

FORM PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 06/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

CORRECTED RECORDATION FORM COVER SHEET (No. 700337192)

TRADEMARKS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
SAFEWAY, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State: Delaware
 Other _____

Citizenship (see guidelines) USA
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Additional names, addresses, or citizenship attached? Yes No

Name: BLACKHAWK NETWORK, INC.
Address: 5918 Stoneridge Mall Road, Picasanton, CA 94588-2322
Country: USA

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation- State: Arizona Citizenship USA
 Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be a separate document from Assignment)

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 8/7/07

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
76/666,265

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
FLY THROUGH CHECKOUT

5. Name and address of party to whom correspondence concerning document should be mailed:

Jordan S. Weinstein
Roberta S. Bren
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.
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OSMMN Ref: 296620US/36

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41): \$40.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information
a. Credit Card (see attached form)
b. Deposit Account Number: 50-2014

9. Signature: Jordan S. Weinstein
Signature
Jordan S. Weinstein
Name of Person Signing

8/20/07
Date
Total number of pages, including cover sheet, attachments, and document: 9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, Virginia 22313-1450

CH \$40.00 502014 76666265

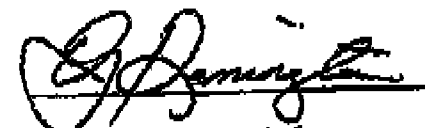
ASSIGNMENT

WHEREAS, SAFEWAY, INC., a Delaware corporation with its principal offices located at 5918 Stoneridge Mall Road, Pleasanton, California 94588 (hereinafter referred to as "Assignor"), owns the trademark FLY THROUGH CHECKOUT, U.S. Application No. 76/666,265 thereof, filed on September 18, 2006; and

WHEREAS, BLACKHAWK NETWORK, INC., a corporation organized and existing under the laws of the State of Arizona, whose address is 5918 Stoneridge Mall Road, Pleasanton, California 94588 (hereinafter referred to as "Assignee"), desires to obtain said trademark application thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to said mark, together with the good will of the business symbolized by the mark, and the above identified application for registration of said mark.

8/7/07
Date


Asst. VP / Asst. Secretary

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EXHIBIT A

TRADEMARK

REEL: 003605 FRAME: 0354

