her knowledge, if prior to his/her appointment another U.S. attorney or a Canadian attorney/agent not currently associated with his/her company/firm previously represented the applicant in this matter: (1) the applicant has filed or is concurrently filing a signed revocation of or substitute power of attorney with the USPTO; (2) the USPTO has granted the request of the prior representative to withdraw; (3) the applicant has filed a power of attorney appointing him/her in this matter; or (4) the applicant's appointed U.S. attorney or Canadian attorney/agent has filed a power of attorney appointing him/her as an associate attorney in this matter.

The applicant is filing a Notice of Appeal in conjunction with this Request for Reconsideration.

Serial Number: 76697661

Internet Transmission Date: Mon Oct 25 17:48:40 EDT 2010

TEAS Stamp: USPTO/RFR-74.9.159.34-201010251748401948

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a111af9-N/A-N/A-20101025170157698613



BLACKHAWK
N E T W O R K

190+ Pages of the Most Comprehensive Industry News and Analysis

INAUGURAL ISSUE

paybefore

The Industry Resource for Prepaid and Stored Value Cards

MAGAZINE

VOLUME 1 • WINTER 2007/2008

Processing Trends

THE COMPANIES AND INNOVATIONS SHAPING THE INDUSTRY

Know Your Industry

SIX MONTHS OF NEWS, LEGISLATION, REGULATION AND LITIGATION

Gift Cards

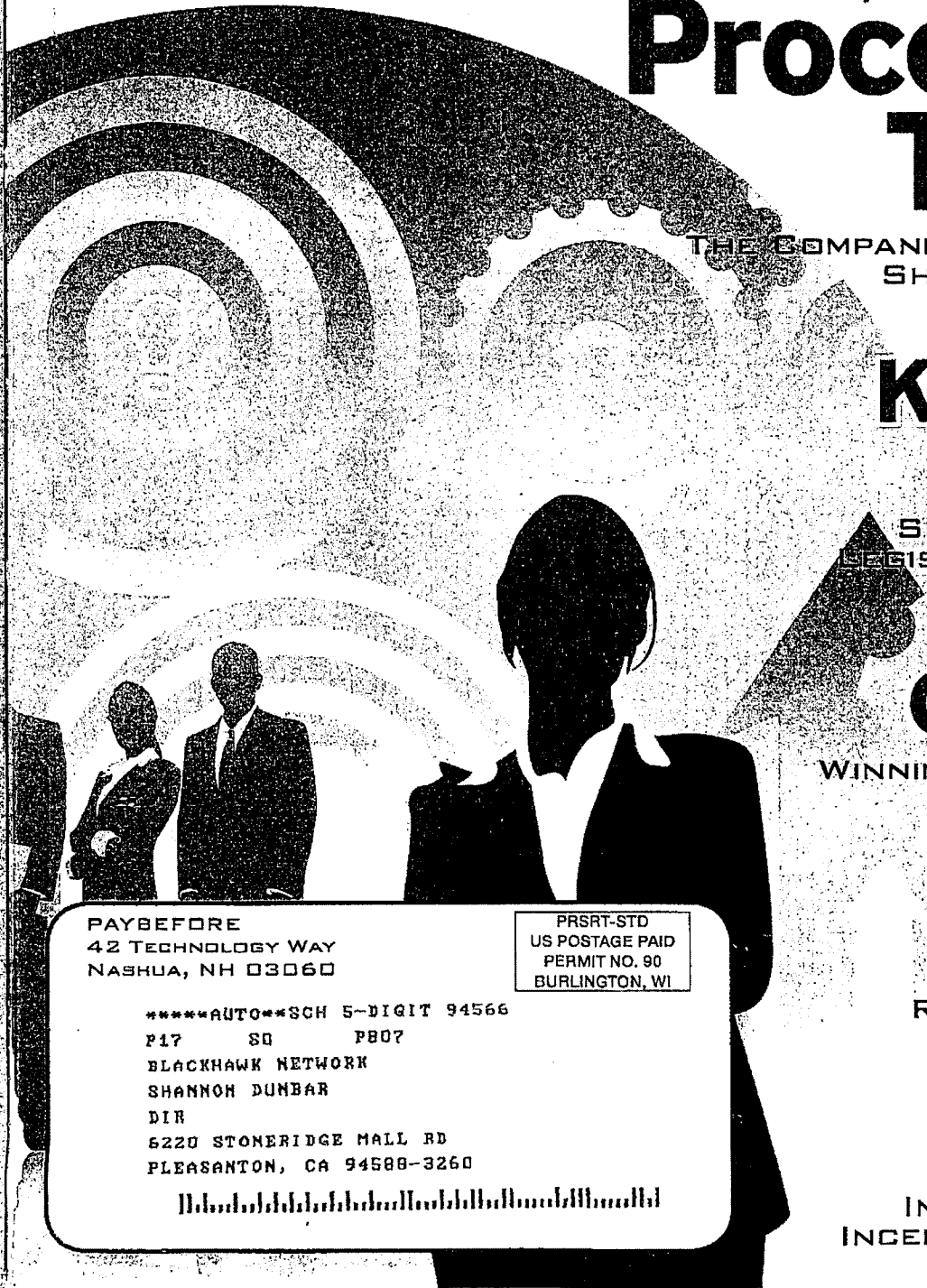
WINNING IN RETAIL, ONLINE AND SELF-SERVICE

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Plus

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6220 STONERIDGE MALL RD
PLEASANTON, CA 94588-3260





paybefore

The Industry Resource for Prepaid and Stored Value Cards

MAGAZINE

Welcome to the Inaugural Issue of Paybefore Magazine

As managers of a number of ventures in prepaid and stored value for more than eight years, we have found a profound lack of meaningful news and information catering to industry professionals. Some publications talk about prepaid and stored value issues, but none covers them with the inside knowledge, depth and clarity we felt we needed to help us make sound decisions to move our businesses forward. We founded Paybefore to go beyond the fluff of today's trade journals to deliver the information we know is needed to create successful prepaid and stored value businesses.

Paybefore Today

Today, Paybefore is the only publication that speaks to you from an insider's perspective. Paybefore covers every aspect of this industry from your point of view, giving you the news, information and analysis to keep your business at the forefront (or to get it there). And, by incorporating the valuable comments received from many of you during our first year of operation, we believe Paybefore does that better than any other publication—by a wide margin.

What are readers saying about Paybefore? In a nutshell, that with Paybefore they are fully informed each and every day. They trust us to gather and deliver industry intelligence on their behalf—covering the right topics, asking the right questions and going in-depth on critical issues. Paybefore gives them the knowledge they can't get anywhere else and has become a critical tool in their professional lives. Simply put, the consensus is: if you operate in the prepaid card industry, you can't afford to be without Paybefore.

Paybefore Magazine

Paybefore Magazine aggregates by subject matter much of the content we've published over the past several months, providing a single, comprehensive view of critical topics. Articles are updated to ensure all of the news and information is timely.

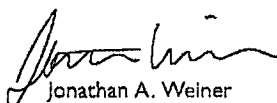
In this jam-packed premier issue, you'll find articles on the M&A landscape in prepaid (page 58), tips for selecting a processor (page 6) and six strategies for successful acquisitions (page 62). Much of our focus for this issue of the magazine is on processing. To that end, you'll find seven Q&As with leading prepaid processors as well as an article on two processors that are also program managers (page 12). You'll read about products from insurance claim cards and health care cards to incentive cards and gift cards. Whatever prepaid verticals your business is focused on—and no matter how long you have been in the prepaid space—we trust this issue will provide useful tips and tools to make your business even better.

Paybefore Magazine would not be possible without the support of our sources. These industry insiders have put forth a tireless effort to answer our questions and offer insights about the many facets of the prepaid and stored value card business. It is clear that we all share a common goal—to inform a growing industry and to help it continue on a positive trajectory into the future.

We hope you enjoy this issue!



Anil D. Aggarwal
Co-founder



Jonathan A. Weiner
Co-founder

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Once your company subscribes to Paybefore, you and an unlimited number of other professionals within your organization can receive and access Paybefore, our daily news blasts, extensive newsletters, legal updates and magazines as well as access to our online portal.

Corporate subscription rates are \$100 for the first subscription year \$5,000 per company for unlimited access that's a savings of more than 20 percent standard rate of \$6,500. To subscribe visit www.paybefore.com or contact Jonathan Weiner at jweinar@paybefore.com or call (617) 671-1143.



The market leader and largest provider of third-party gift cards.

Over the past five years, Blackhawk Network has created phenomenal success for their partners. The rapid growth of prepaid cards has been widely reported, but when combined with Blackhawk Network's Gift Card Mall and their aggressive merchandising and marketing strategies, the results have been truly remarkable.

The keys to our success:

- **Best brands**
- **Best variety**
- **Best distribution**
- **Best execution**
- **Best marketing**

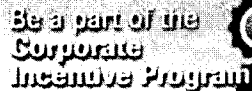


Learn more about us by visiting www.blackhawknetwork.com



Technology

TECHNOLOGY



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Corporate
Incentive Program

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Check out
PayPower Reloadable

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Technology

Blackhawk Network's Technology Innovations enable the company and its partners to grow their businesses with innovative solutions, save money and provide more efficiency throughout both internal and external networks. By operating one of the largest private payment networks across the U.S., the innovators at Blackhawk Network deliver flexibility throughout the lifecycle, from product creation to distribution and customer service.

By processing to memory, the company's technology offerings are faster ensuring less chance of data loss, more redundancy, less latency, and less expense. With Blackhawk, all providers and partners connect to a fully meshed private network that includes a full range of services, such as file transfer, authentication and authorization, monitoring and alert notification, security services, and disk to disk backups. We are the connectivity and payment switching experts with a focus on several key technology platforms such as:

eNetwork: An open platform that allows for gifting to be integrated into any web, app, or mobile experience through Blackhawk proprietary APIs.

Giftcardmall.com: Part of the eNetwork, Blackhawk owns and operates the ecommerce site, offering direct customer service and support. The offering includes several backend tools and functions to operate card services via IVR (Interactive Voice Response).

BLISS (Blackhawk Issuance System): An issuance and processing platform designed specifically for innovative stored value products based on model driven architecture and development. BLISS enables rapid development and deployment of products for a fast moving and dynamic industry. Compared to other existing credit card processing platforms, ours is more configurable.

BLAST (Blackhawk Acquiring Switch Technology): In addition to being a Visa® certified card processor, Blackhawk operates its own proprietary switching and routing platform. We provide partners with world class connectivity to over 75 payment processors. Deployed internationally, BLAST is the fastest most scalable network switch.

TRACS (Transaction Rating Accounting & Clearing and Settlement): A robust settlement/reconciliation platform that enables partners to aggregate and settle transactions from any node in Blackhawk's network.

PayGo: A terminal acquiring platform – hardware, software and backend turn-key, solution for customers that need a stand alone tool that helps with managing transactions for gift purchases and telecom top up cards.

Blackhawk is dedicated to meeting the highest standards within the payment card industry. We have earned the title of certified Visa® and MasterCard provider and have met all PCI (Payment Card Industry) compliance standards, which means that Blackhawk is serious about protecting the brand image and information of our customers from hackers and theft.

By supporting both open and close loop, reloadable and non-reloadable products, Blackhawk Network's Technology Innovations enable the company and its partners to save money. Our expert advice and guidance speeds time-to-market and we provide complete test and certification environments and transaction simulators free-of-charge. With modern technology, developed in-house, Blackhawk Network delivers on the demands of today's business needs.

190+ Pages of the Most Comprehensive Industry News and Analysis

INAUGURAL ISSUE

paybefore

The Industry Resource for Prepaid and Stored Value Cards

MAGAZINE

VOLUME 1 • WINTER 2007/2008

Processing Trends

THE COMPANIES AND INNOVATIONS SHAPING THE INDUSTRY

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Gift Cards

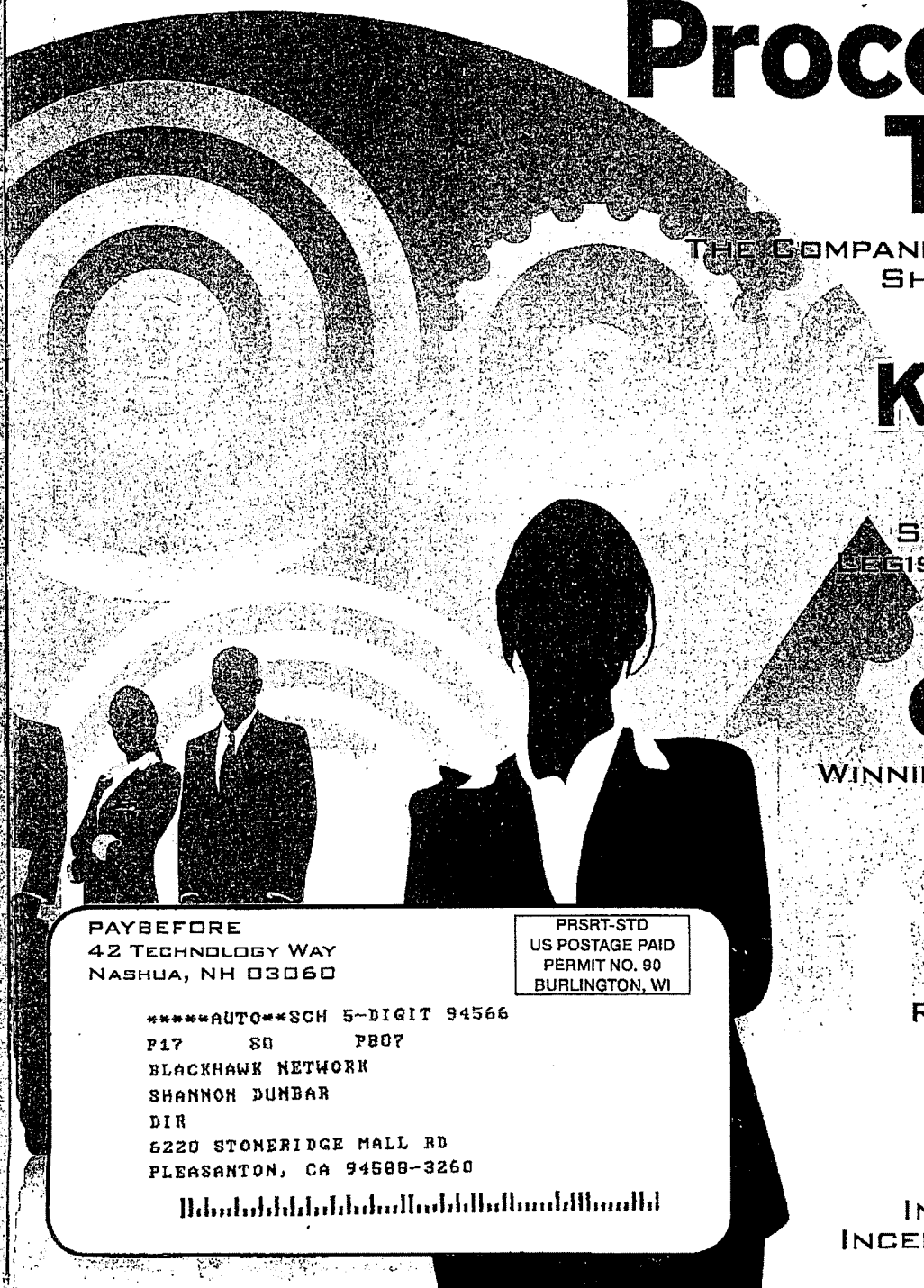
WINNING IN RETAIL, ONLINE AND SELF-SERVICE

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UNDERSTAND YOUR ROLE AND ECONOMICS

Plus

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Welcome to the Inaugural Issue of Paybefore Magazine

As managers of a number of ventures in prepaid and stored value for more than eight years, we have found a profound lack of meaningful news and information catering to industry professionals. Some publications talk about prepaid and stored value issues, but none covers them with the inside knowledge, depth and clarity we felt we needed to help us make sound decisions to move our businesses forward. We founded Paybefore to go beyond the fluff of today's trade journals to deliver the information we know is needed to create successful prepaid and stored value businesses.

Paybefore Today

Today, Paybefore is the only publication that speaks to you from an insider's perspective. Paybefore covers every aspect of this industry from your point of view, giving you the news, information and analysis to keep your business at the forefront (or to get it there). And, by incorporating the valuable comments received from many of you during our first year of operation, we believe Paybefore does that better than any other publication—by a wide margin.

What are readers saying about Paybefore? In a nutshell, that with Paybefore they are fully informed each and every day. They trust us to gather and deliver industry intelligence on their behalf—covering the right topics, asking the right questions and going in-depth on critical issues. Paybefore gives them the knowledge they can't get anywhere else and has become a critical tool in their professional lives. Simply put, the consensus is: If you operate in the prepaid card industry, you can't afford to be without Paybefore.

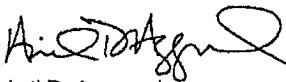
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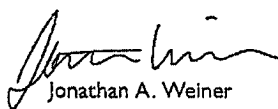
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We hope you enjoy this issue!



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Co-founder



Jonathan A. Weiner
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Subscription Info

Paybefore is only available to subscribers. We charge a fee to Paybefore so that we have the resources necessary to properly analyze, and report on the prepaid and stored value card industry. If you have a material or stored value card component business, we're confident you'll realize a return on your investment subscription to Paybefore.

Once your company subscribes to Paybefore, you and an unlimited number of other professionals within your organization can receive and access Paybefore, our daily news blasts, extended newsletters, legal updates and magazines as well as access to our online portal.

Corporate subscription rates are discounted for the first subscription year \$5,000 per company for unlimited that's a savings of more than 20 percent standard rate of \$6,500. To subscribe, visit www.paybefore.com or contact Jonathan Weiner at jweiner@paybefore.com or call (617) 671-1143.



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Over the past five years, Blackhawk Network has created phenomenal success for their partners. The rapid growth of prepaid cards has been widely reported, but when combined with Blackhawk Network's Gift Card Mall and their aggressive merchandising and marketing strategies, the results have been truly remarkable.

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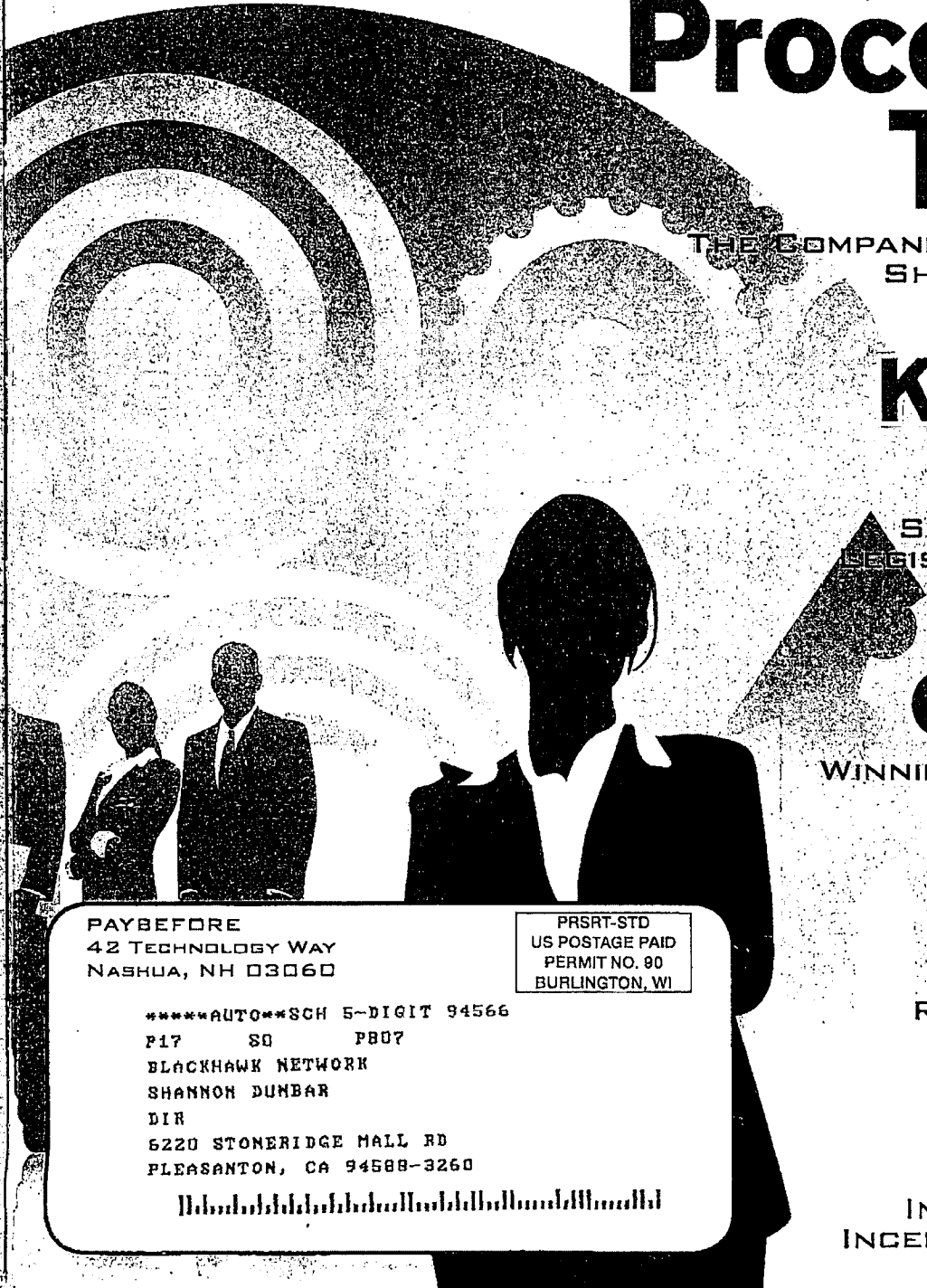
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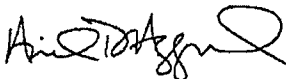
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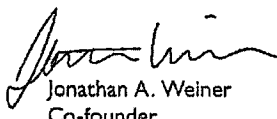
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Attorney Docket No.: 340460US56

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
TRADEMARK EXAMINING OPERATION

In re the Application of:

BLACKHAWK NETWORK, INC.

Application Serial No.: 76/697,661

Filed: May 29, 2009

Mark: BLACKHAWK NETWORK & DESIGN

Honorable Commissioner for Trademarks
P.O. Box 1451
Alexandria, VA 22313-1451

Dear Commissioner:

DECLARATION UNDER RULE 2.20 IN SUPPORT
OF FILED USE BASED APPLICATION

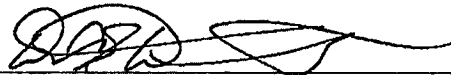
The undersigned hereby declares as follows:

1. I am the General Counsel of the Applicant corporation;
2. I believe that the specimens attached hereto are true specimens of the mark as it is actually used in connection with the services listed in the application;
3. The mark is in use in commerce and was in use in commerce on or in connection with the services listed in the application **as of the application filing date**;
4. The mark was first used in connection with promoting the sale of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others through the distribution of printed materials and promotional contests in Class 35 at least as early as December 2007;
5. The mark was first used in commerce in connection with the Class 35 services at least as early as December 2007;
6. The mark was first used in connection with issuance of stored value cards in Class 36 at least as early as December 2007;
7. The mark was first used in commerce in connection with the Class 36 services at least as early as December 2007;

8. The mark was first used in connection with distribution services, namely, transportation and delivery of gift cards, prepaid debit cards, incentive cards, financial services cards and prepaid telecommunication cards and products of others in Class 39 at least as early as December 2007; and
9. The mark was first used in commerce in connection with the Class 39 services at least as early as December 2007.

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any registration resulting therefrom, declares that he is properly authorized to execute this instrument and to verify the facts in the application as filed on behalf of the applicant; he believes the applicant to be the owner of the mark sought to be registered, and, to the best of his own knowledge and belief, no other person, firm, corporation, or association has the right to use said mark in commerce, either in the identical form or in such near resemblance thereto as to be likely, when applied to the services of such other person, to cause confusion, or to cause mistake, or to deceive; the facts set forth in the application as filed are true; and all statements made based on his own knowledge are true and all statements made on information and belief are believed to be true.

BLACKHAWK NETWORK, INC.

Signature: 

Name: David E. Durant
(printed or typewritten)

Title/Position: General Counsel

Date: October 25, 2010

JSW/JSM/nlc {4540820_1.DOC}